# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 20-IS

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

1. Check the appropriate box:
   - (selected) Preliminary Information Statement
   - Definitive Information Statement

2. Name of Registrant as specified in its charter

   BASIC ENERGY CORPORATION

3. Province, country or other jurisdiction of incorporation or organization

   MAKATI CITY

4. SEC Identification Number

   36359

5. BIR Tax Identification Code

   000-438-702-000

6. Address of principal office

   7/F Basic Petroleum Bldg., 104 Carlos Palanca St., Legaspi Village, Makati City

   Postal Code

   1229

7. Registrant's telephone number, including area code

   (+632) 8817-8596

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

   October 23, 2020 at 3:00 P.M. at Basic Petroleum Bldg., 104 Carlos Palanca St., Legaspi Village, Makati City, thru remote communication

9. Approximate date on which the Information Statement is first to be sent or given to security holders

   Oct 1, 2020

10. In case of Proxy Solicitations:

    Name of Person Filing the Statement/Solicitor

    Not applicable

    Address and Telephone No.

    Not applicable

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

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---|---|

| Common shares | 2,815,392,714 |
|---|---|

13. Are any or all of registrant's securities listed on a Stock Exchange?

(selected) Yes ( ) No

If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange



BASIC ENERGY CORPORATION

# Basic Energy Corporation
# BSC

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

| | |
|---|---|
| **Date of Stockholders' Meeting** | Oct 23, 2020 |
| **Type (Annual or Special)** | Annual |
| **Time** | 3:00 P.M. |
| **Venue** | 7/F Basic Petroleum Bldg., 104 Carlos Palanca St., Legaspi Village, Makati City thru remote communication |
| **Record Date** | Oct 1, 2020 |

**Inclusive Dates of Closing of Stock Transfer Books**

| | |
|---|---|
| **Start Date** | Oct 1, 2020 |
| **End date** | Oct 23, 2020 |

| **Other Relevant Information** |
|---|
| See attached SEC Form IS-20 and attachments. Highlighted items found in the Proxy Form is for confirmation from META Public Company Ltd for Srinarin Pounpongpaiboon and that of Adolfo S. Azcuna written permission from the Chief Justice. Once we received their confirmations the highlighted items will taken out in the Definitive Information Statements. |

**Filed on behalf by:**

| | |
|---|---|
| **Name** | Angel Gahol |
| **Designation** | AVP - Asst. Corp. Sec./ Compliance Officer |

# COVER SHEET

| 3 | 6 | 3 | 5 | 9 |
|---|---|---|---|---|

SEC Registration Number

BASIC ENERGY CORPORATION

(Company's Full Name)

7th Floor, Basic Petroleum Building, C. Palanca, Jr. Street, Legaspi Village, Makati City

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

**Atty. Angel P. Gahol**

(Contact Person)

**(632) 8817-8596 & 98**

(Company Telephone Number)

| 1 2 | 3 1 |
|---|---|
| *Month* | *Day* |

(Calendar Year)

**20-IS**

(Form Type)

| 0 6 | |
|---|---|
| *Month* | *Day* |

(Annual Meeting)

(Secondary License Type, If Applicable)

**MSRD/CGFD**

Dept. Requiring this Doc.

**Not Applicable**

Amended Articles Number/Section

**6,557**

Total No. of Stockholders

Total Amount of Borrowings

| **n/a** | **n/a** |
|---|---|
| Domestic | Foreign |

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To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

**SECURITIES AND EXCHANGE COMMISSION**
**SEC FORM 20-IS**
**INFORMATION STATEMENT PURSUANT TO SECTION 20**
**OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

   ✔ Preliminary Proxy Statement
   --- Definitive Proxy Statement
   __ Additional Materials

2. Name of Registrant as specified in its charter __BASIC ENERGY CORPORATION_

3. Incorporated in the Philippines ______________________________
   Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number _____36359_______

5. BIR Tax Identification Code ____000-438-702____

6. 7/F Basic Petroleum Bldg., C. Palanca St., Legaspi Vill., Makati City __ 1229____

   Address of principal office — Postal Code

7. Registrant's telephone number, including area code +63(2)817-8596 & 98_______

8. October 23, 2020 at 3:00 P.M. at the Company's principal office

9. Approximate date on which the Information Statement is first to be sent or given to the security holders. October 1, 2020

10. Name of Persons other than the Registrant Filing Proxy Statement

    ____________NONE____________

    Address________________________________

    Phone Number ___________________________

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

| Title of Each Class | Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding |
|---|---|
| Common | 2,815,392,714 |

12. Are any or all of registrant's securities listed on a Stock Exchange?

    Yes ✔ No ____

    If so, disclose name of the Exchange: ______Philippine Stock Exchange________

## PART I

## A. GENERAL INFORMATION

### ITEM I. DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

The 2020 Annual Meeting of Stockholders of BASIC ENERGY CORPORATION (the Corporation) will be held on Friday, October 23, 2020 at 3:00 P.M. at the principal office of the Company, via remote communication, the link to which, to enable stockholders to register, participate and vote in the meeting, shall be provided by the Company, through the notices of the said meeting to stockholders.

The complete mailing address of the principal office of the Corporation is:

7th Floor, Basic Petroleum Bldg.
104 C. Palanca Jr. St., Legaspi Village
Makati City

### RECORD DATE

The record date for the purpose of determining stockholders entitled to notice of, and to vote at, the Annual Stockholders Meeting is October 1, 2020.

### APPROXIMATE DATE OF RELEASE OF PROXY STATEMENT AND PROXY FORM

Date: October 1, 2020

### ITEM II – DISSENTERS' RIGHT OF APPRAISAL

The appraisal right of dissenting stockholders is governed by Sec. 80-85 of the Revised Corporation Code, which provide as follows:

The appraisal right may be exercised by any stockholder who shall have voted against (1) an amendment to the Articles of Incorporation that changes or restricts the rights of any stockholder or class of shares, or authorizes preferences in any respect superior to the outstanding shares of any class, or extends or shortens the corporate existence; (2) a sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets; (3) a merger and consolidation; and (4) investment of corporate funds for any purpose other than the primary purpose of the corporation. The dissenting stockholder who votes against any of the aforementioned proposed corporate action shall make a written demand on the corporation for payment of the fair value of his share(s), within thirty (30) calendar days from the date on which the vote was taken. Failure to make the written demand within such period shall be deemed a waiver of the appraisal right.

If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate/s of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

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

From the time of the demand by the dissenting stockholder until either the abandonment of the corporate action involved or the purchase of the shares by the corporation, all rights accruing to such shares, including voting and dividend rights shall be suspended. However, if the dissenting stockholder is not paid the value of his shares within the said 30 days after the award, his voting and dividend rights shall immediately be restored.

The right of the dissenting stockholder to be paid the fair value of his shares shall cease (i) if the demand for payment is withdrawn with the consent of the corporation, if the corporate action involved is abandoned or rescinded by the corporation or is disapproved by the Securities and Exchange Commission (SEC), if its approval is required, or if the SEC determines that the stockholder is not entitled to appraisal rights. In such cases, the status as stockholder shall be restored and all dividend distributions which would have been accrued on the shares shall be paid to the stockholder.

**ITEM III - INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

No director or officer of the Corporation or nominee for election as director, or officer of the Corporation, or past director or officer of the Corporation at anytime since the beginning of the last fiscal year, and to the best knowledge of the Corporation, no associate of a director or officer or nominee for election as director or officer of the Corporation has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the Annual Meeting of Stockholders, other than the election to office as directors of the incumbent directors.

The Corporation has not received any information from a director or nominee-director of the Corporation, either verbally or in writing of his/her intention to oppose any action to be taken by the Corporation at the annual stockholders meeting.

## B. CONTROL AND COMPENSATION INFORMATION

**ITEM IV - VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

a) **Number of common shares** – 4,660,267,714 shares (inclusive of subscribed and unpaid shares), as of June 30, 2020. Each share is entitled to one vote, subject to cumulative voting, as explained below. There are no restrictions that limit the payment of dividends on common shares.

b) **Record Date** – October 1, 2020

c) **Voting Rights** - At the annual meeting of stockholders, every stockholder entitled to vote shall have the right to vote the number of shares of stocks standing in his own name in the stock books of the corporation at the time of the meeting. In the election of directors, a stockholder may: (a) vote such number of shares for as many persons as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit, provided that the total number of votes cast shall not exceed the number of shares owned by the stockholder as shown in the books of the corporation multiplied by the whole number of directors to be elected. No delinquent stock shall be voted.

d) **Security Ownership of Certain Record and Beneficial Owners and Management**

(1) **Security Ownership of Certain Record and Beneficial Owners**

The entity known to the Registrant to be directly or indirectly the record or beneficial owner of more than 5% of the Corporation's outstanding common shares as of June 30, 2020 are:

| (1)Title of Class | (2)Name & Address of Record Owner & Relationship with Issuer | (3) Name of Beneficial Ownership and Relationship with Record Owner | (4)Citizen-ship of Record Owner | (5) No. of Shares Held & Nature of Ownership (Record/ Beneficial) | (6) Percent-age |
|---|---|---|---|---|---|
| Common Shares | Philippine Depository and Trust Corporation* 37/F Tower I, Enterprise Center, Ayala Avenue, Makati City (No relationship with the Corporation) | Various Participants of PCD | Filipino<br><br>Foreign | 2,140,517,269 (Record)<br><br>235,764,619 | 76.03<br><br>8.37 |
| Common Shares | Meta Corporation Public Company Limited ( formerly Vintage Engineering Public Company Limited) 33/4 the 9th Towers, Grand Rama 9 Tower A, 36th Floor, Rama 9 Road, Huay Kwang, Huay Kwang, Bangkok, Thailand (no relationship with the Corporation) | N.A. | Company is registered in Thailand | 106,892,000 | 3.80 |

*****Philippine Depository and Trust Corporation (PDTC") is a wholly-owned subsidiary of the Philippine Central Depository, Inc. ("PCD"), which acts as trustee-nominee for all shares lodged in the PCD system. It was formerly known as the PCD Nominee Corporation. The beneficial owner of such shares are PCD's participants who hold the shares on their behalf or on behalf of their clients.

PCD is a private corporation organized to implement an automated book entry system of handling securities transactions in the Philippines. Under the PCD procedures, when an issuer of a PCD-eligible issue will hold a stockholders' meeting, the PCD shall execute a pro-forma proxy in favor of its participants for the total number of shares in their respective principal security account as well as for the total number of shares in their client securities account. For the shares held in the principal securities account, the participant concerned is appointed as proxy with full voting rights and powers as registered owner of such shares. For the shares held in the client securities account, the participant concerned is appointed as proxy, with the obligation to constitute a sub-proxy in favor of its clients with full voting and other rights for the number of shares beneficially owned by such clients.

Meta Corporation Public Company Limited ( formerly Vintage Engineering Public Company Limited) or META is a listed company in the Stock Exchange of Thailand, and registered as a public company in Thailand with principal offices at 33/4 the 9th Towers, Grand Rama 9 Tower A, 36th Floor, Rama 9 Road, Huay Kwang, Huay Kwang, Bangkok, Thailand. It is one of the most active companies operating in the field of renewable energy in Thailand today. Transforming from its initial business of mechanical and electrical engineering in 1992, META's business strategy is to be a fully integrated business focusing on developing a strong and robust portfolio of power plant projects, while expanding its engineering business as an EPC contractor and an O&M operator. Its Board of Directors is composed of its Acting Chairman Pol. Maj. Gen. Mongkol Runriengjai, Chief Executive Officer Supasit Pokinjaruras, Executive Director Aung Thiha, Director Sai Kong Foong, and Independent Directors Pramote Kobkhunnun, Sidhinad Duangrat and Praphaisith Tankeyura, while the executive officers are Chief Executive Officer Supasit Pokinjaruras, Executive Director Aung Thiha, Chief Financial Officer Nidtharat Phetthai, Head of Business Development Pongkrit Soontrarachoon, Chief Technical Officer Chamnian Fanrahan and Head of Human Resources and Administration, Ms. Chanakarn Kiewsom.

Four (4) PDTC participants hold more than five percent (5%) of the Corporation's total outstanding and issued common shares of stock, as of June 30, 2020, namely: Philstocks Financial, Inc. (240,163,441 shares) COL Financial Group, Inc., (160,263,145 shares), BA Securities, Inc. (158,956,468 shares) and Unicapital Securities, Inc. (140,759,064 shares). None of the clients of said participants were reported to own more than 5% of the Corporation's total outstanding and issued common shares.

As of June 30, 2020, out of the 2,815,392,714 issued and outstanding shares of the Corporation, 2,410,565,915 shares or 86.17% are held by the public, while 2,468,334,154 shares equivalent to 87.67% are held by Filipino citizens and 347,058,560 shares equivalent to 12.33% are held by foreigners.

(2) **Security Ownership of Directors and Key Officers**

The following are the number of common shares known to the Corporation to be owned beneficially and/or of record by the incumbent directors/nominees and key officers of the Corporation, and the percentage of shareholdings of each, as of June 30, 2020:

***DIRECTORS***

| Title of Class | Name of Beneficial Owner | Amount of Beneficial Ownership & Relationship w/ Beneficial Owner | Citizenship | Percentage |
|---|---|---|---|---|
| Common | Oscar C. De Venecia | 110,000 (direct)<br>13,000,000 (indirect) | Filipino | 0.46% |
| Common | Francis C. Chua | 2 ( direct)<br>13,000,000 (indirect) | Filipino | 0.46% |
| Common | Ramon L. Mapa | 268,635 (direct)<br>3,000,000) (indirect) | Filipino | 0.12% |
| Common | Oscar L. De Venecia, Jr. | 516,334 (direct)<br>9,025,000(indirect) | Filipino | 0.34% |
| Common | Ma. Florina M. Chan | 100,000 (direct)<br>13,000,000 (indirect) | Filipino | 0.46% |
| Common | Eduardo V. Manalac | 10,000 (direct)<br>8,000,000 (indirect) | Filipino | 0.28% |
| Common | Jaime J. Martirez | 10,000 (direct)<br>15,025,000 (indirect) | Filipino | 0.53% |
| Common | Isidoro O. Tan | 24,822,276 (direct)<br>13,000,000 (indirect) | Filipino | 1.34% |
| Common | Harvey L. N. Dychiao | 10,000 ( direct) | Filipino | .0% |
| Common | Srinarin Poudpongpaiboon | 10,000 (direct) | Thai | 0% |
| | **TOTAL** | **112,907,247** | | **4.01%** |

***EXECUTIVE OFFICERS***

| Title of Class | Name of Beneficial Owner | Amount of Beneficial Ownership & Relationship w/ Beneficial Owner | Citizenship | Percentage |
|---|---|---|---|---|
| Common | Alberto P. Morillo | 303,185 (direct)<br>1,350, 000 (indirect) | Filipino | 0.06% |
| Common | Angel P. Gahol | 1,476 (direct) | Filipino | - |
| | **TOTAL** | **1,654,661** | | **0.06%** |

***DIRECTORS AND OFFICERS AS A GROUP***

| Title of Class | Name of Beneficial Owner | Amount of Beneficial Ownership & Relationship w/ Beneficial Owner | Citizenship | Percentage |
|---|---|---|---|---|
| Common | Directors as a Group | 25,857,247(direct)<br>87,050,000(indirect) | Filipino | 0.95%<br>3.69% |
| | Executive Officers as a Group | 304,661(direct)<br>1,350,000 (indirect) | Filipino | 0.01%<br>0.05% |
| | **TOTAL** | **114,561,908** | | **4.07%** |

**Voting Trust Holders of 5% or more**

None of the directors and officers owns 5% or more of the outstanding capital stock of the Corporation. The Corporation is not also aware of any person holding 5% or more of the Corporation's outstanding shares under a voting trust agreement or similar agreement.

**Changes in Control**

Management is not aware of any existing arrangement which may result in a change in control of the Corporation by stockholders.

**ITEM V - DIRECTORS AND EXECUTIVE OFFICERS**

The following are the incumbent directors of the Corporation:

| **Name** | **Period of Service** |
|---|---|
| Oscar C. De Venecia | 1988 to July 12, 2007; February 12, 2009 up to the present |
| Francis C. Chua | 1998 up to the present |
| Ramon L. Mapa | 1976 up to the present |
| Oscar L. de Venecia, Jr. | 1999-2006; March 30, 2007 up to the present |
| Adolfo S. Azcuna | February 27, 2020 to the present |
| Ma. Florina M. Chan | April 3, 2008 up to the present |
| Harvey Lawrence N. Dychiao | July 29, 2015 up to the present |
| Eduardo V. Manalac | September 30, 2009 up to the present |
| Jaime J. Martirez | October 10, 2007 up to the present |
| Srinarin Poudpongpaiboon | May 7, 2019 up to the present |
| Isidoro O. Tan | 1993 up to the present |

Each director of the Corporation holds office for a one (1) year term beginning on the date of his election and expiring at the annual meeting of stockholders next after his election and until his successor shall have been elected and qualified.

## NOMINATION OF DIRECTORS AND INDEPENDENT DIRECTORS

The Board of Directors of the Corporation, upon endorsement of the Nominating Committee composed of Mr. Oscar C. De Venecia, as Chairman, with Mr. Francis C. Chua, Mr. Ramon L. Mapa, Mr. Oscar L. De Venecia, Jr., and Mr. Harvey Lawrence N. Dychiao as members, has approved the nomination of the following as directors for election at the annual meeting of stockholders:

Oscar C. De Venecia (incumbent director)
Ramon L. Mapa (incumbent director)
Oscar L. de Venecia, Jr. (incumbent director)
Adolfo S. Azcuna (incumbent director)
Ma. Florina M. Chan(incumbent director)
Harvey Lawrence N. Dychiao (incumbent director)
Eduardo V. Manalac (incumbent director)
Jaime J. Martirez (incumbent director)
Srinarin Poudpongpaiboon (incumbent director)
Isidoro O. Tan (incumbent director)

From the above nominees, the following are nominated as Independent Directors:

Adolfo S. Azcuna ( incumbent director)
Harvey Lawrence N. Dychiao (incumbent director)
Eduardo V. Manalac (incumbent director)

The Nominating Committee has determined that all the nominees possess all the qualifications and have none of the disqualifications for directorship as prescribed in the Corporation's By-Laws and Manual of Corporate Governance. None of the directors and officers of the Corporation are connected with any government instrumentality, agency or office.

For the purpose of electing the independent directors, the Nominating Committee adopted the independence criteria set out in the Corporation's Manual of Corporate Governance, Section 38 of the Securities Regulation Code and the Code of Corporate Governance for Publicly Listed Companies. The independent directors-nominees, namely: Harvey Lawrence N. Dychiao, Eduardo V. Manalac and Adolfo S. Azcuna, are not officers or employees of the Corporation nor any of its subsidiaries, and are free from any business or other relationship with the Corporation which could or could reasonably be perceived to materially interfere with the exercise of their independent judgments in carrying out their responsibilities as independent directors.

The nominees for election as independent directors of the Board of Directors were nominated, as follows:

| Nominee | Nominating Party | Relationship |
|---|---|---|
| Harvey Lawrence N. Dychiao | Oscar C. De Venecia | none |
| Eduardo V. Manalac | Oscar C. De Venecia | none |
| Adolfo S. Azcuna | Oscar C. De Venecia | none |

None of the above directors declined to stand for election to the Board of Directors because of any disagreement with the Corporation or any matter relating to the Corporation's operations, policies or practices.

**Board Committees**

The present members of the Audit Committee, which reviews the audit plans, reports and findings of the internal and external auditors of the Corporation, among others, are:

| | | |
|---|---|---|
| Harvey L. N. Dychiao (Independent Director) | - | Chairman |
| Eduardo V. Manalac (Independent Director) | - | Member |
| Jaime J. Martirez | - | Member |
| Srinarin Poudpongpaiboon | - | Member |

The present members of the Nominating Committee, which reviews the qualifications of nominees to the Board of Directors and the key officers of the Corporation, are:

| | | |
|---|---|---|
| Oscar C. De Venecia | - | Chairman |
| Francis C. Chua | - | Member |
| Oscar L. De Venecia, Jr. | - | Member |
| Ramon L. Mapa | - | Member |
| Harvey L. N. Dychiao (Independent Director) | - | Member |

The present members of the Corporate Governance Committee, which is responsible for maintaining and ensuring good governance of the Corporation, are:

| | | |
|---|---|---|
| Eduardo V. Manalac (Independent Director) | - | Chairman |
| Ma. Florina M. Chan | - | Member |
| Francis C. Chua | - | Member |
| Jaime J. Martirez | - | Member |
| Isidoro O. Tan | - | Member |
| Srinarin Poudpongpaiboon | - | Member |

The present members of the Risk Committee, which is in charge of identifying the risks involved in all project and investment proposals, assessing its impact on the Corporation and adopting policies for the management of these risks, are:

| | | |
|---|---|---|
| Ma. Florina M. Chan | - | Chairman |
| Oscar L. De Venecia, Jr. | - | Member |
| Jaime J. Martirez | - | Member |
| Harvey L.N. Dychiao (Independent Director) | - | Member |
| Eduardo V.Manalac (Independent Director) | - | Member |
| Ramon L. Mapa | - | Member |
| Srinarin Poudpongpaiboon | - | Member |

The following are the incumbent officers of the Corporation:

| | |
|---|---|
| Oscar C. De Venecia | Chairman |
| Oscar L. De Venecia, Jr. | President & CEO |
| Alain S. Pangan | VP for Finance |
| Alberto P. Morillo | VP for Operations |
| Angel P. Gahol | Acting Corporate Secretary/AVP-Compliance Officer |
| Darius A. Marasigan | Risk Management Officer |

## BACKGROUND INFORMATION

The following are the names, ages, positions and period of service in the Corporation of the nominees for election as directors for the term 2020-2021, and present key officers of the Corporation, and their business experiences for the last five (5) years:

## DIRECTORS

**Oscar C. De Venecia**, 87 years old, Filipino, is the Chairman of the Board. Prior thereto, he held several positions in the Corporation: as the Executive Vice President of the Corporation and director in 1972; became President and CEO in 1980; and was elected as Chairman of the Board & CEO from 1988 to July 12, 2007. He served as Chairman of the Advisory Board from July 12, 2007 to February 11, 2009 before assuming the position of Chairman of the Board on February 12, 2009. He is also the Chairman of the subsidiaries of the Corporation, namely: Basic Biofuels Corporation, Basic Diversified Holdings, Inc., Basic Geothermal Energy Corporation, Basic Renewables, Inc., iBasic, Inc., and Southwest Resources, Inc.

He is the Vice-Chairman for International and Trade Affairs of the Philippine Chamber of Commerce and Industry; and a member of the Advisory Board of the Philippines Trade Foundation, Inc. He was a director of the Manila Economic & Cultural Office (MECO), an Independent Director of the Export & Industry Bank and he was a director of the Pangasinan Economic Development Foundation, Inc. He is Past Chairman and President, now Senior Adviser, of the Petroleum Association of the Philippines.

He is the Honorary Consul General of Ukraine in the Philippines and Past Dean of the Consular Corps of the Philippines. He is a Rear Admiral of the Philippine Coast Guard Auxiliary and a former Trustee of the Free Rural Eye Clinic Foundation, Inc. in San Fabian, Pangasinan. He is a Past President of the National Association of Mapua Alumni and a life member of the Management Association of the Philippines.

He was one of the Ten Most Outstanding Alumni in 1980 in the field of Civil Engineering and in the field of Civic Involvement in 1991, conferred by the Mapua Institute of Technology and National Association of Mapua Alumni; one of the Ten Most Outstanding Civil Engineers of the Philippines in 1980 conferred by the Philippine Institute of Civil Engineers; one of the 1981 Ten Most Outstanding Citizens of Dagupan City in the category of Business and Industry; one of the recipients of a Presidential Commendation on the discovery of commercial oil in the West Linapacan Field, from President Corazon C. Aquino on January 19, 1992; awarded a Plaque of Appreciation in recognition of his achievements as Chairman of the National PolioPlus Committee in the Philippines, Department of Health from President Fidel V. Ramos and an awardee of the “Chevalier Dans L’Ordre National Du Merite” from the French Government on February 10, 2004.

He is a Past President of the Rotary Club of Makati West and Past District Governor of Rotary International, District 3830; Past Chairman of the Rotary Golfing Fellowship Foundation of the Philippines, Inc.; and Past Chairman, Philippine College of Rotary Governors, Inc. (1997-1998). He has received numerous awards and recognitions: Awarded Plaque of Appreciation by the Rotary Foundation as Chairman of the National PolioPlus Immunization Committee (1992-2001) when the

Philippines was certified Polio Free by the WHO on October 29, 2000; Multiple Paul Harris Fellow; Major Gift Donor; Volunteer and Benefactor of R.I.; Awardee, “Special Rotary International Presidential World Understanding and Peace Award” given by R.I. President Stan McCaffrey as President of the Rotary Club of Makati West during the 1982 R.I. Convention in Dallas, Texas, U.S.A.; Awardee, “Citation for Meritorious Service” and “Distinguished Service Award” from The Rotary International Foundation; Awardee, “President’s Golden Century Citation” from R.I. President Herbert G. Brown; Awardee, “Regional Service Award for a Polio-Free World” from The Rotary International Foundation; Awardee, “Service Above Self Award”, Rotary International. He was the Representative of District 3830 to the 2004 Rotary International Council on Legislation, Chicago, Illinois. He represented the President of Rotary International in various Rotary district conferences in the Philippines, Australia, India, Korea and Japan.

**Ramon L. Mapa**, 76 years old, Filipino, is a director of the Corporation since 1976 and a Vice Chairman of the Board of Directors since October, 2007 and director of the various subsidiaries of Corporation. He is the Vice Chairman and Treasurer of Sicogon Development Corporation, Treasurer of Optimum Asia Realty & Development Corporation, Director of Sta. Elena Properties, Inc., since 2002, and Director and Treasurer of Maple Agricultural Corporation, and Maple Realty Corporation since 2002.

He obtained his degree in Bachelor of Arts, major in Economics from the Ateneo University in 1965 and earned MBA credits also at the Ateneo University in 1966.

**Oscar L. De Venecia Jr.**, 52 years old, Filipino, is a director and the President and CEO of the Corporation. He was the Executive Vice President & COO of the Corporation since April 04, 2007 and was appointed as President & CEO of the Corporation in August, 2011. He has served the Corporation in various executive positions, namely, as SVP and COO from June,1997 up to June, 2001 and was the President and CEO from December, 2002 up to November, 2005. He is the President of Basic Geothermal Energy Corporation, Basic Renewables, Inc. and Basic Biofuels Corporation, and Basic Diversified Industrial Holdings, Inc., the Chairman and President of iBasic, Inc., director of Basic Consolidated International, Inc. and President of Southwest Resources, Inc.

He was the President of Forum Energy Philippines, Inc. from November 2005 to April 2007, Chairman and CEO of Blue Bamboo Solutions, Inc. from September, 2002 to December, 2005, a Consultant for Strategic Alliance Development Corporation from March, 2002 and moved as Business Development Manager of Stradcom Corporation from May to November, 2002. He was the President of the Rotary Club of Makati East for the Rotary Year 2010-2011, and is a member of the Management Association of the Philippines. He was appointed Honorary Vice Consul of the Consulate of Ukraine in the Philippines covering the Clark-Subic Economic Zone on February 18, 2011.

He obtained his degree in Bachelor of Arts in Economics from Fordham University, New York City, in 1996.

**Adolfo S. Azcuna,** 81 years old, Filipino, is an Independent Director of the Corporation since February 27, 2020. He started his career in government as Assistant Private Secretary of then Presiding Justice Jose P. Bengzon of the Court of Appeals in 1963 and, thereafter, upon the appointment of the latter to the Supreme Court in 1964, as his Private Secretary. Representing Zamboanga Del Norte, he was elected as member of the 1971 Constitutional Convention.

Subsequently, he was appointed as a member of the 1986 Constitutional Commission. He held several government posts during the term of President Corazon C. Aquino, first as Presidential Legal Counsel, then as Press Secretary and subsequently as Presidential Spokesperson. In 1991, he was appointed Chairperson of the Philippine National Bank. On October 17, 2002, he was appointed Associate Justice of the Supreme Court by President Gloria Macapagal-Arroyo. Justice Azcuna retired from the Supreme Court on February 16, 2009 and was appointed, on June 1, 2009, Chancellor of the Philippine Judicial Academy, a post he currently holds. The International Commission of Jurists (ICJ) has elected Justice Azcuna as one of its five new commissioners for a term of five years from August 12, 2014 to August 11, 2019.

Justice Azcuna taught International Law at his *alma mater,* Ateneo de Manila, from 1967 to 1986. In 2007, Justice Azcuna was conferred the Metrobank Foundation Professorial Chair in International and Human Rights Law for which he delivered a presentation entitled, "International Humanitarian Law: A Field Guide to the Basics." On November 12, 2012, Justice Azcuna delivered a presentation entitled, "The Writ of Amparo: The Philippine Experience So Far*,"* as the first recipient of the Founding Chancellor Emeritus Justice Ameurfina Melencio-Herrera Award for the Most Outstanding Professorial Lecturer. As a holder of the Chief Justice Artemio V. Panganiban Professorial Chair on Liberty and Prosperity, Justice Azcuna delivered a presentation titled, "*Supreme Court Decisions on the Economic Provisions of the Constitution*" on April 18, 2013 at the Ateneo School of Law.

The Ateneo Law School in coordination with the Philippine Association of Law Schools, and the Embassy of Spain in the Philippines invited Justice Azcuna in 2016 to speak on the International Scientific Congress on Private Law of the Philippines and Spain. He presented a Paper on "The Constitutional Function of Human Rights Principles within the Context of Private Law in the Philippines," on June 14, 2016, at the Ateneo Professional Schools Building, Rockwell Center, Makati City.

Justice Azcuna attended and delivered a Paper entitled "The Philippine Malolos Constitution: A Pioneering Asian Democratic Charter" at the Konrad-Adenauer Stiftung (KAS) Forum on Constitutionalism in Asia held in Singapore on June 28-29, 2016. On September 29, 2016, Justice Azcuna delivered his public lecture for the 2016 Traditional University Awards entitled " Training the Judiciary- The Philippine Experience 1996-2016" at the Ateneo Law School, Rockwell Drive, Makati City.

On January 8, 2013, the Junior Chamber International (JCI) Senate Philippines and the Insular Life Assurance Co., Ltd. conferred to Justice Azcuna The Outstanding Filipino (TOFIL) Award for 2012 in the field of Justice/Law. On September 27, 2016, the Ateneo de Manila University on its 2016 Traditional University Awards conferred upon Justice Azcuna the highest award, the ***Lux-in-Domino* Award**. The *Lux-in*-domino Award is a capstone award that requires the crowning achievement of both life and work, given to an extraordinary individual who has incarnated in life, and perhaps even in death, in an outstanding and exemplary manner, the noblest ideals of the Ateneo de Manila University.

Justice Azcuna's major publications include "International Sales of Goods," "Transnational Law Practice," "International Law Teaching in the Philippines," "Doing Business in the Philippines," "Foreign Judgment [Monetary] Enforcements in the Philippines," "Piercing the Veil of Corporate Entity: From Willets to Santos," "ASEAN Conflict of Law," "The Supreme Court and Public International Law," and his two Supreme Court books: "Seeing Reality in Today's World" and "Seeking Justice in Today's World."

Justice Azcuna received the degree of Bachelor of Arts, with academic honors, at the Ateneo de Manila in 1959 and the degree of Bachelor of Laws, *cum laude,* at the same institution in 1962. He was admitted to the Philippine Bar in 1963, placing 4th in the 1962 bar examinations.

**Ma. Florina M. Chan**, 64 years old, Filipino, is a Director of the Corporation since April 3, 2008 and director of the various subsidiaries of the Corporation since 2008. She was the President & COO of Philippine Commercial Capital, Inc., with which she was employed from July 16, 1982 to March 31, 2011. She was also a director of PCCI Securities Brokers Corporation, International Capital Corporation and PCCI Equities, Inc., since 2005.

She obtained her degree in Bachelor of Science in Business Economics at the University of the Philippines in 1977 and Master in Business Administration at the Fordham University in 1980.

**Harvey Lawrence N. Dychiao**, 41 years old, Filipino, is an Independent Director of the Corporation (a director since July, 2015). He is the Managing Director of Bonifacio Capital Group, Inc. He is a New York and Philippine-qualified lawyer with extensive transactional experience in mergers and acquisitions, and financings, working along private equity funds and strategic investors. His experience also includes advising in relation to project development, capital raising, privatizations/ restructurings of state-owned enterprises, structured finance transactions and insolvency workouts. His sector focus has included mining project development, logistics, real estate, financial institutions, public utilities and consumer goods, among others. He has also served in the public sector with the privatization and special projects team of the Department of Finance of the Philippines.

He attended Harvard Law School and is the executive director of the 800-member Harvard Club of the Philippines.

**Eduardo V. Manalac**, 73 years old, Filipino, and is an Independent Director of the Corporation (a director since October, 2009). He is the President of TransEnergy International Limited. From 2003 to late 2004, Mr. Mañalac was Undersecretary of the Department of Energy (DOE) of the Philippines, where, among other achievements, he promoted the standardization and use of coconut biodiesel, which highlighted the DOE's participation in developing the "Biofuels Law." He instituted a transparent new system for the awarding of oil service contracts, that led to the First Philippine Contracting Round in 2003. He was appointed President and CEO of the Philippine National Oil Company (PNOC) on August, 30, 2004, President and CEO of the PNOC Exploration Corporation (PNOC-EC) in September, 2004, and subsequently Chairman of the PNOC Energy Development Corporation (PNOC-EDC) within the same period. Mr. Mañalac also initiated international cooperative meetings that led to the historic signing of the Tripartite Agreement for a Joint Marine Seismic Undertaking in the South China Sea between the Philippines (PNOC), China (China National Offshore Oil Corporation), and Vietnam (Petrovietnam).

Prior to 2003, he was an executive for the Oklahoma-based Phillips Petroleum Company, now Conoco Phillips based in Houston Texas. He served as Exploration Manager for Latin America/Asia/Former Soviet Union from 1981-85 and was then assigned to head Phillips Petroleum Company Indonesia as its Managing Director from 1985-87. He was also President and General Manager of Phillips Pakistan from 1987-89 and Exploration Manager for Latin America from 1989-95. His last posting with Phillips was China, where, as Vice-President and Exploration Manager for Phillips China, he discovered the giant Peng Lai oil field in northern China's Bohai Bay in 1999. For this reason, and for other outstanding achievements, the government of the People's Republic of China honored him with its Friendship Award in 2001, and its first-ever Foreign Model Worker Award in 2002.

Mr. Mañalac attended the University of the Philippines in Diliman, Q.C. Philippines, which conferred on him an Outstanding Alumni Award in 2005. He graduated from UP with a Bachelor of Science degree in Geology in 1967, and completed post-Graduate studies in petroleum geology through 1969.

**Jaime J. Martirez**, 65 years old, Filipino, is a director of the Corporation and its subsidiaries since October, 2007. He is the President & CEO of Unicapital Finance and Investments, Inc., Managing Director and Treasurer of Unicapital, Inc., Treasurer and Director of Unicapital Securities, Inc., Chairman, and President & CEO of Unoventure, Inc., a PEZA registered enterprise facilities provider. He is the Chairman of the Executive Committee of the Unicapital Group of Companies. He is a director in Majalco, Inc., a diversified holding corporation, in Malayan Savings Bank and in MJ Holdings, Inc., a real estate company engaged in commercial property development in the Makati Central Business District. He is a past director of the Philippine Finance Association, a member of the Makati Business Club and the European Chamber of Commerce (ECCP). He has acquired and developed professional expertise in the field of Investment Banking for the last 41 years, since 1976.

He obtained his degree in Bachelor of Science in Management from De La Salle University in 1975 and completed the academic units for a Masters degree in Business Administration from the Ateneo Graduate School of Business in 1979.

**Srinarin Poudpongpaiboon**, 37 years old, a national of Thailand and a director of the Corporation since June, 2017. He is an Executive Director of Vintage Engineering Public Company Limited of Thailand, a stockholder of the Corporation which he represents in the Board. He started his career at HSBC (Thailand) developing relationships and managing investment portfolios for high net worth individuals. His first foray into the renewable energy industry brought him to develop one of the most innovative and advance Solar Power Plant Project in Japan. Soon after, he became the head of Green Earth Power (Thailand) Co., Ltd., and co-developed a 220MW Solar Farm in Minbu, Myanmar. He obtained his Bachelor of Business Administration (International Program) degree in Thammasat University and his Master of Science in Financial Analysis from the University of San Francisco.

**Isidoro O Tan**, 72 years old, Filipino, is a director of the Corporation and its subsidiaries. since 1993. He is also the President & Director of Filspin, Inc. for the last thirty (30) years. He obtained his degree in Bachelor of Science in Industrial Engineering at the Adamson University in 1969.

**Officers**

**Alberto P. Morillo**, 64 years old, Filipino, is the Vice-President for Petroleum Operations since 2007. He first joined the Corporation in July 1987 as Geologist and became Vice President in 1989 until 1997. He continued serving the Corporation as a Consultant from 1997 and was rehired as Vice President for Petroleum Operations in 2007. Prior to re-joining the Corporation, he was Vice President for Exploration of Forum Exploration, Inc. from 1997 to 1999. His earlier work included stints as Geologist in various exploration and mining companies including PNOC – Exploration Corporation, Semirara Coal Corporation and Jasra Kutei Basin Ltd. in Indonesia, among others. He is also concurrently a Director of First Exploration and Development Services, a technical consultancy firm. He obtained his Bachelor of Science degree in Geology from the University of the

Philippines in 1978, and has earned MBA units from the Ateneo de Manila University.  He has taken the Management Development Program from the Asian Institute of Management in 1994, and an MS in Computer Science (pending thesis) from the AMA Computer College in 2001.

**Alain S. Pangan**, 41 years old, Filipino, a Certified Public Accountant, was engaged as Vice President for Finance effective January 2018. Prior to joining the Company, he was the Investment and Treasury Manager of Enfinity Asia Pacific Holdings Limited – Manila ROHQ and Enfinity Philippines Technology Services, Inc., a renewable energy company with international activities in solar and wind energy, for more than three (3) years. He has more than seven (7) years of audit, compliance and advisory work with reputable Philippine audit/advisory firms.  He obtained his Bachelor of Science degree in Accountancy from the Far Eastern University.

**Angel P. Gahol**, 66 years old, Filipino, is the Assistant Vice President- Legal Department of the Corporation since August 15, 2006.  He is the Assistant Corporate Secretary and Compliance Officer of the Corporation. He has been the Legal and Human Resources Manager of the PHINMA's industrial estate, Bacnotan Industrial Park Corporation and Bacnotan Steel Industries, Inc. from 1997 to 2002 and of the mini-steel mill plant project located in Calaca, Batangas as HRD Manager on a concurrent basis.  He has been with Bacnotan Consolidated Industries, Inc. for eight years as Legal Assistant and with PHINMA's Legal Department for more than seven years as Assistant Legal Counsel.  He obtained his degree in Bachelor of Arts, major in Economics, from the University of Santo Tomas in 1973 and his degree in Bachelor of Laws from the same university in 1979.

**Darius Efren A. Marasigan**, 48 years old, Filipino, is the Business Development Officer of the Corporation. He rendered consultancy services on renewable energy projects for Restored Energy Development Corporation of the Armadillo Group of Companies from August, 2012 to April, 2014, and for PNOC Renewables Corporation from November, 2010 to August 2013. He was Senior Planning Officer at the PPP Center of the Philippines of NEDA from July, 2007 to October, 2010. Prior thereto, he was employed as Officer-in-Charge, Contracts & Claims Unit of the Meralco Industrial Engineering Services Corporation. He graduated from the Mapua Institute of Technology with a Bachelor of Science degree in Electrical Engineering, in 1994.

**SIGNIFICANT EMPLOYEES**

The key officers of the Corporation who are expected to make a significant contribution to the business of the Corporation consist of the above-named directors holding executive positions and officers. To retain these key officers, the employee benefits of the Corporation as defined in its Personnel Manual, may be upgraded when warranted by an improved financial condition of the Corporation, to make these benefits competitive with the industry.

**FAMILY RELATIONSHIPS**

Mr. Oscar L. de Venecia, Jr., President & CEO, is the son of Mr. Oscar C. De Venecia, the Chairman of the Corporation. There are no other family relationships within the fourth civil degree known to the Corporation among the rest of the directors, nominees and executive officers of the Corporation.

**INVOLVEMENT IN ANY LEGAL PROCEEDINGS**

The Corporation is not aware of any bankruptcy proceedings filed against any of its directors or executive officers, nor of any criminal conviction or final judgment barring or limiting any business involvement or any order or judgment subjecting said directors or executive officers, or a violation of a securities or commodities law or regulation filed against any of its directors or executive officers, during the past five (5) years ending June 30, 2020.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

(1) On June 15, 2017, the Company signed an Investment Term Sheet with Solmax Power Limited, (Solmax) a limited company incorporated in Hong Kong, which is into acquiring, investing and developing solar projects in Japan. The Company agreed to invest in Solmax up to 80% of the equity thereof, subject to satisfactory results of the due diligence work to be conducted by the Company on Solmax and its solar projects. To enable the Company to undertake the due diligence work, the Company made a refundable earnest money deposit with Solmax in the amount of JPY 50,000,000.00 on July 14, 2017. The peso equivalent of this amount is part of the "Refundable Deposits" booked under the "Assets" account in the Company's 2018 financial statements.

a) The transaction refers to a refundable earnest money deposit transaction made with Solmax, which shall be converted to equity, upon satisfactory results of the due diligence work conducted on Solmax and its solar projects. The deposit was made also to secure exclusivity in the negotiations on the Company's equity investment in Solmax.

b) Vintage Holding Japan Company Limited, which is a wholly owned subsidiary of Vintage Engineering Public Company Limited ( now Meta Corporation Public Company Limited), a publicly listed company registered in Thailand, and a shareholder of the Company, will also invest in Solmax, subject to favourable due diligence work  results.

c) There was no transaction price for the equity investment which was agreed by the parties as the due diligence work conducted by the Company on Solmax and its solar projects was not been completed.

d) There was no fairness opinion required for the transaction.

e)  The due diligence work on Solmax and its solar projects was terminated as of February 28, 2019, as the project and equity returns as of the time did not meet the standards set by the Company.

(2) On November 9, 2017, the Company signed an Investment Term Sheet with Vintage Engineering Public Company (VTE) (now Meta Corporation Public Company Limited), a publicly listed company registered in Thailand, and a shareholder of the Company, to invest in Vintage EPC Co. Ltd. (VEPC) and Vintage International Construction Co. Ltd. (VINTER), which are limited companies registered in Thailand and which are then wholly owned by VTE, subject to satisfactory results of the due diligence work to be conducted by the Company on said companies and their projects.

VEPC and VINTER are the first counter-parties of GEP (Myanmar), the owner-developer of the 220 MW solar power plant located in the Minbu District, Magway region, Myanmar, for the supply and construction service requirements of the Engineering, Procurement and Construction (EPC) subcontractor engaged for the said project. The Company planned to invest up to 15% of the total equities of VEPC and VINTER, with an option to increase up to 20%. As of December 31, 2017, the Company had remitted a total amount of Php133,284,474.91 as a refundable earnest money deposit to enable the Company to conduct said due diligence work and to secure exclusivity in the negotiations on the Company’s equity investments in VEPC and VINTER. This amount is part of the “Refundable Deposits” booked under the “Assets” account in the Company’s 2017 financial statements.

a) The transaction refers to a refundable earnest money deposit transaction made with VTE, which shall be converted to equity in VEPC and VINTER, upon satisfactory results of the due diligence work conducted on VEPC and VINTER and its EPC contracts. Upon execution of the Share Purchase Agreements on June 27, 2018, the refundable earnest money deposit was applied to the equity contributions of the Company, as stipulated in said agreements.

b) Meta Corporation is one of the significant shareholders of the Company with total holdings of 9.067% of the total issued and outstanding shares of the Company, as of June 30, 2019.

c) The transaction price for the equity investments in VEPC and VINTER was mutually agreed by the parties and stipulated in the Share Purchase Agreements executed by the parties on June 27, 2018.

d) There was no fairness opinion required for the transaction.

e) The due diligence work on the said companies has been completed and the Share Purchase Agreements were signed on June 27, 2018.

3) On December 6, 2017, the Company signed an Investment Term Sheet with Innocent Biomass Power GK (IBP), a limited liability company incorporated in Japan, which is into acquiring and developing biomass projects in Japan. The Company planned to invest in IBP up to 10% of the equity thereof, upon satisfactory results of the due diligence work to be conducted by the Company on IBP and its biomass project. To enable the Company to undertake the due diligence work, the Company made a refundable earnest money deposit with IBP in the amount of JPY34,063,800.00 on December 12, 2017. The peso equivalent of this amount is part of the “Refundable Deposits” booked under the “Assets” account in the Company’s 2018 financial statements.

a) The transaction refers to a refundable earnest money deposit transaction made with IBP, which shall be converted to equity, upon satisfactory results of the due diligence work conducted on IBP and its biomass project. The deposit was also made to secure exclusivity in the negotiations on the Company’s equity investment in IBP.

b) Vintage Holding Japan Company Limited, a limited company registered in Thailand and which is a wholly owned subsidiary of Vintage Engineering Public Company Limited, (nw Meta Corporation Public Company Limited), a publicly listed company registered in Thailand, and a shareholder of the Company, will also invest in IBP, subject to satisfactory results of the due diligence work.

c) No transaction price for the equity investment was agreed upon by the parties as the due diligence work conducted by the Company on IBP and its biomass project was not completed.

d) There was no fairness opinion required for the transaction.

e) The due diligence work on IBP and its biomass project was not continued, as the Board of Directors decided on February 28, 2019 not to pursue with the project, considering that the project model has not been firmed up resulting into non-completion of the due diligence work within the agreed period.  .

4) On November 23, 2017, Vintage Engineering Public Company Limited (VTE) ( now Meta Corporation Public Company Limited), a publicly listed company registered in Thailand and an existing shareholder of the Company, subscribed to an additional 104,816,332 shares of the Company at a subscription price of Php0.32 per share. On July 23, 2018, Meta Corporation subscribed to an additional 106,892,000 shares of the Company at a subscription price of Php0.25 per share.

a) The transactions were subscriptions by VTE/ Meta Corporation to additional shares of stock of the Company, the proceeds of which are to be used for the Company's equity investment in VEPC and VINTER and part as working capital of the Company.

b) VTE is one of the significant shareholders of the Company with total holdings of 9.067% of the total issued and outstanding shares of the Company, as of June 30, 2019.

c) The subscription price of Php0.32 per share was a mutually agreed price, based on a projected market value of the Company's shares, resulting from the increase in the paid-in capital of the Company due to additional subscriptions made by VTE/ Meta Corporation, while the subscription price of Php0.25 per share was based on the par value of the shares of the Company.

d) There was no fairness opinion required for the transaction.

e)  In an agreement executed with VTE on February 14, 2017, VTE has agreed to subscribe to shares of stock the Company, up to 9% of the total issued and outstanding shares of the Company, with an option to subscribe additional shares up to 25% of the total issued and outstanding shares of the Company, at a mutually agreed subscription price but not lower than the par value of the shares.

(5) For the past three (3) years, there were no related party transactions with other parties that fall outside of the definition of "related parties" under PAS/IAS No. 24 but with whom such parties  may be able to negotiate terms of material transactions with the Company that may not be available from other clearly independent parties  on an arm's length basis.

There has been no material transaction during the past three (3) years, nor was there any material transaction, contractual or other commitments, currently on-going or being proposed, to which the Company was or is to be a party with any incumbent director and/or executive officer of the Company, disclosed or required to be disclosed in the financial statements of the Company pursuant to PAS/IAS No. 24.

In the normal course of business, the Company has transactions with its subsidiaries consisting of non-interest bearing advances to finance the working capital requirements of these subsidiaries, and provides assistance to its subsidiaries in carrying out certain administrative functions in connection with its business operations.

## ITEM VI – COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

| NAME/POSITION | FISCAL YEAR | SALARIES | BONUSES | OTHER COMPENSATION |
|---|---|---|---|---|
| **Oscar L. de Venecia, Jr.**<br>President & COO<br>**Corazon M. Bejasa**<br>VP & Corporate Secretary<br>**Alberto P. Morillo**<br>VP-Operations<br>**Alain S. Pangan**<br>VP-Finance | | | | |
| **Total** | *2020*<br><br>*2019*<br>*2018* | Php 6,119.061<br>(estimated)<br>Php 9,312,985<br>Php 9,223,472 | Php 509,922<br>(estimated)<br>Php 1,193,465<br>Php 675,979 | -<br>-<br>- |
| **All Other Officers as a Group Unnamed** | *2020*<br><br>*2019*<br>*2018* | Php1,508,908<br>(estimated)<br>Php 1,703,087<br>Php 1,878,646 | Php 129.909<br>(estimated)<br>Php 221,817<br>Php 141,100 | -<br>-<br>- |

The Directors of the Corporation do not receive compensation from the Corporation, except per diems for attendance at Board and Committee Meetings at Php17,325.00 and Php 8,663.00 per attendance, respectively. Except for the stock option plan discussed below and the existing retirement plan for officers and employees of the Corporation, and the Management Contract of the President & CEO, there is no other existing compensatory plan or arrangement covering bonuses, profit-sharing, warrants, options and other rights for directors and officers of the Corporation, or which will arise from the resignation, retirement, expiration of term of employment, change in control or change in the officer's responsibilities.

A stock option plan was approved by the stockholders at the 2007 annual meeting of stockholders, whereby directors and members of the Advisory Board, officers and selected employees of the Corporation and its subsidiaries, and other persons as determined by the Board of Directors shall be granted the option to purchase shares of stock of the Corporation from its unissued capital stock at par value, and exercisable on the 3rd year from approval of the plan by the stockholders, subject to such allocation of shares as may be approved by the Board of Directors, not to exceed the total of 500,000,000 shares (SOP shares). On June 18, 2010, the stockholders approved the extension of the exercise period from July 12, 2010 to July 11, 2013. The details and mechanics of the plan have been approved by the Board of Directors on July 29, 2011. The SEC has issued its Certificate of Exemption from Registration requirements on September 8, 2011. The SOP shares were approved for listing by the Philippine Stock Exchange- 26,700,000 shares in December, 2012 and 473,300,000 shares in July, 2013. As of June 30, 2020, 117,625,000 SOP shares have been paid and listed in the Philippine Stock Exchange.

## ITEM VII. INDEPENDENT AUDITORS

Sycip, Gorres, Velayo & Co. (SGV) was the Corporation's independent auditors for the year 2019. Representatives of SGV will be present during the annual meeting of stockholders and will be given the opportunity to make a statement if they so desire. They are also expected to respond to appropriate questions from stockholders, should there be any. SGV has accepted the Corporation's invitation to stand for re-election this year.

Audit services of SGV for the fiscal year ended December 31, 2019 included the examination of the books and consolidated financial statements of the Corporation and its subsidiaries, assistance in the preparation of the Corporation's final income tax returns and other services related to filing of reports made with the Securities and Exchange Commission and the Bureau of Internal Revenue. The audit fees for 2018 and 2019 were Php 640,500.00, and Php 672,500.00, respectively. The audit fees for 2018 were fully paid on May 29, 2019, while the Corporation has not yet received the billing for the audit fees for 2019.

There was no event in the past five (5) years where SGV and the Corporation had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosures or auditing scope or procedures.

In compliance with SRC Rule 68, paragraph 3(b)(iv) (Rotation of External Auditors), Ms. Leovina Mae V. Chu, was assigned as partner-in-charge beginning with the 2017 audited financial statements.

## ITEM VIII - COMPENSATION PLANS

There are no plans, under which cash or non-cash compensation may be paid or distributed to directors and officers of the Corporation, which will be taken up at the annual meeting of stockholders.

# C. ISSUANCE AND EXCHANGE OF SECURITIES

## ITEM IX - AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE

The Board of Directors, in its meeting held on May 7, 2019 approved the increase in the Corporation's authorized capital stock from Php2.5 Billion consisting of 10 Billion shares to Php5.0 Billion consisting of 20 Billion shares, in anticipation of the entry of a new investor. However, to date, discussions are still on-going on the terns of the investment and the definitive agreements have yet to be executed. The proposed increase in the Corporation's authorized capital stock shall be submitted at the annual stockholders meeting.

## ITEM X - MODIFICATION OR EXCHANGE OF SECURITIES

There is no modification or exchange of securities which will be submitted for approval of stockholders at the annual stockholders meeting.

## ITEM XI - FINANCIAL AND OTHER INFORMATION

### (a) 2019 Audited Financial Statements

The 2019 financial statements of the Corporation were audited by the Corporation's external auditors:

SGV & Company
Mailing Address: SGV Building, 6760 Ayala Avenue, Makati City 1226
Certifying Partner: Leovina Mae V. Chu
C.P.A. Certificate No. 99910
SEC Accreditation No. 1712-A (Group A) issued on October 18, 2018 valid

until October 17, 2021
Tax Identification No. 209-316-911
BIR Accreditation No. 08-001998-96-2018, February 2, 2018 valid until February 1, 2021
PTR No 7332629, January 3, 2019, Makati City

The Consolidated Audited Financial Statements of the Corporation as of December 31, 2019 are attached as part of this Information Statement.

**(b) Changes in and disagreements with accountants on accounting and financial disclosures**

There are no disagreements with the Corporation's external auditors on any accounting principles or practices, and financial statement disclosures or auditing scope or procedures in the 2019 audited financial statements of the Corporation.

The accounting policies adopted are consistent with those of the previous financial reporting year, except that the Group has adopted the following new accounting pronouncements as of January 1, 2019, namely:

1. PFRS 16, Leases
2. Philippine Interpretation IFRIC-23, Uncertainty over Income Tax Treatments
3. Amendments to PFRS 9, Prepayments with Negative Compensation
4. Amendments to PAS 19, Employee Benefits, Plan Amendment, Curtailment or Settlement
5. Amendments to PAS 28, Long-term Interests in Associates and Joint Ventures
6. Annual Improvements to PFRSs 2015 – 2017 Cycle:
   a. Amendments to PFRS 3, Business Combinations, and PFRS 11, Joint Arrangements, Previously Held Interest in Joint Operation
   b. Amendments to PAS 12, Income Tax Consequences of Payments on Financial Instruments Classified as Equity
   c. Amendments to PAS 23, Borrowing Costs, Borrowing Costs Eligible for Capitalization

Their adoption of these pronouncements did not have any significant impact on the Group's financial position and performance.

The above changes were disclosed in the Consolidated Audited Financial Statements of the Corporation as of December 31, 2019.

**(c ) Participation of Representatives of External Auditors**

Representatives of SGV and Company, which audited the aforementioned financial statements of the Corporation (i) are expected to be present at the annual meeting of stockholders (ii) will have the opportunity to make a statement if they desire to do so; and (iii)are expected to be available to respond to appropriate questions from stockholders during said meeting.

**(d) Incorporation by Reference**

The following documents are incorporated herein by reference and are attachments to this Information Statement:

(1) Notice of Annual Stockholders Meeting and Proxy Form;
(2) 2019 Management Report;
(3) Statement of Management's Responsibility for the 2019 ACFS;

(4) Audited Consolidated Financial Statements (ACFS) of the Corporation as of December 31, 2019; and

(5) Interim Unaudited Financial Statements for the 1st and 2nd Quarters of 2020.

**ITEM XII - MERGER, CONSOLIDATION, ACQUISITION & SIMILAR MATTERS**

There are no actions to be taken up at the annual meeting of stockholders which will involve the merger or consolidation of the Corporation with another entity or acquisition by the Corporation of any other going business or the assets thereof.

**ITEM XIII – ACQUISITION/DISPOSITION OF PROPERTY**

There are no actions to be taken up at the annual meeting of stockholders which will involve the acquisition or disposition of property, whether real or personal, of the Corporation.

**ITEM XIV - RESTATEMENT OF ACCOUNTS**

There are no actions to be taken up at the annual meeting of stockholders which will involve the restatement of any asset, capital or surplus account of the Corporation.

## D. OTHER MATTERS

**ITEM XV – ACTION WITH RESPECT TO REPORTS**

The following actions on reports of the Corporation shall be submitted in the annual meeting of stockholders:

(a) Approval of the Minutes of the 2019 Annual Stockholders' Meeting held on October 23, 2019, which contain the following:

- Approval of the Minutes of the 2018 Stockholders' Meeting.
- Notation of the 2018 Management Report and the 2018 Audited Financial Statements.
- Ratification of all acts done by the Board of Directors and Management for the term 2019-2020.
- Election of the Directors of the Corporation for the term 2019-2020; and
- Appointment of SGV & Co. as the external auditor for the fiscal year 2019.

(b) Notation of the 2019 Management Report which shall include material information on the current top twenty (20) stockholders of the Corporation and a detailed description and assessment of the performance of the Corporation in 2019 and the plan for operations for 2020;

(c) Notation of the Audited Consolidated Financial Statements for the year ending December 31, 2019, which shall include a statement of the adequacy of internal controls and risk management systems, statement of external audit and non-audit fees, if any; dividend policy and in case of non-payment of dividends, the reasons therefor;

(d) Ratification of all acts of the Board of Directors and Management for the period covering the term 2019-2020, a list of which shall be attached in the agenda and shall be furnished to all stockholders of the Corporation at the annual meeting of stockholders.

(e) Election of the Members of the Board of Directors including Independent Directors for the ensuing year, which shall be preceded by a presentation of the material information on the nominees, their profiles, attendance report, appraisal and performance report, compensation report and disclosures on self-dealings and related party transactions, if any;

(f) Approval of the Increased in the Authorized Capital Stock of the Corporation from Php 2.5 Billion to Php 5 Billion and the corresponding amendment of Article VII of the Amended Articles of Incorporation;

(g) Approval of the proposed amendments to the Amended By-laws of the Corporation for the creation of the position of Chairman Emeritus and deletion of the profit sharing provisions of directors and officers of the Corporation; and
(f) Appointment of External Auditors for the 2020 financial statements.

**ITEM XVI - MATTERS NOT REQUIRED TO BE SUBMITTED**

There are no matters to be taken up at the annual meeting of stockholders which are not required to be submitted for stockholders' vote or approval.

**ITEM XVII – AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BY-LAWS**

The following amendments to the Amended Articles of Incorporation and Amended Bylaws of the Corporation shall be submitted for stockholders' approval at the annual stockholders meeting:

a) Article Seventh of the Amended Articles of Incorporation increasing the authorized capital stock of the Corporation from Php2.5 Billion consisting of 10 Billion shares to Php5.0 Billion consisting of 20 Billion shares;
b) Article II of the Amended By-Laws adding a new section as Section 10 creating the position of Chairman Emeritus; and
c) Article VI of the Amended By-Laws deleting the profit sharing provisions for directors and officers of the Corporation.

**ITEM XVIII - OTHER PROPOSED ACTIONS**

There are no other proposed actions to be submitted for stockholders' approval at the annual meeting of stockholders:

**ITEM XIX - VOTING PROCEDURES**

**(a) <u>VOTE REQUIRED</u>**

Motions in general require the affirmative vote of a majority of the shares of the Corporation's common stock present and/or represented and entitled to vote in the annual meeting of stockholders.. There are no matters to be taken up in the annual meeting of stockholders which will require the affirmative vote of at least two thirds ($^{2}/_{3}$) of the outstanding and issued capital stock of the Corporation.

**(b) <u>ELECTION OF DIRECTORS</u>**

In the election of directors, every stockholder entitled to vote shall be allowed to accumulate his vote in accordance with the provisions of law. For this year's election, the top eleven (11) nominees with the most number of votes will be declared as the elected directors. If the number of the nominees does not exceed the number of directors to be elected, all the shares present or represented at the meeting will be cast in favor of the nominees. If the number of nominees exceeds the number of directors to be elected, voting will be done by ballot.

**(b) <u>METHOD OF COUNTING VOTES</u>**

Counting of votes will be done by the Corporate Secretary (or his authorized representatives) with the assistance of the representatives of the independent auditors and stock transfer agent of the Corporation. All votes attaching to the shares of common stock owned by stockholders whose proxies were received by the Corporation will be cast in accordance with the instructions given or authority granted under the proxies.

**ATTACHMENTS**

The attachments to this Information Statement consist of the Notice of Stockholders' Meeting and Proxy Form, the Corporation's 2019 Management Report, the 2019 Consolidated Audited Financial Statements of the Corporation, Statement of Management's Responsibility for the 2019 Audited Financial Statements and the Interim Unaudited Financial Statements for the 1st and 2nd Quarters of 2020.

**The Corporation will provide without charge each person solicited, on the written request of any such person, a copy of the Corporation's Annual Report for 2019 (SEC Form 17-A). Such written request should be directed to the:**

**Corporate Secretary**
**Basic Energy Corporation**
**7th Floor, Basic Petroleum Bldg.**
**104 Carlos Palanca, Jr. St., Legaspi Village**
**Makati City**

**At the discretion of Management, a charge may be made for exhibits, provided the charge is limited to reasonable expenses incurred by the Corporation in furnishing the exhibits.**

Copies of resolutions of the Board of Directors, since the 2019 Annual Stockholders' Meeting, are available for examination during office hours at the office of the Corporate Secretary.

## PART II

## SOLICITATION INFORMATION

**ITEM I - IDENTIFICATION**

**BASIC ENERGY CORPORATION, IN ITS BEHALF, IS SOLICITNG PROXIES IN CONNECTION WITH ITS ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON OCTOBER 23, 2020 at 3:00 P.M. AT THE PRINCIPAL OFFICE OF THE CORPORATION VIA REMOTE COMMUNICATION.**

**ITEM II - INSTRUCTIONS**

a) The proxy form attached to this Information Statement shall be used, signed by the stockholder concerned, and need not be notarized. The proxy shall be executed in favour of the Chairman of the Board or in his absence, the Secretary of the meeting.

b) The proxy for a stockholder which is a corporation or a partnership should be executed by a duly authorized officer of the corporation or partnership and must be accompanied by a Corporate Secretary's Certificate quoting the Board or Partners' resolution or extracts thereof authorizing the said corporate officer to execute said proxy.

c) Executors, administrators, receivers and other legal representatives duly appointed by the court may attend and vote on behalf of the stockholders, without need of any written proxy, provided a copy of the court appointment shall be presented to the Corporate Secretary of the Corporation.

d) The proxy form for shares of stock owned jointly shall be signed by all owners and for shares owned in an “and/or” capacity, by any one of the owners.

e) Proxy form executed abroad shall be duly authenticated by the Philippine embassy or consular office in that state or country.

f) Proxies should be submitted to the Corporate Secretary of the Corporation on or before October 15, 2020.

g) The Committee of Inspectors designated by the Board of Directors shall validate the proxies on October 20, 2020 at 3:00 P.M. at the principal office of the Corporation, and any stockholder, in person or through counsel, may be present during the validation of proxies. The proxy rules under the SEC implementing rules SRC No. 20 (11) (b) shall govern all proxy issues raised during the validation process.

**ITEM III - REVOCABILITY OF PROXY**

A stockholder giving a proxy has the power to revoke it by a written instrument at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expresses his intention to vote in person.

**ITEM IV– PERSON MAKING THE SOLICITATION**

The solicitation of proxies is being undertaken by the Corporation in order to obtain the required quorum and the required vote to approve the matters to be taken up at the annual meeting of stockholders. The Corporation has not received any written information by any director of any intention to oppose any action to be taken up in the annual meeting of stockholders.

The Corporation intends to utilize couriers and messengers and the services of the Philippine Post Office to undertake the personal delivery of the proxy statements and proxy forms. Costs will be limited to the printing costs, costs of delivery services, mailing and publication costs estimated at about Php500,000.00 and will be shouldered by the Corporation.

**ITEM V - INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

No director or officer of the Corporation or nominee for election as director, or officer of the Corporation, or past director or officer of the Corporation at anytime since the beginning of the last fiscal year, and to the best knowledge of the Corporation, no associate of a director or officer or nominee for election as director or officer of the Corporation has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the Annual Meeting of Stockholders, other than the election to office as directors of the incumbent directors.

( Signature Page Follows)

## PART III

## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, and after reasonable inquiry and to the best of our knowledge and belief and on behalf of the Corporation, we certify that the information set forth in this report is true, complete and correct.

Signed on July 30, 2020, at Makati City.

**OSCAR L. DE VENECIA, JR.**
President & CEO

**ALAIN S. PANGAN**
Vice President for Finance

**ANGEL P. GAHOL**
Acting Corporate Secretary

**2019 MANAGEMENT REPORT**

**BUSINESS AND GENERAL INFORMATION**

**PART I. BUSINESS AND GENERAL INFORMATION**

## ITEM 1. BUSINESS

### (A) Description of Business

### *(1) Business Development*

The Company was organized initially as Basic Enterprises, Inc., on September 19, 1968 and became an oil and gas exploration and development company on April 26, 1971. A year after, it assumed a new name, Basic Petroleum and Minerals, Inc. Over the years, the Company evolved from an operating company into a holding company under the corporate name, Basic Consolidated, Inc. As a holding company, it held equity investments in the following wholly owned subsidiaries: Basic Diversified Industrial Holdings, Inc., an investment holding company, iBasic, Inc., an information technology management company and service integrator, Basic Biofuels Corporation, which is into the development of biofuels, Basic Renewables, Inc., which is into renewable energy exploration and development, Basic Geothermal Energy Corporation, which is into geothermal energy exploration and development, and Grandway Group Limited, a Hong Kong registered company, which is into equity investments abroad, while Southwest Resources, Inc., which is owned 72.58% by the Company, is an oil exploration company.

On the Company's oil and gas business, the Company was a party, together with other oil exploration companies, in the exploration, development and production of natural gas in certain areas under Service Contract 53, in onshore Mindoro. This service contract was, however, terminated by the Department of Energy (DOE) in a letter dated June 14, 2019. The Company, through its subsidiary, Southwest Resources, Inc., used to be involved in Service Contract 41 (Sandakan Basin) but in July, 2010, the consortium decided to withdraw from this service contract. The Company was likewise a party, together with other oil exploration companies, in Service Contract 47 in offshore Mindoro, however, this service contract was likewise relinquished to the Department of Energy.

The Company has been awarded by the Department of Energy (DOE) a total of five (5) service contracts for the exploration and development of geothermal energy, namely: GSC No. 8 at Mabini, Batangas, which was awarded in 2007, and GSC No. 2013-02-042 at Mariveles, Bataan, GSC No. 2013-02-041 at East Mankayan, Benguet, Mountain Province and Ifugao, GSC No. 2013-02-043 at Iriga, Camarines Sur and Albay and GSC No. 2013 -11-048 at West Bulusan, Sorsogon, which were awarded in 2013.

The Company surrendered to the DOE and withdrew from GSC No. 8 on February 20, 2020, while the service contracts for the East Mankayan, Mariveles and West Bulusan projects were terminated by DOE effective February 5, 2018, February 26, 2018, and October 19, 2018, respectively. In the Iriga project, where the Company has a twenty percent (20%) participating interest, Desco, Inc. is the operator, which is currently undertaking permitting and various works preparatory to the drilling of exploratory wells.

In 2013, the Company entered into a joint venture arrangement with Petrosolve Sdn Bhd, a company registered in Malaysia, which is into the business of developing oil fields and holds a technology for enhanced chemical oil recovery. The joint venture established Grandway Group Limited (Grandway), a joint venture company in Hong Kong, as the corporate vehicle of the joint venture in entering into business relationships in connection with the management and operation of oil wells. Grandway was initially 70% owned by the Company and 30% owned by Petrosolve Sdn Bhd until 2017, when the latter transferred its shares to the Company, such that Grandway is now owned 100% by the Company. The joint venture then established PT Basic Energi Solusi (PT BES), as its operating arm in Indonesia for the management and operation of oil wells located in the Dadangilo and Wonocolo areas. In 2015, after having drilled five (5) wells, PT BES placed the project on hold until the organizational structure of local cooperatives and/or local miners which will handle the management and operation of oil wells in said areas and with whom PT BES shall enter into new cooperation agreements, have been established.

In 2014, the Company was awarded by the Department of Energy four (4) hydro-power service contracts, namely: HSC No. 2014-01-383 at Puntian 1 River, HSC No. 2014-01-384 at Puntian 2 River, HSC No. 2014-01-385 at Malogo 2 River and HSC No. 2014-01-386 at Talabaan River, all located in Negros Occidental. The Company has withdrawn from these service contracts, to enable the Company to focus on its other energy projects.

In 2017, the Company looked for business opportunities abroad for the development of renewable energy resources, such as solar and biomass energy. After the due diligence work on these projects, the Company decided not to pursue with these projects.

In the same year, the Company decided to invest in Vintage EPC Co. Ltd. (VEPC) and Vintage International Construction Co. Ltd. (VINTER), which are limited companies registered in Thailand. VEPC and VINTER are the first counter-parties of GEP (Myanmar) Co. Limited, the owner-developer of the 220 MW solar power plant located in the Minbu District, Magway region, Myanmar, for the supply and construction service requirements of the Engineering, Procurement and Construction (EPC) subcontractor engaged for the said project. After the required due diligence work on said companies and its contracts, in 2018, the Company acquired 15% of the equities of the said companies.

The Company continues to look for business opportunities, in the country and abroad, for the development of other renewable energy resources such as but not limited to solar energy and wind power.

### *(2) Business of the Company and its Subsidiaries*

**Oil and Gas Operations**

The Company was involved in oil and gas exploration and development activities. The Company was a party together with other oil exploration companies (the consortium), in Service Contract 53 for the exploration, development and exploitation of natural gas in certain areas in onshore Mindoro. This service contract was awarded by the Department of Energy, which prescribes the periods and programs for exploration, development and commercial production, pursuant to Presidential Decree No. 87.

**Service Contract ("SC") 53 - Onshore Mindoro**

SC 53 was awarded by the Department of Energy on July 8, 2005, for a ten years exploration period. It covers 6,600 sq. km. of the onshore areas of Mindoro Island which is within the North Palawan Micro-Continental Block. Past exploration efforts in SC 53 included the acquisition of

2,000 kilometers of 2D seismic data and the drilling of 4 exploration wells. Three of the 4 wells encountered oil and gas but were considered non-commercial at the time of drilling.

The consortium entered into a Farm-In Agreement with Pitkin Petroleum Ltd. (Pitkin) which was approved by the Department of Energy on June 11, 2008. Under the Farm-In Agreement, Pitkin completed a magneto-telluric survey in onshore Mindoro and acquired in May, 2010, over 200 kilometers of 2D seismic designed to delineate and assess the hydrocarbon potential of the Progreso-1X in San Jose, Mindoro Occidental and the Sablayan, Mindoro Occidental.

On July 11, 2011, Resource Management Associates Pty Limited of Australia signed a Farm in Agreement with Pitkin Petroleum to acquire 35% from its 70% participating interest. In November 11, 2011, Pitkin Petroleum reported that Sub-Phase 1, which was to end March 6, 2012, was fulfilled with the completion of the 200 kilometers of seismic data. Sub-Phase 2 which carried a minimum work obligation of two (2) wells and a financial commitment of US$2.0 million, have been extended up to the resolution of the complaint filed by Famatodi, Inc., an organization of indigenous peoples in Mindoro and the issuance of the Certificate of Precondition by the National Commission of Indigenous Peoples.

The consortium agreed to drill Progreso-2 to fulfil one of its two (2) well obligations under Sub Phase 2 of the project. For Sub-Phase 2, the approved firm budget amounted to US$ 8.42 million and the contingent budget amounted to US$ 1.906 million. The project was placed under moratorium in May, 2012, pending resolution of the aforementioned case filed by Famatodi, Inc. and clearance by the NCIP.

In 2016, the DOE approved the agreement between Pitkin Petroleum and Mindoro Palawan Oil and Gas, Inc. (MPOGI) for the transfer of Pitkin Petroleum's participating interest and operatorship to MPOGI. In February, 2018, the aforementioned Famatodi case was dismissed and thus triggered the said operator's obligation to secure the Certificate of Pre-Condition from the NCIP. This service contract was, however, terminated by the Department of Energy (DOE) in a letter dated June 14, 2019. A motion for reconsideration was submitted by the remaining members of the consortium, however, while this motion for reconsideration was pending resolution by the DOE, the Company withdrew from the said motion and from the service contract, where the Company has a 3% participating interest.

**Indonesia Oil Project**

This project involved the management and operation of old oil wells by PT Basic Energi Solusi (PT BES), the company registered in Indonesia, as the operating arm of Grandway Group Ltd., the joint venture between the Company and Petrosolve Bhd Sdn.

In 2013, PT BES entered into a cooperation agreement with PT Ekamaro for the management and operation of ten (10) oil wells located in the Dadangilo and Wonocolo areas in East Java, Indonesia. These wells are part of the wells covered by cooperation agreements between PT Ekamaro and KUD Sumber Pangan and KUD Usaha Jaya Bersama, both of which had production agreements with EP Pertamina, the entity vested by the Indonesian Government with the authority to manage old oil wells in Indonesia.

PT BES drilled five (5) of the aforementioned ten (10) wells. However, production was low compared to projections at the start of the project, while the buying price of EP Pertamina steadily dropped, from IDR4,160/liter (or USD73.50/barrel) at the start of the project, to IDR2,718/liter (or USD 34.57/barrel) by the 1st quarter of 2015. During this time, the local miners moved for upward adjustments in their revenue sharing from oil produced and sold to EP Pertamina, which entailed negotiations with PT Ekamaro Sakti, the KUDs, and the local miners concerned. Before negotiations could be finalized, EP Pertamina instituted changes in the organizational framework for the operation of old oil wells and eventually suspended the operations of the KUDs.

By the middle of 2015, the project was placed on hold until EP Pertamina has finalized the organizational structure of local cooperatives or local miners in said areas. These miners are slated to handle the management and operation of oil wells in said areas and with whom PT BES and/or PT Ekamaro Sakti shall enter into new co-operation agreements. In view thereof, the deferred exploration costs pertaining to this project amounting to Php147.93 million as at December 31, 2016, was fully provided an allowance for impairment.

## Geothermal Energy Operations

The Company has been involved in the exploration, development and production of geothermal energy. It has been awarded service contracts for various areas by the Department of Energy (DOE), which prescribes the periods and programs for these service contracts, pursuant to Presidential Decree No. 87, for the Mabini Geothermal Service Contract and pursuant to R.A. 9513 (Renewable Energy Act of 2008) for the other geothermal service contracts.

### Mabini, Batangas Geothermal Service Contract

The Mabini, Batangas Geothermal Service Contract was awarded to the Company on July 10, 2008. The contract area is approximately 32.5 square kilometers and covers the Calumpan Peninsula. The contract period for exploration is 5 years, and was extended up to 2018.

The Company has secured the commitments of the local government units which indicated support to the project. The Certificate of Non-Coverage was issued by the Environmental Management Bureau on March 25, 2009 and the Certificate of Non-Overlap from the National Commission on Indigenous People was issued on April 15, 2009.

The first stage of the exploration program consisted of geophysical and geological surveys covering 3,481 hectares in the Calumpan Peninsula, Mabini, Batangas. A Controlled Source Magneto-Telluric Survey covering the area had been conducted and completed on March 8, 2010.The data obtained from the survey had been processed by a Japanese consultant, with the objective of establishing the geothermal resource and the exploration drilling site in the area.

The Company completed due diligence studies and preliminary technical data collection, collation and re-evaluation as part of its commitment in the work program committed with the DOE. Initial assessments disclosed that the area has a good potential for a 20-megawatts capacity and could be developed considering the existence of adequate infrastructure, adjacency to transmission lines and a strong power demand in the area.

In 2015, Trans-Asia Oil and Energy Development Corporation (now Phinma Energy Corporation) has agreed to a 25% participating interest in this project, which was confirmed upon completion of the gravity survey which it conducted in 2014. The DOE approved the farm-in agreement of the Company with Phinma Energy Corporation on September 15, 2015. In July, 2018, Phinma Energy signified its intention to withdraw from the project. Upon execution of the transfer documents in favor of the Company, the withdrawal of Phinma Energy Corporation from the project has been submitted to the DOE.

For this service contract, the work program committed to the DOE involved the drilling of one (1) exploratory well by July, 2017. The drilling of the well was undertaken by Diamond Drilling Corporation of the Philippines and on February 6, 2017, target depth was reached at 1,679 meters. After various tests were conducted to determine the geothermal resource in the area, the consortium decided to drill a follow-up well in Barangay Solo, within the service contract area as part of its Contract Years 10 and 11 work programs.  Estimated costs for this work program was Php 50.710 Million.

On February 20, 2020, the Company surrendered to the DOE this service contract as it was unable to establish a viable geothermal resource.

**Frontier Geothermal Service Contracts**

The Company was also awarded the service contracts from the Department of Energy (DOE), covering four (4) geothermal projects, namely: Iriga Geothermal Power Project, Mariveles Geothermal Power Project, the East Mankayan Geothermal Power Project and the West Bulusan Geothermal Power Project, all carrying a maximum exploration period of five (5) years.

The East Mankayan Geothermal Power Project lies immediately east of the Cervantes, Ilocos Sur geothermal block of Pan Pacific Power Phils, Inc. and south of the Bontoc-Sadanga block which is operated by Magma Energy Resources. Immediately south is the Daklan block operated by Clean Rock Energy. The area actually covers the 3 provinces of Benguet, Mountain Province and Ifugao. The proposed area is surrounded by lots of known thermal manifestations, e.g. hot springs and thermally altered grounds.

The Mariveles Geothermal Power Project, in Bataan is situated along the West Luzon Volcanic Arc which starts from Mt. Pinatubo in the north and extends farther south across the Manila Bay towards Batangas and northeastern Mindoro.

The Iriga Geothermal Power Project in Camarines Sur is bounded to the north by Isarog geothermal block of PNOC-RC and to the east by the highly productive Tiwi geothermal service contract area of formerly Chevron, now AP Renewables Inc. The areal landscape is dominated by Iriga or Asog Volcano, a relatively in stratovolcano immediately southwest of Lake Buhi in southern Luzon.

The West Bulusan Geothermal Power Project is situated in the municipalities of Juban, Magallanes, Irosin, Bulan, Matnog, Santa Magdalena, and Bulusan, in the province of Sorsogon. It is bounded on the northeast by the geothermal contract area of SKI Construction Group, Inc. and is in close vicinity to Mount Bulusan, an active volcano and a declared Natural Park by virtue of Proclamation No. 421 on 27 November 2000. The Department of Energy (DOE) estimates the project site to have a potential installed capacity of 50 MW. The area has previously been explored by the PNOC Energy Development Corporation (PNOC EDC) in the 1980's. Data gathered from this study is the take-off point for the feasibility study undertaken by the Company.

In 2016, Desco, Inc. entered into a Farm-in Agreement with the Company acquiring an eighty percent (80%) participating interest in and the operatorship of the Iriga Geothermal Project. The farm-in agreement and transfer of operatorship of the project to Desco, Inc. was approved by the DOE in a letter received by the Company on November 8, 2016. Desco, Inc. recently received DOE's approval for the extension of its work program up to 2020, which involved securing the permitting requirements for the project, NCIP certification and well site preparations for the drilling of an exploratory well. The Company has a 20% interest in this project.

In 2016, the Company requested the DOE for a moratorium on the West Bulusan Geothermal Project, in view of the concerns raised by the indigenous people in the area and the local government units in the area against the project, which prevented the Company to conduct the necessary permitting works. The Company received the notice from the DOE terminating the service contract effective December 27, 2018.

In 2017, Desco, Inc. entered into a Farm-in Agreement with the Company covering the acquisition of a twenty-five percent (25%) participating interest in the Mariveles Geothermal Project, however, the DOE did not act on the said farm-in agreement with Desco, Inc.

The Company has requested the DOE for a suspension of obligations in the East Mankayan and Mariveles projects, due to difficulties encountered in securing the required LGU permit and other clearances. For the East Mankayan project, the DOE has terminated the service contract effective February 5, 2018, which the Company has accepted. In the case of the Mariveles project, the DOE terminated the service contract effective October 19, 2018, to which the Company has submitted a request for reconsideration, which was, however, subsequently denied. The DOE in a letter dated December 11, 2019, finally terminated this service contract.

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**Hydro-Power Energy**

The Company was awarded service contracts for the development of hydro-power resources by the Department of Energy, which prescribes the periods and programs for these service contracts, pursuant to R.A. 9513 (Renewable Energy Act of 2008), in February, 2014. The Malogo 2 Hydropower Project is situated in Cadiz City and Victorias City in Negros Occidental, while the Puntian I and II Hydropower Projects are situated along Puntian River in the municipality of Murcia, Negros Occidental. The Talabaan Hydropower Project is situated in Cadiz City, Negros Occidental.

The Company had advised the Department of Energy (DOE) of its intent to withdraw from these service contracts, to enable the Company to focus on its geothermal energy projects, of which GSC No. 8 was then in the advanced stages. The Company has been recently advised by DOE of its acceptance of the Company’s withdrawal from these service contracts, subject to fulfillment of its financial commitments as of date of withdrawal of said service contracts.

**Risk Management**

In the Oil and Gas and Geothermal Energy business, the Company is faced with the following risks, in order of importance:

a) *Probability of Exploration and Development Success*. Oil and gas exploration and geothermal energy projects are inherently high-risk undertakings. There can be no assurance that the Company’s activities will be successful in discovering commercially viable oil and gas reservoirs and/or a viable geothermal resource. Even if an apparently feasible resource is determined, there is no guarantee that it can be economically exploited. Despite the Company’s reliance on advanced technology such as 3-D seismic data to improve the probability of success of discovery, oil and gas exploration and geothermal and hydropower operations are speculative businesses. Advanced technology, even with the correct interpretation, only assist geologists in identifying subsurface structures and does not ensure the certainty of the presence of resources if drilled. Moreover, 3-D seismic data and other advanced technology require higher investments that may result in higher losses, should the drilling prove unsuccessful.

   *Risk of heavy financial losses if prospects would prove unsuccessful could be mitigated through:*

   *Farming-Out of Interest*. A Farm-Out Agreement is a contract whereby a third party agrees to acquire from a licensee an interest in a production license and the corresponding operating agreement for a consideration normally comprising of an undertaking to perform a specified work obligation in the drilling of one or more wells. Farming out is usually undertaken by the seller of interest as a source for funding or as part of the rationalization of a licensee’s interests. The seller may want to dispose of areas or interests which are peripheral to its main operations or in which it has small equity holdings but would take up as much management time as a larger holding.

   *Spreading Exploration Risks through Joint Ventures in Several Exploration Blocks*. Forming alliances and jointly bidding for the development of a range of opportunities in oil and gas exploration and geothermal projects, mitigates exploration risks of a corporation as there is risk-sharing - the cost and responsibilities of drilling and production are spread over a number of entities. Joint ventures also enable companies to free up funds otherwise tied up in a single drilling project and enable these companies to build a portfolio of projects.

*Exploring in Geological Proven Petroleum Areas.* The Company has been making investments in these areas and will continue to invest in geologically identified provinces potentially rich in petroleum and geothermal resources.

b) *Operating Hazards of Exploratory Drilling Activities and Environmental Risks*. Drilling operations may be delayed, curtailed or subjected to operating and technical difficulties. Unexpected drilling conditions, adverse weather conditions, unanticipated pressure or formations, equipment breakdowns, industrial and environmental accidents and other such events may occur which may have adverse effects on the Company's operations and correspondingly on its financial performance and condition. Oil and gas and geothermal and hydropower exploration, development and drilling activities will be subject to Philippine environmental laws and regulations. Normal exploration and drilling operations involve certain operating hazards such as explosions, craterings, well blowouts, uncontrollable flows of oil, natural gas or well fluids, releases of toxic gas, accidental leakages, formations with abnormal pressures, fires, pollution and other environmental perils and risks, any of which may subject the Company to extensive liability or loss of assets.

Operating risks in the exploration and development drilling and production phases are generally directly driven by standards in design, procurement and installation, operating procedures and contingency planning. The Company, in its investment evaluation process, considers the presence and implementation of the following measures and strategies to mitigate risk exposures: (i) hiring of technically competent staff that are adept in utilizing state-of-the-art technology and could conduct effective evaluation work; and (ii) ensuring adherence to the various environmental laws and regulations, taking into account not only local but international expectations as well.

c) *Volatility of Oil and Gas Prices and Exchange Rate Risks*. Revenues derived from successful exploration and drilling activities depend on the world price of oil. The price of oil is sensitive to minor changes in the global supply and demand conditions, quality of oil, forward selling activities, domestic and foreign government regulations, environmental trends, overall global economic condition and other macroeconomic and political factors that are beyond the Company's control. Furthermore, revenues from drilling activities are pegged to the US dollar, hence, the Company is exposed to exchange rate risks given the volatility of the rate of exchange between the US dollar and Philippine peso.

d) *Government Regulations and Approvals*. Government action such as changes in regulations may affect the Company's business and eventual operating and financial performance. Government may limit access to prospective development areas, implement stricter environmental laws to protect human health and the environment, impose higher taxes and royalties, all of which may adversely affect the Company's financial performance.

For the risks mentioned in items (c) and (d) above, these risks could be mitigated through early identification systems of risk exposures to external threats such as changes in government regulations and changes in the geo-political environment of operating locations. At the appropriate time, the Company will negotiate oil/power price agreements with inputs from experts. The Company, as a member of a consortium, adheres to its policy of involving competent technical professionals in the preparation and negotiations of oil price agreements. The Company will also continue to involve competent technical professionals in the preparation and negotiations of power purchase agreements for its geothermal projects.

### *(3) Employees*

The Company has eighteen (18) officers and employees, of which five (5) are executive officers, nine (9) are assigned as technical, project, accounting, administrative, IT and operations support staff and four (4) are assigned for utility and service staff. The Company expects to hire additional personnel or engage the services of consultants as may be needed. When the Company will pursue additional renewable energy projects, project managers, and engineering, technical and other support personnel may be required for its projects.

### (B) Description of Properties

The Company and its subsidiaries own several parcels of land located in Bolinao, Pangasinan, containing an aggregate gross area of about 426,361 square meters. The property is located approximately 4.3 kilometers southwest from the Bolinao-Bani Provincial Road and is best suited for agro-industrial land development.

The Company, through a subsidiary, also owns parcels of land located at Tanay, Rizal with a total area of 35,000 square meters, near the town proper with good roads and is suitable for residential housing development or for an agricultural farm project.

The Company, through another subsidiary, owns a parcel of land located at Gutalac, Zamboanga del Norte with an area of approximately 22 hectares, suitable for agricultural farm development.

The Company used to own a major interest in a real estate property (land) located at Barangay Bolasi, San Fabian, Pangasinan with an aggregate gross area of 186,665 square meters, beside the San Fabian PTA Beach Resort managed by the Philippine Tourism Authority. This property has been sold in 2018 and the Company has received its proportionate share in the net proceeds of the sale of said property. Likewise, the Company used to own its office units at the 7th Floor of the Basic Petroleum Building located at C. Palanca St., Legaspi Village, Makati City. These office units have been sold as of end of December, 2019.

To date, the Company or its subsidiaries do not have any plan to own additional properties for its projects.

### (C) Legal Proceedings

The Company or its subsidiaries and affiliates are not involved in any pending legal proceeding/s relative to its properties or property interests of the Company, in the last five (5) years.

## Management’s Discussions and Analysis and Plan of Operation for 2020

### Geothermal Energy Operations

For 2020, the Company will continue to monitor developments in its remaining project, the Iriga Geothermal project, and the implementation of the work program as approved by the DOE, involving the drilling of at least two (2) exploratory wells and as undertaken by its operator, Desco Inc. The Company is carried free in the first exploratory well, thus all costs for the work program up to the drilling of the first well shall be borne by Desco, Inc.

### Business Development

The Company continues to pursue business opportunities for the development of renewable energy resources whether in the Philippines or abroad.

The Company invested in Vintage EPC Company Limited - Thailand ("VEPC") and VTE International Construction Company Limited - Thailand ("VINTER") for a fifteen (15%) percent of the outstanding capital of said companies in 2018.

VEPC and VINTER are the EPC Contractors for the 220MW Solar Power Project located in Minbu District, Magway Region, Myanmar, who were engaged by Green Earth Power (Myanmar) as the owner-developer of the project and the holder of the Power Purchase Agreement with the Myanmar Government's energy and power ministry. The design and construction of the project commenced in 2016, and was planned to be completed in four (4) phases of 50 MW for Phases 1, 2 and 3 and 70 MW for Phase 4. Phase 1 is currently on commercial operations since September 2019. The subsequent phases shall be pursued after completion of the previous phases, to achieve full completion of the four (4) phases on or before 2022.

The equity investment is part of the Company's plans to be a major renewable energy and power company. With this objective, BEC was tasked to develop a robust portfolio of renewable energy projects such as solar, wind and biomass energy projects, in the Philippines and abroad, that will provide the Company with a continuing stream of revenues in the short and mid-terms.

With the Company's plans to be a major renewable energy and power company, the Company plans to develop a robust portfolio of renewable energy projects such as wind and solar energy projects, in the Philippines and abroad, that will provide the Company with a continuing stream of revenues in the short and mid-terms.

The Company's cash requirements for the business development of renewable energy projects, is budgeted at about Php 5.0 million, which will be adequately funded by its cash and short-term investments. There may be a need for the Company to raise additional funds for renewable projects which may be invested by the Company in 2020. There are plans to increase present manpower staff or engage the services of consultants when needed for the technical requirements and acquire additional computer equipment for these projects.

**Management's Discussion and Analysis of Financial Condition and Results of Operations for 2019**

**(a) Full Fiscal Years (Three Years)**

**2019**

For 2019, the Company's total assets stood at Php600.58 million, a decrease of Php184.34 million from its previous year balance of Php784.91 million. Current assets with a 2019 balance of Php167.34 million decreased by Php22.8 million from the balance of Php190.14 million in 2018. The decrease in current assets is primarily attributable to the decrease in receivables of Php95.01 million which was offset by the increases in cash and cash equivalents of Php64.77 million, refundable deposits of Php6.35 million and prepayment and other current assets of Php1.09 million. Non-current assets decreased by Php161.54 million from Php594.76 million in 2018 to Php433.24 million in 2019 primarily due to the impairment of deferred exploration cost of Php114.26 million, disposal of property and equipment costing Php 39.7 million, decreased in investment in associates of Php13.71 million and decreased in other noncurrent assets of Php10.57 million. The decreases in noncurrent assets was partially offset by the increase in value of investment properties by Php13.83 million and financial assets at FVOCI of Php2.87 million.

Total liabilities in 2019 closed at Php42.85 million, a decrease of Php40.84 million from the balance of Php83.68 million in 2018. Current liabilities amounting to Php20.34 million decreased by Php38.56 million from the balance of Php58.9 million in 2018. This was primarily due to the settlement of the Php50 million short-term loan which was partially offset by the increase in accounts payable and accrued expenses by Php11.66 million. Non-current liabilities amounting to Php22.5 million decreased by Php2.28 million from the balance of Php24.78 million in 2018. This was due the decrease in deferred income tax liabilities of Php8.74 million which was partially offset by the increase in accrued retirement benefits payable of Php6.46 million.

Total equity recorded in 2019 was Php557.73 million, a decrease of Php143.5 million from the balance of Php701.32 million in 2018. This was primarily due to the closing of the revaluation increment in office condominium of Php15.75 million in relation to the sale of the Company's office condominium and the decrease in retained earnings of Php134.78 million due to the losses incurred during the year.

For 2019, revenue generated amounted to Php25.22 million. Revenue for the year came from the fair value adjustment on investment properties of Php13.83 million, realized foreign exchange gains of Php1.09 million, management fees of Php6.73 million, and interest income of Php3.57 million. Compared to 2018, revenue in 2019 decreased by Php 21.16 million mainly because of the excess in net assets acquired over cost of associate and higher fair value adjustment on investment properties recognized in the previous the year.

Cost and expenses for 2019 amounted to Php224.4 million, Php114.55 million of which is impairment on deferred exploration costs, Php9.91 million is loss on sale of property and equipment, Php3.93 million is loss on write-off of receivables, Php3.25 million is impairment on other assets, Php68.39 million is general and administrative expenses, Php22.09 million is share in net loss of associates, Php1.38 million is foreign exchange loss, and Php 886 thousand is interest expense. Compared to 2018, cost and expenses in 2019 increased by Php147.58 million primarily because of the impairment of deferred exploration costs, loss on sale of property and equipment, write-off of receivables, impairment of other assets, share in net loss of associates and increase in general and administrative expenses of Php12.42 million.

For the year 2019, the Company recorded a consolidated operating loss of Php197.81 million, Php198.09 million of which is attributable to equity holders of the parent company and Php0.28 million non-controlling interest. Deducting net comprehensive income of Php36.2 million, the total comprehensive loss for the year amounted to Php161.61 million.

The aforementioned losses in 2019 were attributable to the absence of a steady flow of revenues from projects and investments of the Company and the impairment of deferred exploration costs in relation to the withdrawal from or acceptance of termination of the Company's various energy service contracts.

In 2019, the Company continues to explore opportunities for investments in various energy projects which are shovel-ready or about to commence operations or otherwise have shorter gestation period, within the country and abroad.

**2018**

For 2018, the Company's total assets stood at Php788.34 million, an increase of Php36.09 million from its previous year balance of Php752.25 million. Current assets with a 2018 balance of Php198.54 million decreased by Php62.47 million from the balance of Php261.01 million in 2017. The decrease in current assets is primarily attributable to the reclassification of refundable earnest money deposits amounting to Php133.28 million to investment in associates and which was offset with the recognition of a receivable amounting to Php124.69 million in relation to the sale of an investment property. The decrease in cash and cash equivalents of Php32.94 million is primarily attributable to general and administrative expenses for the year amounting to Php56.42 million which was partially offset by the return of the refundable deposit made for the Saga (Japan) Solar Power project amounting to Php22.82 million. Non-current assets, however, increased by Php98.56

million from Php491.24 million in 2017 to Php589.8 million in 2018 primarily due to the recognition of investment in associate for the investment made on two Thailand-based EPC companies for Php217.14 million and the sale of an investment property amounting to Php114.66 million.

Total liabilities in 2018 closed at Php82.97 million, an increase of Php3.26 million from the balance of Php79.71 million in 2017. Current liabilities amounting to Php60.10 million decreased by Php4.45 million from the balance of Php64.55 million in 2017. This was primarily due to the reclassification of advances from stockholders amounting Php6.67 million to additional paid-in capital and increase in accounts payable and accrued expenses for provisions amounting to Php2.01 million. Non-current liabilities amounting to Php22.87 million increased by Php7.72 million from the balance of Php15.16 million in 2017. This was due to the increases in deferred income tax liabilities of Php2.91 million and in accrued retirement benefits of Php4.81 million.

Total equity recorded in 2018 was Php705.36 million, an increase of Php32.82 million from the balance of Php672.54 million in 2017. This was primarily due to the increases in capital stock of Php26.72 million for additional subscriptions, additional paid-in capital of 6.40 million, and share in cumulative translation adjustments of associates amounting to Php27.54 million. The aforementioned increases were offset by the decrease in retained earnings of Php23.57 million due to the losses incurred for the year.

For 2018, revenue generated amounted to Php60.29 million. Revenue for the year came from the gain on bargain purchase of Php24.18 million, fair value adjustment on investment properties of Php21.39 million, realized foreign exchange gains of Php7.59 million, management fees of Php2.97 million, and interest income of Php2.07 million. Compared to 2017, revenue in 2018 increased by Php52.92 million mainly because of the gain on bargain purchase, fair value adjustment on investment properties, and management fees recognized during the year.

Cost and expenses for 2018 amounted Php82.35 million, Php56.42 million of which are general and administrative expenses, Php10.73 million are loss on sale of investment properties, Php5.08 million are share in net loss of associates and Php3.42 million are interest expenses. Compared to 2017, cost and expenses in 2018 increased by Php26.25 million primarily because of the loss on the sale of investment properties of Php10.73 million, share in net loss of associates of Php5.08 million, impairment loss of goodwill of Php3.76 million, provisions for impairment on deferred costs of Php2.95 million, and interest expense of Php3.42 million.

For the year 2018, the Company recorded a consolidated operating loss of Php25.77 million, Php25.12 million of which is attributable to equity holders of the parent company and Php0.65 million to non-controlling interest. Deducting net comprehensive income of Php25.47 million, total comprehensive loss for the year amounted to Php0.3 million, Php0.3 million of which is attributable to equity holders of the parent company, and comprehensive income of Php 0.65 million to non-controlling interest.

The aforementioned losses in 2018 were attributable to the absence of a steady flow of revenues from projects and investments of the Company. For 2018, the revenues generated from gain on bargain purchase, fair value adjustment on investment properties, realized foreign exchange gains, management fees, and interest income were partially offset by the loss on sale of investment properties and share in net loss of associate. The revenues recognized during the year were not enough to cover the general and administrative expenses incurred for the year. The geothermal projects of the Company have long gestation periods and as of the end of 2018, these projects are still in various exploration stages, where revenues are not expected in the near term and until these projects progress to commercial operations.

In June 2018, the Company invested for a 15% stake in two Thailand-based EPC companies which have secured the EPC contracts for the 220MWp Solar Power Project in Minbu, Myanmar. The investment in the aforementioned EPC companies is expected to contribute positively to the

Company's financial position in 2019. The Company also has participation in the project management of the EPC contracts which entitles the Company for management fees.

In 2018, the Company continued to explore opportunities for investments in various energy projects which are shovel-ready or about to commence commercial operations or otherwise have shorter gestation periods, within the country and abroad. In 2019, the Company is in discussions with project proponents for wind projects in the Philippines, in addition to a solar power project located in the Philippines, which has been identified and which could possibly bring in revenues in the near future. The Company has been in discussions with the project owners for participation in the aforementioned power projects.

**2017**

For 2017, total assets of the Company stood at Php752.25 million, an increase of Php31.21 million from the balance of Php721.04 million in 2016. Current assets amounting to Php261.01 million increased by Php90.92 million from the balance of Php170.09 million in 2016. This was primarily due to the booking of refundable earnest money deposits amounting to Php171.43 million paid for due diligence audits on various projects which the Company's intends to invest in subject to favorable results of these audits. This accounted for the decrease in cash and cash equivalents of Php84.60 million. Non-current assets, however, decreased by Php59.70 million from Php550.95 million in 2016 to Php491.24 million in 2017 primarily due to the decrease in available for sale financial assets of Php89.47 million due to sale. This was partially offset by an increase in deferred exploration costs of Php29.87 million, which booked the costs and expenses for the existing projects of the Company.

Total liabilities in 2017 closed at Php79.71 million, an increase of Php57.88 million from the balance of Php21.83 million in 2016. Current liabilities amounting to Php64.55 million increased by Php56.44 million from the balance of Php8.11 million in 2016. This was primarily due to the availment of a short-term loan from an existing credit line amounting to Php50 million and the booking of advances from a stockholder of Php6.67 million. Non-current liabilities amounting to Php15.16 million increased by Php1.44 million from the balance of Php13.72 million in 2016. This was due to the increase in deferred income tax liabilities of Php11.79 million which was partially offset by a decrease in accrued retirement benefits of Php10.35 million.

Total equity recorded in 2017 was Php672.54 million, a decrease of Php26.67 million from the balance of Php699.21 million in 2016. This was primarily due to the decreases in retained earnings of Php 56.56 million due to the losses booked for the year, revaluation increment in office condominium due to depreciation of Php1.55 million and net unrealized gains on changes in fair value of AFS financial assets of Php2.74 million. These decreases, however were partially offset by increases in capital stock and additional paid-in capital due to additional subscriptions totaling Php40.01 million net of deposit for future subscriptions of Php13.94 million, remeasurement gain on accrued retirement benefits of Php6.86 million and translation adjustment of Php0.86 million.

For 2017, revenue generated amounted to Php7.37 million. Revenue for the year mostly came from interest and dividend income totaling Php6.92 million and gain on sale of financial assets of Php1.68 million, net of foreign exchange losses of Php1.38 million. Compared to 2016, revenue in 2017 decreased by Php90.48 million mainly because in 2016, the Company generated revenue from fair value adjustments on investment properties amounting to Php71.96 million and unrealized foreign exchange gain of Php16.41 million.

Cost and expenses for 2017 amounted Php56.10 million, Php55.66 million of which are in general and administrative expenses and Php0.45 million in interest expenses. Compared to 2016, cost and expenses in 2017 decreased by Php162.57 million primarily because in 2016, the Company recorded provisions for impairment on deferred costs amounting to Php166.71 million.

For the year 2017, the Company recorded a consolidated operating loss of Php58.24 million, Php58.10 million of which was attributable to equity holders of the parent company and Php0.14 million to non-controlling interest. Deducting a net comprehensive income of Php5.10 million, total comprehensive loss for the year amounted to Php53.15 million, of which Php53.11 million of which was attributable to equity holders of the parent company, and Php0.04 million to non-controlling interest.

The aforementioned losses in 2017 were attributable to the absence of a steady flow of revenues from projects and investments of the Company. For 2017, the revenues were generated only from interest and dividend income on financial assets of the Company, which were not sufficient to cover the general and administrative expenses incurred for the year. The geothermal projects of the Company have long gestation periods and as of end of 2017, these projects were all still in various pre-development stages, where revenues were not expected in the near term and until these projects progress to commercial operations.

Thus, in 2017, the Company began to explore opportunities for investments in solar and other energy projects which are shovel-ready or about to commence commercial operations or otherwise have shorter gestation periods, within the country and abroad.

Among several energy projects considered, three (3) projects abroad were identified in 2017, which could bring in revenues in the near future. The Company has placed refundable deposits with the project owners to enable the Company to conduct due diligence work on these projects and secure exclusivity in the negotiations on the proposed equity investments of the Company in these projects. Due diligence work on one of these projects have been completed and negotiations are on-going on the terms and conditions of the Company's equity investments in the project companies. The relevant agreements are expected to be closed before the end of 2018, which will trigger the entitlement of the Company to revenues from earnings of the project companies in 2019.

**(b) Interim Period – 1st Quarter, 2020 (Unaudited as of March 31, 2020)**

For the quarter ending March 31, 2020, the company recorded total revenue of Php2.22 million and total cost and expenses of Php38.58 million resulting to a net loss of Php36.36 million with minority interest recorded at Php1.44 million for a net loss net of minority interests of Php34.93 million.

Total revenue for the 1st quarter of 2020 of Php2.22 million was primarily from share in net income of associates amounting to Php1.47 million and interest income amounting to Php0.75 million.

Cost and expenses for the 1st quarter of 2020 amounting to Php38.58 million were from general and administrative expenses amounting to Php10.34 million, and unrealized foreign exchange loss amounting to Php28.24 million.

Total Assets as of March 31, 2020 stood at Php580.13 million a decrease of Php20.45 million from Php600.58 million as of December 31, 2019. Current assets, composed mostly of cash and cash equivalents amounting to Php101.39 million, receivables amounting to Php35.63 million, refundable deposits amounting to Php22.53 million, and prepayments and other current assets amounting to Php3.72 million, decreased by Php4.08 million, as these were used for operations. Non-current assets decreased by Php16.38 million. The decrease was primarily due to the decrease in financial assets at FVOCI amounting to Php17.78 million.

Total Liabilities decreased by Php12.98 million from Php42.85 million as of December 31, 2019 to Php29.87 million as of March 31, 2020 primarily due to the partial payment of the accrued retirement benefit payable.

Total Stockholders' Equity as of March 31, 2020 stood at Php560.78 million a decrease of Php6.04 million from Php566.81 million as of December 31, 2019. This was primarily due to the net loss booked for the 1st quarter of 2019 of Php34.93 million and increased in cumulative translation adjustment of Php28.67 million.

### (c) Interim Period – 2nd Quarter, 2020 (Unaudited as of June 30, 2020)

For the quarter ending June 30, 2020, the company recorded total revenue of Php2.73 million and total cost and expenses of Php24.82 million resulting to a net loss of Php22.09 million with minority interest recorded at Php284 thousand for a net loss net of minority interests of Php21.81 million.

Total revenue for the 2nd quarter of 2020 of Php2.73 million was primarily from share in net income of associates amounting to Php1.47 million and interest income amounting to Php1.26 million.

Cost and expenses for the 2nd quarter of 2020 amounting to Php24.82 million were from general and administrative expenses amounting to Php19.19 million, and unrealized foreign exchange loss amounting to Php5.63 million.

Total Assets as of June 30, 2020 stood at Php573.05 million a decrease of Php27.53 million from Php600.58 million as of December 31, 2019. Current assets, composed mostly of cash and cash equivalents amounting to Php94.88 million, receivables amounting to Php35.23 million, refundable deposits amounting to Php22.53 million, and prepayments and other current assets amounting to Php2.93 million, decreased by Php11.78 million, as these were used for operations. Non-current assets decreased by Php15.75 million. The decrease was primarily due to the decrease in financial assets at FVOCI amounting to Php17.5 million.

Total Liabilities decreased by Php11.26 million from Php42.85 million as of December 31, 2019 to Php31.58 million as of June 30, 2020 primarily due to the partial payment of the accrued retirement benefit payable.

Total Stockholders' Equity as of June 30, 2020 stood at Php550.83 million a decrease of Php15.98 million from Php566.81 million as of December 31, 2019. This was primarily due to the net loss booked for the 1st and 2nd quarter of 2019 of Php21.81 million and decreased in cumulative translation adjustment of Php5.33 million.

### (d) Key Performance Indicators

The following table shows the top Key Performance indicators of the Company and its subsidiaries for the past three (3) years:

| **Key Performance Indicators** | | | |
|---|---|---|---|
| | **2019** | **2018** | **2017** |
| Return on Investment | -7.86% | -3.75% | -8.49% |
| Net Profit Margin | -784.44% | -51.16% | -790.56% |
| Investment in Projects, Non-Petroleum | 29.09% | 20.41% | 36.61% |
| Investment in Wells & Other Facilities | 1.00% | 15.61% | 15.24% |
| Current Ratio | 8.23:1 | 3.23:1 | 4.04:1 |
| Asset Turnover | 3.64% | 6.55%% | 1.00% |
| Solvency Ratios | | | |
| Debt to Equity Ratio | 7.68% | 11.93% | 11.85% |
| Asset to Equity Ratio | 107.68% | 111.93% | 111.85% |
| Interest Coverage Ratio | na | -745.91% | -11,056.42% |

ROI (Net Income/Average Stockholders' Equity) measures the profitability of stockholders' investment. Profit Margin (Net Income/Net Revenue) measures the net income produced by each peso of revenue. Investment in Projects as a % of Total Assets, measures how much the Company invested in its committed work programs. Current Ratio (Current Assets/Current Liabilities) measures the short-term debt paying ability of the Company. Asset Turnover (Net Revenue/Average Total Assets) measures how efficiently assets are used to produce profit.

ROI was -7.86% in 2019 and -3.75% in 2018. Both years showed negative rates because the Company booked net losses for those years.

Profit Margin was -784.44% in 2019, and -51.16% in 2018. Like in the previous paragraph both years showed negative rates because the Company booked net losses for those years.

Investment in Non-Petroleum Projects as a % of Total Assets increased from 20.50% in 2018 to 29.09% in 2019. The increase in rate was due to the increase in the value of the assets in relation to total assets.

Investment in Wells and Other Facilities as a % of Total Assets decreased from 15.32% in 2018 to 1.00% in 2019. The decrease in rate was due to the decrease in the investments.

Current ratio increased from 3.23:1 in 2018 to 8.23:1 in 2019. The increase in ratio was due to increase in current assets and decrease in current liabilities.

Asset Turnover decreased from 6.55% in 2018 to 3.64% in 2019. The decrease in ratio was due to the decreases in both revenue and total assets.

Debt to Equity Ratio decreased from 11.93% in 2018 to 7.68% in 2019. The decrease in ratio was due to the decrease in both liabilities and equity.

Asset to Equity Ratio decreased from 111.93% in 2018 to 107.68% in 2019. The decrease in ratio was due to the decrease in both asset and equity.

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

There are no events subsequent to the end of the reporting period that have not been reflected in the financial statements for the period.

There are no changes in the composition of the company during the period, including business conditions, acquisition or disposal of subsidiaries and long-term investments, restructurings, and discontinuing operations.

There are no known trends, events or uncertainties that will have a material impact on the liquidity of the Company.

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

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

There are no material commitments for capital expenditures.

There are no known significant elements of revenues/income or loss from continuing operations.

The causes for any material changes (5% of the relevant accounts or such lower amount, which the Company deems material on the basis of other factors) from period to period which include vertical and horizontal analysis of any material item, have been presented in this report.

There are no seasonal aspects that have a material effect on the financial conditions or results of operations of the Company.

**(e) Comparative Analysis**

**First Quarter of 2020 (Interim Unaudited) vs Fiscal Year 2019 Results of Operations**

For the quarter ended March 31, 2020, the Company recorded total revenue of Php2.22 million a decrease of Php23 million compared to the revenue booked for the year ended December 31, 2019 of Php25.22 million. The decrease was mainly due to the fair value adjustments on investment properties of Php13.83 million and management fee of Php6.73 million recognized in 2019, decrease in interest income and foreign exchange loss of Php2.83 million and Php1.09 million, respectively.

Costs and expenses for the quarter ended March 31, 2020 amounted to Php38.58 million, a decrease of Php185.82 million from costs and expenses booked for the year ended December 31, 2019 of Php224.4 million. The decrease was mainly due to the impairment of deferred exploration costs of Php114.55 million, loss on sale of property and equipment of Php9.91 million, write-off of receivables of Php3.93 million, impairment of other assets of Php3.25 million recognized in 2019, and the decrease in G&A expenses of Php58.05 million. The decrease was partially offset by the increase in foreign exchange loss of Php26.86 million.

The Company recorded a net operating loss of Php34.93 million for the quarter ended March 31, 2020 as compared to a net operating loss of Php198.09 million for the year ended December 31, 2019.

**First Quarter, 2020 (Interim Unaudited) vs. First Quarter, 2019 Results of Operations**

For the quarter ended March 31, 2020, the Company recorded total revenue of Php2.22 million a decrease of Php1.51 million compared to the revenue booked as of the quarter ended March 31, 2019 of Php3.73 million. The decrease was mainly due to the unrealized forex gain of Php2.93 million recognized in the first quarter of 2019 which was offset by the share in net income of associates recognized in the first quarter of 2020.

Costs and expenses for the quarter ended March 31, 2020 amounted to Php38.58 million, an increase of Php26.41 million from costs and expenses booked for the quarter ended March 31, 2019 of Php12.17 million. The increase was mainly due to the unrealized foreign exchange loss of Php28.24 million recognized in the first quarter of 2020.

The Company recorded a net operating loss on a consolidated basis of Php34.93 million for the quarter ended March 31, 2020 as compared to a net operating loss of Php8.57 million for the quarter ended March 31, 2020.

**Second Quarter of 2020 (Interim Unaudited) vs Fiscal Year 2019 Results of Operations**

For the quarter ended June 30, 2020, the Company recorded total revenue of Php23.12 million a decrease of Php2.09 million compared to the revenue booked for the year ended December 31, 2019 of Php25.22 million. The decrease was mainly due to the fair value adjustments on investment properties of Php13.83 million and management fee of Php6.73 million recognized in

2019, and decrease in interest income of Php3.05 million. The decrease was offset by increase in foreign exchange gain of Php21.52 million.

Costs and expenses for the quarter ended June 30, 2020 amounted to Php8.85 million, a decrease of Php215.55 million from costs and expenses booked for the year ended December 31, 2019 of Php224.4 million. The decrease was mainly due to the impairment of deferred exploration costs of Php114.55 million, loss on sale of property and equipment of Php9.91 million, write-off of receivables of Php3.93 million, impairment of other assets of Php3.25 million, share in net loss of associates of Php22.09 million, recognized in 2019, and decrease in G&A expenses of Php59.55 million

The Company recorded a net operating income of Php13.12 million for the quarter ended June 30, 2020 as compared to a net operating loss of Php198.09 million for the year ended December 31, 2019.

**Second Quarter, 2020 (Interim Unaudited) vs. Second Quarter, 2019 Results of Operations**

For the quarter ended June 30, 2020, the Company recorded total revenue of Php23.12 million, an increase of Php20.66 million compared to the revenue booked as of the quarter ended June 30, 2019 of Php2.47 million. The increase was mainly due to the increase in unrealized foreign exchange gain of Php22.15 million.

Costs and expenses for the quarter ended June 30, 2020 amounted to Php8.85 million, a decrease of Php25.03 million from costs and expenses booked for the quarter ended June 30, 2019 of Php33.88 million. The decrease was mainly due to the decrease in G&A expenses of Php6 million, provision for impairment loss of Php12.58 million recognized in the 2$^{nd}$ quarter of 2019 and share in net loss of associates of Php6.24 million recognized also in the 2$^{nd}$ quarter of 2019.

The Company recorded a net operating income of Php13.12 million for the quarter ended June 30, 2020 as compared to a net operating loss of Php31.46 million for the quarter ended June 30, 2019.

**2019 vs. 2018 Results of Operations**

For the year ended December 31, 2019, the Company recorded total revenue of Php25.22 million a decrease of Php25.16 million compared to the revenue booked as of the year ended December 31, 2018 of Php50.37 million. The decrease was mainly due to the decrease in fair value adjustment on investment properties of Php7.57 million, decrease in realized foreign exchange gain of Php7.99 million, and recognition of excess in net assets acquired over cost of associate of Php14.27 million recorded in 2018. The decreases were partially offset by the increases in management fee of Php3.76 million and interest income of PHp1.5 million.

Costs and expenses for the year ended December 31, 2019 amounted to Php224.4 million, an increase of Php147.58 million from costs and expenses booked for the year ended December 31, 2018 of Php76.83 million. The increase was mainly due to the increase in impairment loss on deferred exploration costs of Php111.6 million, recognition of loss on sale of property and equipment of Php9.91 million, write-off of receivables of Php3.93 million, impairment of other assets of Php3.25 million, increase in G&A expenses of Php12.42 million, and share in net loss of associates of Php22.09 million.

The Company recorded a net operating loss on a consolidated basis of Php197.81 million and a total comprehensive loss of Php161.61 million for the year ended 2019 as compared to a net operating loss of Php25.77 million and total comprehensive loss of Php4.44 million for the year ended 2018.

**2018 vs 2017 Results of Operations**

For the year ended December 31, 2018, the Company recorded total revenue of Php50.37 million an increase of Php41.63 million compared to the revenue booked as of the year ended December 31, 2017 of Php8.74 million. The increase was mainly due to the gain on bargain purchased amounting to Php24.18 million, fair value adjustment on investment properties amounting to Php21.39 million and the realized foreign exchange gains amounting to Php7.59 million.

Costs and expenses for the year ended December 31, 2018 amounted to Php76.82 million, an increase of Php19.35 million from costs and expenses booked for the year ended December 31, 2017 of Php57.46 million. The increase was mainly due to the loss on sale of investment properties amounting to Php10.73 million, share in net loss of associate recognized for the year amounting to Php5.08 million, impairment loss of goodwill recognized for 2018 amounting to Php3.76 million, provisions for impairment losses on deferred exploration costs that were booked in 2018 in the amount of Php2.95 million, and increase in interest expense for 2018 by Php2.97 million.

The Company recorded a net operating loss on a consolidated basis of Php25.77 million and a total comprehensive loss of Php4.4 million for the year ended 2018 as compared to a net operating loss of Php58.24 million and total comprehensive loss of Php53.15 million for the year ended 2017.

**2017 vs. 2016 Results of Operations**

For the year ended December 31, 2017, the Company recorded total revenue of Php8.74 million a decrease of Php89.11 million compared to the revenue booked as of the year ended December 31, 2016 of Php97.85 million. The decrease was mainly due to the fair value adjustment on investment properties recognized in 2016 amounting to Php71.96 million and the decrease in unrealized foreign exchange gains of Php17.8 million.

Costs and expenses for the year ended December 31, 2017 amounted to Php57.47 million, a decrease of Php161.2 million from costs and expenses booked for the year ended December 31, 2016 of Php218.67 million. The decrease was mainly due to the provisions for impairment losses on deferred costs that was booked in 2016 in the total amount of Php166.71 million.

The Company recorded a net operating loss on a consolidated basis of Php58.24 million and a total comprehensive loss of Php53.14 million for the year ended 2017 as compared to a net operating loss of Php124.46 million and total comprehensive loss of Php121.62 million for the year ended 2016.

**(e) Changes in and disagreements with accountants on accounting and financial disclosures**

There were no disagreements with the Company's external auditors on any accounting and financial disclosures in the 2019 Audited Financial Statements of the Company.

The accounting policies adopted are consistent with those of the previous financial reporting year, except that the Group has adopted the following new accounting pronouncements as of January 1, 2019, namely:

1. PFRS 16, Leases
2. Philippine Interpretation IFRIC-23, Uncertainty over Income Tax Treatments
3. Amendments to PFRS 9, Prepayments with Negative Compensation
4. Amendments to PAS 19, Employee Benefits, Plan Amendment, Curtailment or Settlement
5. Amendments to PAS 28, Long-term Interests in Associates and Joint Ventures
6. Annual Improvements to PFRSs 2015 – 2017 Cycle:

a. Amendments to PFRS 3, Business Combinations, and PFRS 11, Joint Arrangements, Previously Held Interest in Joint Operation
b. Amendments to PAS 12, Income Tax Consequences of Payments on Financial Instruments Classified as Equity
c. Amendments to PAS 23, Borrowing Costs, Borrowing Costs Eligible for Capitalization

Their adoption of these pronouncements did not have any significant impact on the Group's financial position and performance.

The above changes were disclosed in the Consolidated Audited Financial Statements of the Corporation as of December 31, 2019.

## PART II. SECURITIES OF THE COMPANY

### (A) Market Price and Dividends Information

### 1) MARKET INFORMATION

The shares of stock of the Company are traded in the Philippine Stock Exchange. The Company's high and low closing prices for each quarter of years 2018 and 2019, and the first two (2) quarters of 2020, are as follows:

| | High | | | Low | | |
|---|---|---|---|---|---|---|
| | **2020** | **2019** | **2018** | **2020** | **2019** | **2018** |
| 1st Quarter | Php0.255 | Php0.275 | Php0.315 | Php0.122 | Php0.231 | Php0.211 |
| 2nd Quarter | 0.189 | 0.315 | 0.235 | 0.140 | 0.233 | 0.226 |
| 3rd Quarter | | 0.285 | 0.241 | | 0.232 | 0.231 |
| 4th Quarter | | 0.270 | 0.234 | | 0.265 | 0.224 |

The last trading price of shares of the Company at close of trading as of June 30, 2020 was Php0.159 per share. Further, the high and low sales prices of shares of the Company, as of June 30, 2020 were Php0.255 and Php0.122 per share, respectively.

### 2) HOLDERS

**Top 20 Stockholders as of June 30,2020:**

| NAME | OUTSTANDING SHARES | PERCENTAGE |
|---|---|---|
| PCD Nominee Corporation (Filipino) | 2,140,517,269 | 76.03% |
| PCD Nominee Corporation (Foreign) | 235,764,619 | 8.37% |
| Meta Corporation Public Co. Ltd. | 106,892,000 | 3.80% |
| Christodel Phils, Inc. | 25,736,744 | 0.91% |
| Isidoro O. Tan | 24,822,276 | 0.88% |
| Phases Realtors, Inc. | 20,989,439 | 0.75% |
| Northwest Traders Corporation | 20,745,757 | 0.74% |
| Jose C. De Venecia, Jr. | 10,013,225 | 0.36% |
| Samuel Uy | 10,000,000 | 0.36% |
| Northwest Investors, Inc. | 8,708,890 | 0.31% |
| Mark Anthony L. De Venecia | 8,363,333 | 0.30% |
| JLV Holdings, Inc. | 7,200,000 | 0.26% |

| | | |
|---|---|---|
| MDV Holdings, Inc | 5,070,000 | 0.18% |
| Horacio Rodriquez | 4,408,523 | 0.16% |
| Northwest Securities, Inc. | 3,998,109 | 0.14% |
| Christine Chua | 3,149,221 | 0.11% |
| East West Commodities, Inc. | 3,019,498 | 0.11% |
| Renato Castaneda | 2,500,000 | 0.09% |
| Vicky Chua | 2,500,000 | 0.09% |
| Archivald Po | 2,500,000 | 0.09% |

The Company is in compliance with the minimum public ownership requirement prescribed under existing regulations of the Securities and Exchange Commission and the Philippine Stock Exchange. The Company's level of public float as of June 30, 2020 is 86.17 % of total issued and outstanding shares.

**3) DIVIDENDS**

a) No cash/stock dividends have been declared in 2018 and 2019.
b) There are no restrictions that limit the payment of dividend on common shares

**4) RECENT SALES OF UNREGISTERED OR EXEMPT SECURITIES**

**a. Issuance of Shares to Meta Corporation Public Company Limited (formerly Vintage Engineering Public Company) of Thailand**

Meta Corporation Public Company Limited (formerly Vintage Engineering Public Company), a publicly listed company registered in Thailand, subscribed to 43,565,870 shares on February 24, 2017. The issuance of said shares was confirmed by the Securities and Exchange Commission (SEC) on March 21, 2017 as an exempt transaction under Section 10.1 (k) of the Securities Regulation Code, where the total number of subscribers is not more than nineteen (19). Additional shares of 104,816,332 shares and 106,892,000 were issued as of December 31, 2017 and December 31, 2018, respectively, which share issuances was confirmed by the Securities and Exchange Commission as exempt transactions under said Section 10.1 (k) of the Securities Regulation Code.

**CORPORATE GOVERNANCE**

**New Corporate Governance Manual**

Pursuant to the Code of Corporate Governance for Publicly Listed Companies embodied in SEC Memorandum Circular No. 19, series of 2016, the Company adopted its new Manual on Corporate Governance which was submitted to the Securities and Exchange Commission on May 31, 2017. The Manual contains the following main provisions:

1. The Board's Governance Responsibilities
2. Disclosure and Transparency
3. Internal Control System and Risk Management Framework
4. Cultivating a Synergic Relationship with Shareholders, and
5. Duties to Stakeholders

**Corporate Governance Committee**

The Board of Directors has established a Corporate Governance Committee since 2009. The Committee assists and guides the Board in the performance of its corporate governance responsibilities, and is thus responsible for maintaining and ensuring good governance of the Company, and compliance with all relevant laws, regulations and following to the extent possible, best business practices on corporate governance, applicable to publicly listed companies in the energy development sector.

The Committee is presently composed of seven (7) members, three (3) of whom are independent directors and the Chairman being an independent director, as follows:

| | | |
|---|---|---|
| Eduardo V. Manalac | - | Chairman |
| Ma. Florina M. Chan | - | Member |
| Francis C. Chua | - | Member |
| Jaime J. Martirez | - | Member |
| Srinarin Poudpongpaiboon | - | Member |
| Isidoro O. Tan | - | Member |

**Evaluation Process for Assessing Compliance with the Manual on Corporate Governance**

The Corporate Governance Committee has adopted a Performance Evaluation Self Rating Form to evaluate the level of compliance by the Board, the Board Committees and the individual members of the Board, with the Company's Manual on Corporate Governance and the Code of Corporate Governance for Publicly Listed Companies. The performance evaluation was conducted last May, 2019, the over-all rating of which is Mostly Satisfactory/Exceeds Standards. The Corporate Governance Committee shall monitor the evaluation process which shall be undertaken on a periodic basis, at least annually, to ensure a reasonable level of compliance by the Board, the members thereof and the Board Committees. Every three (3) years, an external facilitator may be engaged to assist the Board in the evaluation process to achieve objectivity of the assessment.

**Integrated Annual Corporate Governance Report**

The Company shall submit its 2019 Integrated Annual Corporate Governance Report (I-ACGR) to the Securities and Exchange Commission and the Philippine Stock Exchange, before the deadline on September 1, 2020 and shall be posted in the Company's website.

**<u>Internal Control</u>**

The Board of Directors is responsible for the Company's system of internal financial control. This system is designed to promote reasonable assurance against any material misstatement, risks or loss. It aims to ensure that the assets of the Company are safeguarded, proper accounting records are maintained and that the financial information used within the business and for publication is reliable.

The Company has its Internal Audit Manual, setting the internal audit policies, internal control systems and procedures and reporting of internal audit results to the Audit Committee and to the Board of Directors.

**<u>Anti-Money Laundering Manual</u>**

The Board of Directors of the Company has adopted its Anti-Money Laundering Manual. The Company is in compliance with the provisions of its Anti-Money Laundering Manual.

**REQUEST FOR 2019 ANNUAL REPORT ON SEC FORM 17-A**

**The Corporation will provide without charge each person solicited, on the written request of any such person, a copy of the Corporation's Annual Report for 2019 (SEC Form 17-A). Such written request should be directed to the:**

**Corporate Secretary**
**Basic Energy Corporation**
**7th Floor, Basic Petroleum Bldg.**
**104 Carlos Palanca, Jr. St., Legaspi Village**
**Makati City**

**At the discretion of Management, a charge may be made for exhibits, provided the charge is limited to reasonable expenses incurred by the Corporation in furnishing the exhibits.**

July 30, 2020, Makati City.

**OSCAR L. DE VENECIA, JR.**
**President & CEO**

BASIC ENERGY CORPORATION

# NOTICE OF ANNUAL STOCKHOLDERS MEETING

Notice is hereby given that the regular Annual Meeting of Stockholders of **BASIC ENERGY CORPORATION** will be held **on Friday, October 23, 2019 at 3:00 p.m.**, with the following agenda:

## AGENDA

1. Call to Order
2. Certification of Due Notice of Meeting and Existence of Quorum
3. Approval of Minutes of the Annual Stockholders' Meeting held on October 23, 2019
4. Presentation of the 2019 Annual Report
5. Presentation of the 2019 Audited Consolidated Financial Statements
6. Ratification of All Acts of the Board and Management for 2019-2020
7. Election of Directors for the Term 2020-2021
8. Proposed Amendments to Amended Articles of Incorporation and Amended By-Laws:
   a. Article Seventh of the Amended Articles of Incorporation to increase the authorized capital stock from Php2.5 Billion to Php5 Billion,
   b. Article II of the Amended By-Laws by adding a new section as Section 10 creating the position of Chairman Emeritus, and
   c. Article VI of the Amended By-Laws by deleting the profit sharing provisions for directors and officers
9. Appointment of External Auditors for the 2019 Financial Statements
10. Other Matters
11. Adjournment

In view of the general community quarantine enforced in the National Capital Region and various level of community quarantine enforced in other parts of the country, the annual stockholders meeting shall be held via remote communication, where stockholders may participate and vote in absentia, using the link that will b posted at the Corporation's website www.basicenergy.ph. The processes for the registration, participation and voting by stockholders are attached as Annex A hereof.

Only stockholders of record at the close of business on October 1, 2020 are entitled to notice of, and to vote at this meeting. For this purpose, the Stock and Transfer Books of the Corporation shall be closed from October 2 to 23, 2019.

In case you cannot attend in person, please accomplish the attached Proxy Form and (a) mail or deliver the same at the principal office of the Corporation at the 7th Floor, Basic Petroleum Building, 104 C. Palanca, Jr. St., Legaspi Village, Makati City, or (b) fax a copy at Fax No. +63 (2) 8170191 to the attention of the undersigned, or (c) email a copy to the undersigned at apgahol@basicenergy.ph , on or before October 15, 2019. Validation of proxies will be on October 20, 2019 at 3:00 p.m. at the principal office of the Corporation.

Please find attached the processes for the nomination and election of directors and the list of actions taken by the Board of Directors and Management for the term 2020-2021, as Annex B and Annex C hereof, respectively. You may access the 2019 Definitive Information Statement and its attachments by scanning the QR Code below, or through the Corporation's website at www.basicenergy.ph or you may request copies thereof from the undersigned during business hours at the principal office of the Corporation.

Minutes of the 2019 Annual Stockholders Meeting are available for your perusal at the principal office of the Corporation during business hours and at the Corporation's website at www.basicenergy.ph .

We look forward to your attendance at the Annual Stockholders' Meeting.

Makati City, August 3, 2020.

**ANGEL P. GAHOL**
Acting Corporate Secretary

# ACTIONS TAKEN BY THE BOARD OF DIRECTORS AND MANAGEMENT OF BASIC ENERGY CORPORATION

# FOR THE TERM 2019-2020

| DATE OF MEETINGS | TYPE OF MEETING | ACTIONS TAKEN |
|---|---|---|
| October 23, 2019 | Organizational Meeting | Elections of Directors and Officers of subsidiaries of the company for the term 2019-2020<br><br>Appointment of Members of the Advisory Board, Board Committees and Appointment of Officers for the term 2019-2020 |
| November 26, 2019 | Regular Meeting | Approved the appointment of Director Ma Florina M. Chan as Chairman of the Risk Committee, vice Director Jaime J. Martirez who shall remain as a member of the said Committee<br><br>Approved the Audit Plans for the 2019 Financial Statements as presented by its external auditor SGV.<br><br>Approved the 2019 G & A Budget including the contribution to the CSR Foundation.<br><br>Approved the submission of the application for Wind Energy Service Contract (WESC) for Mabini, Batangas project site and allocation of budget for the said project.<br><br>Approved the sale of the Corporation's office condominium units located at the 7$^{th}$ Floor of the DAO II office condominium project (Basic Petroleum Building).<br><br>Approved the designation of the President & CEO, Mr. Oscar L. de Venecia, Jr. to negotiate and finalize the sale of the aforementioned office condominium units and to sign, execute and deliver the covering Deed of Absolute Sale.<br><br>Approved the resignation of Director Oscar S. Reyes, as Independent Director effective as of |

| | | |
|---|---|---|
| | | November 26, 2019.<br><br>Approved the retirement of Atty. Corazon M. Bejasa as Corporate Secretary effective December 31, 2019 |
| December 17, 2019 | Regular Meeting | Approved the proposed amendments to the Articles of Incorporation of Basic Geothermal Energy Corporation (BGEC) for the change of name to Mabini Energy Corporation and its primary purpose to renewable energy development.<br><br>Approved the reactivation of the deposit accounts of the Company and its subsidiaries with various banks and updating of signatories for these accounts. |
| January 30, 2020 | Regular Meeting | Approved the withdrawal of the Company from Geothermal Service Contract No. 8 (Mabini Geothermal Project from Department of Energy).<br><br>Approved the withdrawal of the Company from Mariveles Geothermal Service Contract No. 2013-02-042.<br><br>Approved the withdrawal of the Company from Onshore Mindoro Service Contract No. 53<br><br>Approved the submission to SEC of the report on the attendance of Directors in the Board meetings for 2019. |
| February 27, 2020 | Regular Meeting | Election of Justice Adolfo S. Azcuna as Independent Director |
| June 24, 2020 | Regular Meeting | Approval of the 2019 Audited Financial Statements.<br><br>Authorized the President & CEO to sign the required Statement of Management's |

| | | |
|---|---|---|
| | | Responsibility for the said financial statements. |
| July 29, 2020 | Regular Meeting | Approved the setting of the Annual Stockholders' Meeting on October 23, 2020.<br><br>Approved the Record Date to October 1 and Proxy Deadline to October 15, 2020.<br><br>Approved the Nomination of the Incumbent Directors for Election at the Annual Stockholders' Meeting as follows:<br><br>Oscar C. de Venecia<br>Ramon L. Mapa<br>Oscar L. de Venecia, jr.<br>Ma. Florina M. Chan<br>Jaime J. Martirez<br>Isidoro O. Tan<br>Adolf S. Azcuna (Independent Director)<br>Harvey Lawrence N. Dychiao (Independent Director)<br>Eduardo V. Manalac (Independent Director)<br><br>Approved the holding of a virtual Annual Stockholders Meeting (ASM) at the Company's principal offices through remote communications or other alternative modes of communication. |

**PROXY FORM**
**ANNUAL STOCKHOLDERS' MEETING**
October 23, 2020 – 3:00 P.M.
(Virtual Meeting Via Remote Communication)

The undersigned stockholder of **BASIC ENERGY CORPORATION** (the "Corporation"), hereby appoints, names and constitutes ________________________ or, in his absence, the Chairman of the Board, or in the latter's absence, the President of the Corporation, as proxy to represent and vote all shares registered in the name of the undersigned at the Annual Meeting of the stockholders of Corporation scheduled on October 23, 2020 at 3:00 P.M., and any postponements or adjournment(s) thereof, and hereby ratifying and confirming any and all action taken by said proxy on matters which may properly come before such meeting or its postponements or adjournment(s) thereof. In particular, the undersigned hereby directs the proxy to vote the shares on the following agenda items in the manner indicated below, or if not so indicated, the proxy shall exercise full discretion in acting thereon.

| **AGENDA ITEMS** | | **ACTION** | | | |
|---|---|---|---|---|---|
| | | **Approve** | **Disapprove** | **Abstain** | |
| 1. | Approval of the Minutes of the October 23, 2019 Meeting | | | | |
| 2. | Notation of the 2019 Annual Report and Notation of the 2019 Audited Consolidated Financial Statements | | | | |
| 3. | Ratification of all acts of the Board and Management for 2019-2020 | | | | |
| 4. | Election of Directors | | | | **Authority to Vote Withheld** |
| | **Oscar C. De Venecia** | | | | |
| | **Ramon L. Mapa** | | | | |
| | **Oscar L. De Venecia, Jr.** | | | | |
| | **Ma. Florina M. Chan** | | | | |
| | **Jaime J. Martirez** | | | | |
| | **Srinarin Poudpongpaiboon** | | | | |
| | **Isidoro O. Tan** | | | | |
| | **Adolfo S. Azcuna (Independent Director)** | | | | |
| | **Harvey L. N. Dychiao (Independent Director)** | | | | |
| | **Eduardo V. Manalac (Independent Director)** | | | | |
| 5. | Amendment of Article Seven of the Amended Articles of Incorporation to increase the authorized capital stock from Php2.5 Billion to Php5 Billion | | | | |
| 6. | Amendment of Article II of the Amended By-Laws inserting a new Section 10 creating the position of Chairman Emeritus | | | | |
| 7. | Amendment of Article VI of the Amended By-Laws deleting the profit sharing provisions for directors and officers | | | | |
| 8. | Appointment of External Auditor for the 2020 financial statements | | | | |

The above-named nominees were screened and pre-qualified in accordance with the Corporation's Manual of Corporate Governance and SEC Memorandum Circular No. 19, series of 2016.

Signed this ___________, 2020 at _________________.

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_________________________________
Signature of Stockholder Over Printed Name

Notes:

(a) All proxies for the meeting should be received by the Corporate Secretary on or before October 15, 2020 at 5:00 P.M.
(b) The proxy for a stockholder which is a corporation or a partnership should be executed by a duly authorized officer of the corporation or partnership and must be accompanied by a Corporate Secretary's Certificate authorizing the said officer to execute said proxy.

**(THIS PROXY IS BEING SOLICITED ON BEHALF OF BASIC ENERGY CORPORATION)**

## Basic Energy Corporation

## Nomination Process

(i) The Board of Directors sets the date, time and venue for the year's annual stockholders meeting in its regular meeting at the latest three (3 months before the annual stockholders meeting. The Compliance Officer discloses to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE) the setting of the annual stockholders' meeting immediately after the Board meeting.

(ii) Any stockholder may submit nominations for election as members of the Board after the disclosures to the SEC and the PSE. Nominations shall be signed by the nominating stockholder and accepted and signed by the would-be nominee and submitted to the Nominating Committee at any time before the Committee submits the Final List of Nominees to the Board.

(iii) The Nominating Committee pre-screens the would-be nominees, ensuring that they possess all the qualifications and that they do not possess any of the disqualifications for directors as prescribed in the Manual on Corporate Governance, the Company's By-Laws and other applicable laws and regulations.

(iv) The Nominating Committee shall have the right to require the nominating stockholder to submit a resume of the would-be nominee and such other documents as may be necessary for the Nomination Committee to undertake its pre-screening functions.

(v) After the pre-screening process, the Nominating Committee prepares a Final List of all nominees and submits the list to the Board of Directors for approval, complete with the information required by the Securities Regulation Code.

(vi) The Final List of Nominees as approved by the Board shall be immediately disclosed to the SEC and the PSE. The Final List of Nominees is reported in the definitive Information Statement furnished to all stockholders prior to the stockholders' meeting. In case a nominee is not included in the Final List, the Corporate Secretary shall accordingly advise, in writing, the nominating stockholder and his/her nominee.

(vii) Only nominees whose names appear on the Final List of Nominees shall be eligible for election as directors. No other nomination shall be entertained after the Final List of Nominees shall have been disclosed and submitted to the SEC and the PSE. No further nominations shall be entertained or allowed on the floor during the actual stockholders' meeting.

## Election Process

(i) The election of directors shall be part of the regular agenda for the annual stockholders meeting.

The election of directors shall be preceded by a presentation of the material information on the nominees, their profiles, attendance report, appraisal and performance report, compensation report and disclosures on self-dealings and related party transactions, if any;

(ii) At the annual meeting of stockholders, every stockholder entitled to vote shall have the right to vote the number of shares of stocks standing in his own name in the stock books of the corporation at the time of the meeting. In the election of directors, a stockholder may: (a) vote such number of shares for as many persons as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit, provided that the total number of votes cast shall not exceed the number of shares owned by the stockholder as shown in the books of the corporation multiplied by the whole number of directors to be elected.

(iii) No delinquent stock shall be voted.

(iv) If the number of the nominees does not exceed the number of directors to be elected, all the shares present or represented at the meeting will be cast by the Corporate Secretary in favor of the selected nominees. If the number of nominees exceeds the number of directors to be elected, voting will be done by ballot.

(v) The top eleven (11) nominees with the most number of votes will be declared as the elected directors.

(vi) Counting of votes in the ballots will be done by the Corporate Secretary (or his authorized representatives) with the assistance of the representatives of the external auditors and/or the stock transfer agent of the Company.

(vii) All votes attaching to the shares of stock owned by stockholders whose proxies were received by the Corporate Secretary will be cast in accordance with the instructions given or authority granted under the proxies.

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **HARVEY LAWRENCE N. DYCHIAO**, Filipino, of legal age and a resident of 929 Schuyler St., Addition Hills, Mandaluyong City, after having been duly sworn in accordance with law, declare that:

1. I am a nominee for Independent Director of Basic Energy Corporation (the Company) for the term 2020-2021 and have been the Independent Director of the Company and its subsidiaries, since 2016;
2. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Basic Energy Corporation as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other issuance of the Securities Exchange Commission (SEC) ;
3. I am not related to any director, officer or substantial shareholder of Basic Energy Corporation, or any of its related companies or any of its substantial shareholders, and I am not connected with any government office or agency or any government owned or controlled corporation;
4. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
5. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances; and
6. I shall inform the Corporate Secretary of Basic Energy Corporation of any changes in the above-mentioned information within five (5) days from its occurrence.

Executed on July 31, 2020 at Makati City.

**HARVEY LAWRENCE N. DYCHIAO**
Affiant

SUBSCRIBED AND SWORN to before me this AUG 03 2020, Affiant exhibiting to me his BIR TIN No.211-544-787-000.

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Series of 2020.

ATTY. ROBERT N. LLUZ
NOTARY PUBLIC
Until December 31, 2021
Appt. No. M-37, Makati City
IBP #092865 for 2020 - RSM
PTR #8112274, Jan. 02, 2020-Makati
S.C. Roll No. 58697
MCLE Compliance No. VI-0028451, 28 Aug. 2019
Unit 301 3rd Flr. Campos Rueda Bldg.
101 Urban Ave., Brgy. Pio del Pilar, Makati City

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **EDUARDO V. MANALAC**, Filipino, of legal age and a resident of Unit 18 B/C Phoenix Heights Condominium, Henry Javier Street, Pasig City, after having duly sworn in accordance with law, declare that:

1. I am a nominee for Independent Director of Basic Energy Corporation (the Company) for the term 2020-2021 and have been the Independent Director of the Company and its subsidiaries for the last five (5) years;
2. I am presently the President of TransEnergy International Limited and have been employed by this company since 2007;
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Basic Energy Corporation as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other issuance of the Securities Exchange Commission (SEC) ;
4. I am not related to any director, officer or substantial shareholder of Basic Energy Corporation, or any of its related companies or any of its substantial shareholders, and I am not connected with any government office or agency or any government owned or controlled corporation;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances; and
7. I shall inform the Corporate Secretary of Basic Energy Corporation of any changes in the above-mentioned information within five (5) days from its occurrence.

Executed on July 31, 2020 in Makati City.

EDUARDO V. MANALAC
Affiant

SUBSCRIBED AND SWORN to before me this AUG 03 2020, affiant exhibiting to me his BIR TIN No. 225-311-454.

Doc. No. 317
Page No. 65
Book No. 09
Series of 2020.

ATTY. ROBERT N. LUZ
NOTARY PUBLIC
Until December 31, 2021
Appt. No. M-37, Makati City
IBP #092865 for 2020 - RSM
PTR #8112274, Jan. 02, 2020-Makati
S.C. Roll No. 59597
MCLE Compliance No. VI-0028451, 28 Aug. 2019
Unit 301 3rd Flr. Campos Rueda Bldg.
101 Urban Ave., Brgy. Pio del Pilar, Makati City

**ANNEX ___**
(Notice of Annual Stockholders Meeting)

**REQUIREMENTS AND PROCEDURES FOR VOTING IN ABSENTIA AND PARTICIPATION VIA REMOTE COMMUNICATION AT THE ANNUAL STOCKHOLDERS MEETING OF BASIC ENERGY CORPORATION**

I. PARTICIPATION AND VOTING IN ABSENTIA OF STOCKHOLDERS

Stockholders of Basic Energy Corporation ("the Company") as of October 1, 2020 ("Stockholders") may participate and exercise their right to vote on the agenda items in the 2020 Annual Stockholders Meeting (ASM) of the Company, by remote communication and voting in absentia. Voting in absentia means that the Stockholders have the opportunity to vote during the ASM without being physically present during the meeting.

II. REGISTRATION OF STOCKHOLDERS AND PROXY HOLDERS

a. The right to participate and to vote are subject to the successful registration of the Stockholders with the Company's Stockholders Registration platform posted at the Company's website www.basicenergy.ph. The registration will run from October 1 up to the close of business hours on October 20, 2020. After this latter date, stockholders will no longer be allowed participate by remote communication nor vote in absentia at the ASM.

b. To register, the Stockholder and Proxy Holders shall be requested to create a Log In Account and provide the items enumerated below to prove his/her identity and his/her right to participate and vote in the ASM:

1) Stockholder Name ( First Name, Middle Name and Last Name);

2) Complete address;

3) E-mail address;

4) Contact number;

5) Digital copy of the front and back portions of the Stockholder's two (2) valid government-issued IDs (in JPG format) (which shall be attached to the registration from);

6) If the Stockholder has issued a Proxy in favor of another person, the proxy holder shall likewise input under his name items 1) to 5) above; and

7) If the Stockholder who has issued a Proxy is a corporate entity, the digital copy of the Stockholder's Secretary's Certificate and Proxy shall be attached to the registration form.

c. The Company reserves its right to require additional personal data or documents to ensure the identity and validate the right of the Stockholder or his/her Proxy to participate and vote in the ASM. At all times, the right of the Stockholder to the privacy of his/her personal data as provided in the Data Privacy Act shall be ensured.

d. The Stockholder and his/her proxy shall be advised by email acknowledging his/her registration, or should there be additional requirements needed by the Company.

e. The registration data and other requirements shall be validated by the Company upon submission of the complete registration requirements and not later than five (5) business days prior to the ASM.

f. Upon successful registration, the Stockholder, or his/her proxy, will be given access to the ASM live stream and will be required to log-in to his/her Account and his/her successful log-in shall be considered as attendance in the ASM and shall be considered in the determination of quorum in the ASM.

III. PARTICIPATION VIA REMOTE COMMUNICATION

a. Only the Stockholders, or their proxies, who have successfully registered with, and have logged in at the Company's website may be given access to the ASM livestream video service that will allow Stockholders or their proxies to participate in the ASM.
b. The Company will provide mechanisms to ensure that stockholders or their proxies have the opportunity to participate in the ASM, including the ability to read the presentations and hear substantially the discussions during the ASM.

c. Stockholders or their proxies may raise questions and clarifications on the agenda items.

d. Stockholders may request for access to the recorded webcast of the ASM by sending an email to the Acting Corporate Secretary at apgahol@basicenergy.ph.

IV. VOTING PROCEDURES

a. All agenda items indicated in the Notice of the Meeting will be set out in the digital absentee ballot and the registered Stockholder, or his/her proxy, may vote as follows:

1) For items other than the election of Directors, the registered Stockholder, or his/her proxy, will have the options to vote "For," "Against," or "Abstain." The vote is considered cast for all the registered Stockholder's shares.

2) For the election of Directors, the registered Stockholder, or his/her proxy, may vote for all nominees or cumulate his vote for one or some of the nominees provided that the total number of allowable votes will not exceed the number of shares multiplied by the number of Board seats (Number of Shares x 11 Directors= Number of Voting Shares).

b. Once the registered Stockholder, or his/her proxy, has finished voting on the Agenda items, he/she can proceed to submit his/her electronic ballot by clicking the 'Submit' button. After the electronic ballot has been submitted, the registered Stockholder or his/her proxy may no longer change his/her vote.

c. The integrity and secrecy of votes shall be protected. As such, all votes received will be tabulated and validated by the Office of the Corporate Secretary. The external auditors will also be present to validate the results.

d. The Acting Corporate Secretary shall report the results of voting during the meeting.

# COVER SHEET
for
## AUDITED FINANCIAL STATEMENTS

SEC Registration Number

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| 3 | 6 | 3 | 5 | 9 | | | | | | |

**COMPANY NAME**

BASIC ENERGY CORPORATION AND SUBSIDIARIES

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

7th Floor, Basic Petroleum Building, C. Palanca Jr. Street, Legaspi Village, Makati City

| Form Type | Department requiring the report | Secondary License Type, If Applicable |
|---|---|---|
| 17-A | CRMD | N/A |

**COMPANY INFORMATION**

| Company's Email Address | Company's Telephone Number | Mobile Number |
|---|---|---|
| basic@basicenergy.ph | (632) 8817-8596 & 98 | N/A |

| No. of Stockholders | Annual Meeting (Month / Day) | Fiscal Year (Month / Day) |
|---|---|---|
| 6,564 | Last Wednesday of June | 12/31 |

**CONTACT PERSON INFORMATION**

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

| Name of Contact Person | Email Address | Telephone Number/s | Mobile Number |
|---|---|---|---|
| Alain S. Pangan | aspangan@basicenergy.ph | (632) 8817-8596 | 0999-227-8352 |

**CONTACT PERSON's ADDRESS**

709 Coronado St., Hulo, Mandaluyong City

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

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

# INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
Basic Energy Corporation and Subsidiaries
7th Floor, Basic Petroleum Building
C. Palanca Jr. Street, Legaspi Village
Makati City

## Opinion

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

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

## Basis for Opinion

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

## Key Audit Matters

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

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to this matter.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Accounting for Investments in Associates
The Group owns 15% in both Vintage EPC Co., Ltd. (VEPC) and VTE International Construction Co., Ltd. (VINTER). These investments in associates are accounted for under the equity method. The accounting for these investments is significant to our audit because of the substantial amount of the Group's investment in and its share in net losses of associates. As of December 31, 2019, the investments in associates amounted to ₱198.59 million, and the Group's share in net losses of associates for the year then ended amounted to ₱22.09 million.

The relevant disclosures are presented in Note 10 to the consolidated financial statements.

*Audit response*

Our audit procedures included, among others, coordinating and instructing the statutory auditors of the associates to perform an audit on the relevant financial information of VEPC and VINTER for the purpose of the Group's consolidated financial statements. During the year, we discussed the risk assessment, audit strategy of the statutory auditors, as well as any significant developments in the associates. We reviewed the working papers of the statutory auditor, focusing on the procedures that will have an impact on the net loss of the Group. We recalculated the Group's share in net loss of associates based on the associates' audited financial statements.

Valuation of Investment Properties at Fair Value
The Group accounts for its investment properties, which consist of parcels of land, using the fair value model. The Group engaged an appraiser in 2019 to estimate the fair values of the investment properties as at December 31, 2019. The determination of the fair values of these investment properties involves significant management judgment and consideration of various inputs to the estimation. The valuation also requires the assistance of professionally qualified external appraiser whose calculations also depend on certain assumptions such as sales and listing of comparable properties registered within the vicinity and adjustments to sales price based on internal and external factors. Furthermore, the investment properties represented 29% of the consolidated total assets as at December 31, 2019. Accordingly, we considered the valuation of investment properties as a key audit matter.

The Group's disclosures about investment properties are presented in Note 11 to the consolidated financial statements.

*Audit response*

We considered the competence, objectivity and capabilities of the external appraiser given its qualifications, experience and reporting responsibilities. We reviewed the methodology and assumptions used in the valuation of the investment properties. We assessed the methodology adopted by referencing to common valuation models and evaluated key inputs used in the valuation, specifically size, characteristics of lot, location and quality, as well as, listings of comparable properties by reference to historical data and comparable properties. We inquired from the external appraiser the basis of adjustments made to the sales price. We also reviewed the disclosures relating to investment properties.

Recoverability of Deferred Exploration Costs
Under PFRS 6, *Exploration for and Evaluation of Mineral Resources*, the Group's deferred exploration costs shall be assessed for impairment when facts and circumstances suggest that the carrying amounts exceed the recoverable amounts. The ability of the Group to recover its deferred exploration costs depends on the success of exploration for and evaluation of geothermal and other renewable resources in

the specific area. Deferred exploration costs amounted to ₱6.01 million as at December 31, 2019, which pertains to the Group's participating interest in a geothermal service contract. In 2019, the Group recognized impairment loss of deferred exploration costs amounting to ₱114.55 million. We considered this as a key audit matter in view of the materiality of this account and the significant management judgment required when performing an impairment assessment.

Information about the Group's deferred exploration costs are presented in Note 12 to the consolidated financial statements.

*Audit response*

We obtained management's assessment on whether there is any indication that deferred exploration costs may be impaired. We reviewed the Department of Energy correspondence in relation to the status of each exploration project as at December 31, 2019. We also inspected service contracts and the relevant joint operations agreement for each of the exploration projects to determine that the period for which the Group has the right to explore in the specific area has not expired or is not expiring in the near future. We also read the minutes of the meetings of the Group's Board of Directors for the discussion of management plans and significant developments on the service contracts or of any concession areas that are expected to be abandoned or any exploration activities that are planned to be discontinued in those areas.

**Other Information**

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

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

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

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

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

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

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

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

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

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

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Leovina Mae V. Chu.

SYCIP GORRES VELAYO & CO.

Leovina Mae V. Chu

Leovina Mae V. Chu
Partner
CPA Certificate No. 99910
SEC Accreditation No. 1712-A (Group A),
October 18, 2018, valid until October 17, 2021
Tax Identification No. 209-316-911
BIR Accreditation No. 08-001998-96-2018,
February 2, 2018, valid until February 1, 2021
PTR No. 8125319, January 7, 2020, Makati City

June 24, 2020

## BASIC ENERGY CORPORATION AND SUBSIDIARIES
## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

| | December 31 | |
|---|---|---|
| | **2019** | 2018 |
| **ASSETS** | | |
| **Current Assets** | | |
| Cash and cash equivalents (Note 6) | **₱106,866,340** | ₱42,093,952 |
| Receivables (Note 7) | **35,134,155** | 130,142,483 |
| Refundable deposit (Note 8) | **22,530,549** | 16,183,711 |
| Prepayments and other current assets | **2,811,863** | 1,718,799 |
| **Total Current Assets** | **167,342,907** | 190,138,945 |
| **Noncurrent Assets** | | |
| Financial assets at FVOCI (Note 9) | **47,203,112** | 44,336,517 |
| Investments in associates (Note 10) | **198,591,257** | 212,299,344 |
| Investment properties (Note 11) | **174,708,000** | 160,879,000 |
| Deferred exploration costs (Note 12) | **6,013,928** | 120,272,893 |
| Property and equipment (Note 13) | | |
| At cost | **1,332,455** | 17,730,064 |
| At revalued amount | **–** | 23,302,327 |
| Other noncurrent assets - net of accumulated amortization amounting to ₱69,143 and ₱45,757 in 2019 and 2018, respectively | **5,386,406** | 15,955,344 |
| **Total Noncurrent Assets** | **433,235,158** | 594,775,489 |
| **TOTAL ASSETS** | **₱600,578,065** | ₱784,914,434 |
| **LIABILITIES AND EQUITY** | | |
| **Current Liabilities** | | |
| Accounts payable and accrued expenses (Note 14) | **₱19,455,160** | ₱7,793,553 |
| Loan payable (Note 15) | **–** | 50,000,000 |
| Dividends payable | **888,714** | 888,714 |
| Income tax payable | **–** | 216,908 |
| **Total Current Liabilities** | **20,343,874** | 58,899,175 |
| **Noncurrent Liabilities** | | |
| Accrued retirement benefits (Note 20) | **14,329,068** | 7,867,346 |
| Deferred income tax liabilities (Note 21) | **8,172,691** | 16,914,966 |
| **Total Noncurrent Liabilities** | **22,501,759** | 24,782,312 |
| **Total Liabilities** | **42,845,633** | 83,681,487 |

(Forward)

| | December 31 | |
|---|---|---|
| | **2019** | 2018 |
| **Equity Attributable to Equity Holders of the Parent Company** | | |
| Common stock (Note 16) | **₱703,848,178** | ₱703,848,178 |
| Additional paid-in capital (Note 16) | **42,021,503** | 42,021,503 |
| Equity reserve on acquisition of non-controlling interest (Note 16) | **(53,945,929)** | (53,945,929) |
| Other comprehensive income: | | |
| Net unrealized gains on changes in fair value of financial assets at FVOCI (Note 9) | **4,049,974** | 1,183,379 |
| Remeasurement gains on accrued retirement benefits (Note 20) | **70,373** | 1,751,984 |
| Cumulative translation adjustment (CTA) | **(4,410,950)** | (4,374,615) |
| Share in cumulative translation adjustments of associates (Note 10) | **29,010,641** | 23,412,782 |
| Revaluation increment in office condominium (Note 13) | **–** | 15,747,863 |
| Deficit | **(150,590,034)** | (15,810,752) |
| | **570,053,756** | 713,834,393 |
| Treasury stock - at cost (Note 16) | **(3,240,000)** | (3,240,000) |
| **Equity Attributable to Equity Holders of the Parent Company** | **566,813,756** | 710,594,393 |
| **Equity Attributable to Non-controlling Interests** (Note 16) | **(9,081,324)** | (9,361,446) |
| **Total Equity** | **557,732,432** | 701,232,947 |
| **TOTAL LIABILITIES AND EQUITY** | **₱600,578,065** | ₱784,914,434 |

*See accompanying Notes to Consolidated Financial Statements.*

# BASIC ENERGY CORPORATION AND SUBSIDIARIES
# CONSOLIDATED STATEMENTS OF INCOME

| | Years Ended December 31 | | |
|---|---|---|---|
| | **2019** | 2018 | 2017 |
| **INCOME** | | | |
| Fair value adjustment on investment properties (Note 11) | **₱13,829,000** | ₱21,394,000 | ₱– |
| Management fee (Note 18) | **6,726,220** | 2,967,471 | – |
| Interest income (Note 17) | **3,571,744** | 2,071,143 | 3,292,064 |
| Foreign exchange gains | **1,088,764** | 9,077,983 | 144,186 |
| Dividend income (Note 9) | **1,440** | 1,280 | 3,625,953 |
| Share in net earnings of associates (Note 10) | **–** | 14,269,749 | – |
| Reversal of allowance for impairment on receivables (Note 7) | **–** | 590,941 | – |
| Gain on sale of AFS financial assets (Note 9) | **–** | – | 1,680,256 |
| | **25,217,168** | 50,372,567 | 8,742,459 |
| **EXPENSES AND CHARGES** | | | |
| Loss on: | | | |
| Impairment of deferred exploration costs (Note 12) | **114,550,426** | 2,946,624 | – |
| Sale of properties and equipment (Note 13) | **9,913,857** | – | – |
| Write-off of receivable (Note 7) | **3,932,648** | – | – |
| Impairment of other assets | **3,253,070** | – | – |
| Sale of investment property (Note 11) | **–** | 10,728,788 | – |
| Impairment of goodwill | **–** | 3,757,602 | – |
| General and administrative expenses (Note 19) | **68,392,341** | 55,976,942 | 55,655,931 |
| Share in net losses of associates (Note 10) | **22,093,688** | – | – |
| Foreign exchange losses | **1,379,923** | – | 1,375,008 |
| Interest expense (Note 15) | **886,473** | 3,415,799 | 444,792 |
| | **224,402,426** | 76,825,755 | 57,475,731 |
| **LOSS BEFORE INCOME TAX** | **199,185,258** | 26,453,188 | 48,733,272 |
| **PROVISION FOR (BENEFIT FROM) INCOME TAX** (Note 21) | | | |
| Current: | | | |
| Final tax | **702,717** | 409,192 | 648,738 |
| Income tax | **186,069** | 216,908 | 11,800 |
| | **888,786** | 626,100 | 660,538 |
| Deferred | **(2,260,358)** | (1,307,005) | 8,850,560 |
| | **(1,371,572)** | (680,905) | 9,511,098 |
| **NET LOSS** | **₱197,813,686** | ₱25,772,283 | ₱58,244,370 |
| **NET LOSS (INCOME) ATTRIBUTABLE TO:** | | | |
| Equity holders of the Parent Company | **₱198,093,808** | ₱25,121,623 | ₱58,104,275 |
| Non-controlling interests (Note 16) | **(280,122)** | 650,660 | 140,095 |
| | **₱197,813,686** | ₱25,772,283 | ₱58,244,370 |
| **LOSS PER SHARE** (Note 22) | | | |
| Basic/Diluted | **₱0.070** | ₱0.009 | ₱0.022 |

*See accompanying Notes to Consolidated Financial Statements.*

## BASIC ENERGY CORPORATION AND SUBSIDIARIES
## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| | Years Ended December 31 | | |
|---|---|---|---|
| | **2019** | 2018 | 2017 |
| **NET LOSS** | **₱197,813,686** | ₱25,772,283 | ₱58,244,370 |
| **OTHER COMPREHENSIVE INCOME (LOSS)** | | | |
| Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods: | | | |
| Share in cumulative translation adjustments of associates (Note 10) | **6,585,716** | 27,544,449 | – |
| Income tax effect | **(987,857)** | (4,131,667) | – |
| | **5,597,859** | 23,412,782 | – |
| Unrealized gain (loss) on changes in fair value of: | | | |
| Financial assets at FVOCI (Note 9) | **2,455,481** | (2,214,611) | – |
| AFS financial assets (Note 9) | **–** | – | (2,740,758) |
| Movement in cumulative translation adjustments | **(36,335)** | 48,680 | 974,805 |
| | **8,017,005** | 21,246,851 | (1,765,953) |
| Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods: | | | |
| Revaluation increment in office condominium (Note 13) | **42,076,029** | – | – |
| Income tax effect | **(12,622,809)** | – | – |
| | **29,453,220** | – | – |
| Unrealized gain on changes in fair value of financial assets at FVOCI (Note 9) | **411,114** | 500,000 | – |
| Remeasurement gain (losses) on accrued retirement benefits (Note 20) | **(2,402,301)** | (587,334) | 9,805,648 |
| Income tax effect | **720,690** | 176,200 | (2,941,694) |
| | **(1,681,611)** | (411,134) | 6,863,954 |
| | **28,182,723** | 88,866 | 6,863,954 |
| **OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX** | **36,199,728** | 21,335,717 | 5,098,001 |
| **TOTAL COMPREHENSIVE LOSS** | **₱161,613,958** | ₱4,436,566 | ₱53,146,369 |
| **TOTAL COMPREHENSIVE LOSS (INCOME) ATTRIBUTABLE TO:** | | | |
| Equity holders of the Parent Company | **₱161,894,080** | (₱3,785,906) | ₱53,105,883 |
| Non-controlling interests | **(280,122)** | (650,660) | 40,486 |
| | **₱161,613,958** | ₱4,436,566 | ₱53,146,369 |

*See accompanying Notes to Consolidated Financial Statements.*

# BASIC ENERGY CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

### FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017

| | Equity Attributable to Equity Holders of the Parent Company | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | **Common Stock** (Note 16) | **Additional Paid-in Capital** (Note 16) | **Equity Reserve on Acquisition of Non-controlling Interest** (Note 16) | **Deposit for Future Stock Subscription** (Note 16) | **Revaluation Increment in Office Condominium** (Note 13) | **Net Unrealized Gain (Loss) on Changes in Fair Value of Financial Assets at FVOCI and AFS Financial Assets** (Note 9) | **Remeasurement Gain (Loss) on Accrued Retirement Benefits** (Note 20) | **Cumulative Translation Adjustment** | **Share in Cumulative Translation Adjustments of Associates** (Note 10) | **Retained Earnings (Deficit)** | **Treasury Stock** (Note 16) | **Equity Attributable to Equity Holders of the Parent Company** | **Equity Attributable to Non-controlling Interests (NCI)** (Note 16) | **Total Equity** |
| **Balances at December 31, 2016** | **₱640,029,628** | **₱32,699,360** | **₱–** | **₱13,941,078** | **₱18,845,804** | **₱5,638,748** | **(₱4,700,836)** | **(₱5,298,491)** | **₱–** | **₱64,317,205** | **(₱3,240,000)** | **₱762,232,496** | **(₱63,021,852)** | **₱699,210,644** |
| Net loss | – | – | – | – | – | – | – | – | – | (58,104,275) | – | (58,104,275) | (140,095) | (58,244,370) |
| Other comprehensive income (loss), net of tax | – | – | – | – | – | (2,740,758) | 6,863,954 | 875,196 | – | – | – | 4,998,392 | 99,609 | 5,098,001 |
| Total comprehensive income (loss) | – | – | – | – | – | (2,740,758) | 6,863,954 | 875,196 | – | (58,104,275) | – | (53,105,883) | (40,486) | (53,146,369) |
| Issuance of capital stock | 26,204,083 | – | – | – | – | – | – | – | – | – | – | 26,204,083 | – | 26,204,083 |
| Share issue cost | – | (131,020) | – | – | – | – | – | – | – | – | – | (131,020) | – | (131,020) |
| Conversion of deposit for future subscription to capital stock | 10,891,467 | 3,049,611 | – | (13,941,078) | – | – | – | – | – | – | – | – | – | – |
| Excess of acquisition cost over carrying value of non-controlling interest | – | – | (53,945,929) | – | – | – | – | – | – | – | – | (53,945,929) | 54,351,552 | 405,623 |
| Transfer of portion of revaluation increment realized through depreciation | – | – | – | – | (1,548,971) | – | – | – | – | 1,548,971 | – | – | – | – |
| **Balances at December 31, 2017** | **677,125,178** | **35,617,951** | **(53,945,929)** | **–** | **17,296,833** | **2,897,990** | **2,163,118** | **(4,423,295)** | **–** | **7,761,901** | **(3,240,000)** | **681,253,747** | **(8,710,786)** | **672,542,961** |
| Net loss | – | – | – | – | – | – | – | – | – | (25,121,623) | – | (25,121,623) | (650,660) | (25,772,283) |
| Other comprehensive income (loss), net of tax | – | – | – | – | – | (1,714,611) | (411,134) | 48,680 | 23,412,782 | – | – | 21,335,717 | – | 21,335,717 |
| Total comprehensive income (loss) | – | – | – | – | – | (1,714,611) | (411,134) | 48,680 | 23,412,782 | (25,121,623) | – | (3,785,906) | (650,660) | (4,436,566) |
| Issuance of capital stock | 26,723,000 | 6,670,782 | – | – | – | – | – | – | – | – | – | 33,393,782 | – | 33,393,782 |
| Share issuance cost | – | (267,230) | – | – | – | – | – | – | – | – | – | (267,230) | – | (267,230) |
| Transfer of portion of revaluation increment realized through depreciation | – | – | – | – | (1,548,970) | – | – | – | – | 1,548,970 | – | – | – | – |
| **Balances at December 31, 2018** | **703,848,178** | **42,021,503** | **(53,945,929)** | **–** | **15,747,863** | **1,183,379** | **1,751,984** | **(4,374,615)** | **23,412,782** | **(15,810,752)** | **(3,240,000)** | **710,594,393** | **(9,361,446)** | **701,232,947** |
| Net loss | – | – | – | – | – | – | – | – | – | (198,093,808) | – | (198,093,808) | 280,122 | (197,813,686) |
| Other comprehensive income (loss), net of tax | – | – | – | – | 29,453,220 | 2,866,595 | (1,681,611) | (36,335) | 5,597,859 | – | – | 36,199,728 | – | 36,199,728 |
| Total comprehensive income (loss) | – | – | – | – | 29,453,220 | 2,866,595 | (1,681,611) | (36,335) | 5,597,859 | (198,093,808) | – | (161,894,080) | 280,122 | (161,613,958) |
| Transfer of additional revaluation increment during the year realized through sale | – | – | – | – | (43,804,902) | – | – | – | – | 61,319,982 | – | 17,515,080 | – | 17,515,080 |
| Transfer of portion of revaluation increment realized through depreciation | – | – | – | – | (1,396,181) | – | – | – | – | 1,994,544 | – | 598,363 | – | 598,363 |
| **Balances at December 31, 2019** | **₱703,848,178** | **₱42,021,503** | **(₱53,945,929)** | **₱–** | **₱–** | **₱4,049,974** | **₱70,373** | **(₱4,410,950)** | **₱29,010,641** | **(₱150,590,034)** | **(₱3,240,000)** | **₱566,813,756** | **(₱9,081,324)** | **₱557,732,432** |

*See accompanying Notes to Consolidated Financial Statements.*

## BASIC ENERGY CORPORATION AND SUBSIDIARIES
## CONSOLIDATED STATEMENTS OF CASH FLOWS

| | Years Ended December 31 | | |
|---|---|---|---|
| | **2019** | 2018 | 2017 |
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | |
| Loss before income tax | **(₱199,185,258)** | (₱26,453,188) | (₱48,733,272) |
| Adjustments for: | | | |
| Loss on: | | | |
| Impairment of deferred exploration costs (Note 12) | **114,550,426** | 2,946,624 | – |
| Sale of property and equipment (Note 13) | **9,913,857** | – | – |
| Write-off of receivable (Note 7) | **3,932,648** | – | – |
| Sale of investment properties (Note 11) | **–** | 10,728,788 | – |
| Impairment of goodwill | **–** | 3,757,602 | – |
| Share in net loss (earnings) of associates (Note 10) | **22,093,688** | (14,269,749) | – |
| Fair value adjustment on investment properties (Note 11) | **(13,829,000)** | (21,394,000) | – |
| Depreciation and amortization (Note 13) | **4,811,738** | 5,242,050 | 5,421,968 |
| Retirement expense (Note 20) | **4,059,421** | 4,220,882 | 6,452,891 |
| Interest income (Note 17) | **(3,571,744)** | (2,071,143) | (3,292,064) |
| Impairment of other assets | **3,253,070** | – | – |
| Unrealized foreign exchange losses (gain) - net | **1,379,923** | (1,488,509) | 1,375,008 |
| Interest expense (Note 15) | **886,473** | 3,415,799 | 444,792 |
| Dividend income (Note 9) | **(1,440)** | (1,280) | (3,625,953) |
| Reversal of impairment loss on receivable (Note 7) | **–** | (590,941) | – |
| Gain on sale of AFS financial assets (Note 9) | **–** | – | (1,680,256) |
| Operating loss before working capital changes | **(51,706,198)** | (35,957,065) | (43,636,886) |
| Decrease (increase) in: | | | |
| Receivables | **93,277,442** | (5,978,297) | (761,717) |
| Prepayments and other current assets | **(1,093,064)** | (270,594) | (3,896,401) |
| Increase (decrease) in accounts payable and accrued expenses | **12,361,607** | 813,593 | (236,261) |
| Cash generated from (used in) operations | **52,839,787** | (41,392,363) | (48,531,265) |
| Interest received | **3,569,260** | 2,227,454 | 3,079,342 |
| Income taxes paid | **(2,364,144)** | (420,992) | (656,162) |
| Contribution to the retirement fund (Note 20) | **–** | – | (7,000,000) |
| Net cash flows from (used in) operating activities | **54,044,903** | (39,585,901) | (53,108,085) |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | |
| Proceeds from sale of: | | | |
| Property and equipment | **64,247,361** | – | – |
| Investment properties | **–** | 4,124,183 | – |
| AFS financial assets | **–** | – | 88,210,256 |
| Net receipt (payment) of refundable deposits (Note 8) | **(7,243,472)** | 22,819,500 | (171,712,161) |
| Additions to: | | | |
| Investments in associates (Notes 8 and 10) | **(1,799,885)** | (32,235,151) | – |
| Deferred exploration costs (Note 12) | **(291,461)** | (8,561,261) | (29,873,551) |
| Property and equipment (Note 13) | **(17,195)** | (179,098) | (3,249,645) |
| Dividends received | **1,440** | 1,280 | 4,414,206 |
| Decrease (increase) in other noncurrent assets | **7,292,482** | (3,037,566) | (1,865,043) |
| Net cash flows from (used in) investing activities | **62,189,270** | (17,068,113) | (114,075,938) |

(Forward)

| | Years Ended December 31 | | |
|---|---|---|---|
| | **2019** | 2018 | 2017 |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | |
| Payment of loan (Note 15) | **(₱50,000,000)** | ₱– | ₱– |
| Interest paid (Note 15) | **(886,473)** | (3,415,799) | (444,792) |
| Proceeds from: | | | |
| Loan availment (Note 15) | **–** | – | 50,000,000 |
| Issuance of capital stock (Note 16) | **–** | 26,455,770 | 26,073,063 |
| Advances from stockholder (Note 18) | **–** | – | 6,670,782 |
| Net cash flows from (used in) financing activities | **(50,886,473)** | 23,039,971 | 82,299,053 |
| **NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS** | **65,347,700** | (33,614,043) | (84,884,970) |
| **EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS** | **(575,312)** | 678,611 | 288,473 |
| **CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR** | **42,093,952** | 75,029,384 | 159,625,881 |
| **CASH AND CASH EQUIVALENTS AT END OF YEAR** | **₱106,866,340** | ₱42,093,952 | ₱75,029,384 |

*See accompanying Notes to Consolidated Financial Statements.*

# BASIC ENERGY CORPORATION AND SUBSIDIARIES
# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 1. Corporate Information and Authorization for the Issuance of the Consolidated Financial Statements

Corporate Information

Basic Energy Corporation (the Parent Company) was incorporated under the laws of the Republic of the Philippines and registered in the Philippine Securities and Exchange Commission (SEC) on September 19, 1968. The Parent Company is listed in the Philippine Stock Exchange (PSE) and is the ultimate parent of the Group.

The Parent Company and its subsidiaries (collectively referred to as the Group) are engaged in various business activities in the energy sector. On August 10, 2007, the Philippine SEC approved the amendment of the Parent Company's primary and secondary purposes, transforming the Parent Company into a holding company with diversified business interests in the different fields of renewable energy and alternative fuels, while pursuing its core business in oil and gas exploration and development.

The PSE has issued a memorandum stating the sector and subsector reclassification of the Parent Company. From Oil subsector of the Mining and Oil Sector, it has been changed to Electricity, Energy, Power and Water subsector of the Industrial sector. This is the result of PSE's review of the Parent Company's plans and prospects, and in consideration of the Parent Company's recent developments and change in business activity. The reclassification took effect on October 24, 2017.

On April 10, 2019, SEC approved the amendment of Article Four of the Parent Company's Amended Articles of Incorporation for the extension of its corporate life for 50 years from and after September 19, 2019.

The Parent Company's registered business address is 7th Floor, Basic Petroleum Building, C. Palanca Jr. Street, Legaspi Village, Makati City.

Authorization for the Issuance of the Consolidated Financial Statements

The consolidated financial statements as at December 31, 2019 and 2018 and for the years ended December 31, 2019, 2018 and 2017, were authorized for issue by the Board of Directors (BOD) on June 24, 2020.

## 2. Basis of Preparation, Basis of Consolidation and Statement of Compliance

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for quoted financial assets at fair value through other comprehensive income (FVOCI) and investment properties that have been measured at fair value and office condominium that has been measured at revalued amounts. The consolidated financial statements are presented in Philippine Peso (₱), which is the Group's functional currency. Amounts are rounded off to the nearest Philippine Peso unless otherwise indicated.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as at December 31, 2019 and 2018, and for the years ended December 31, 2019, 2018 and 2017.
*Subsidiaries*. Subsidiaries are entities over which the Parent Company has control.

The Parent Company controls an investee if, and only if, the Parent Company has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

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

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

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

Consolidated statement of income and each component of consolidated statement of comprehensive income are attributed to the equity holders of the Parent Company and to the non-controlling interest (NCI) even if this results in the NCI having a deficit balance.

The ownership of the Parent Company over the following subsidiaries as at December 31, 2019 and 2018 are as follows:

| Subsidiaries | % of Ownership | County of Incorporation | Nature of Business |
|---|---|---|---|
| Basic Diversified Industrial Holdings, Inc. (BDIHI) | 100.00 | Philippines | Investment holding |
| iBasic, Inc. (iBasic) | 100.00 | Philippines | Information technology |
| Basic Renewables, Inc. (BRI) | 100.00 | Philippines | Exploration, development and utilization of renewable energy resources |
| Basic Biofuels Corporation (BBC) | 100.00 | Philippines | Development of biofuels |
| Basic Geothermal Energy Corporation (BGEC) | 100.00 | Philippines | Exploration and development of geothermal energy resources |
| Grandway Group Limited (Grandway) | 100.00 | Hong Kong | Investment holding |
| PT Basic Energi Solusi (PT BES) | 95.00 | Indonesia | Oil exploration |
| Southwest Resources, Inc. (SRI) | 72.58 | Philippines | Oil exploration and investment holding |

*NCI.* NCI represents interest in a subsidiary that is not owned, directly or indirectly, by the Parent Company.

NCI represents the portion of profit or loss and the net assets not held by the Group. Transactions with NCI are accounted for using the entity concept method whereby the difference between the consideration and the book value of the share in net assets is recognized as an equity transaction.

NCI represents the 27.42% direct equity interest in the net assets of SRI and 5.00% indirect equity interest in the net assets of PT BES as at December 31, 2019 and 2018.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any NCI
- Derecognizes the cumulative translation differences, recognized in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the Parent Company's share of components previously recognized in other comprehensive income (OCI) to profit or loss or retained earnings, as appropriate.

All intra-group balances, transactions, income and expenses, and profits and losses resulting from intra-group transactions that are recognized in assets are eliminated in full.

Statement of Compliance
The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRSs).

## 3. Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2019. Adoption of these pronouncements did not have any significant impact on the Group's financial position or performance.

- PFRS 16, *Leases*
- Philippine Interpretation IFRIC-23, *Uncertainty over Income Tax Treatments*
- Amendments to PFRS 9, Prepayment Features with Negative Compensation
- Amendments to Philippine Accounting Standards (PAS) 19, *Employee Benefits*, Plan Amendment, Curtailment or Settlement
- Amendments to PAS 28, Long-term Interests in Associates and Joint Ventures
- Annual Improvements to PFRSs 2015–2017 Cycle
  - Amendments to PFRS 3, *Business Combinations*, and PFRS 11, *Joint Arrangements*, Previously Held Interest in a Joint Operation
  - Amendments to PAS 12, Income Tax Consequences of Payments on Financial Instruments Classified as Equity
  - Amendments to PAS 23, *Borrowing Costs*, Borrowing Costs Eligible for Capitalization

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

*Effective Beginning on or after January 1, 2020*

- Amendments to PFRS 3, Definition of a Business
- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, Definition of Material

*Effective Beginning on or after January 1, 2021*

- PFRS 17, *Insurance Contracts*

*Deferred Effectivity*

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

## 4. **Summary of Significant Accounting Policies**

Presentation of Consolidated Financial Statements
The Group has elected to present all items of recognized income and expense in two statements: a statement displaying components of profit or loss (consolidated statement of income) and a second statement beginning with profit or loss and displaying components of other comprehensive income (OCI; consolidated statement of comprehensive income).

Current versus Noncurrent Classification
The Group presents assets and liabilities in the consolidated statement of financial position based on current/noncurrent classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within 12 months after the end of the financial reporting period; or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least 12 months after the end of the financial reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the end of the financial reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the end of the financial reporting period.

The Group classifies all other liabilities as noncurrent.

Fair Value Measurement

The Group measures financial assets at FVOCI and investment properties, at fair value at each end of the reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to the Group.

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

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to quoted market close prices at the close of business at the end of the financial reporting period.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include comparison to similar investments for which market observable prices exist and discounted cash flow (DCF) analysis or other valuation models.

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

An analysis of the fair values of financial assets at FVOCI and investment properties and further details as to how they are measured are provided in Note 25.

Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash in banks earn interest at floating rates based on daily bank deposit rate.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and are subject to an insignificant risk of change in value.

Financial Instruments (Prior to Adoption of PFRS 9)

*Date of Recognition*. The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date (i.e., the date that the Parent Company commits to purchase or sell the asset).

*Initial Recognition and Measurement.* The Group determines the classification of financial instruments at initial recognition and where allowed and appropriate, re-evaluates this designation at every end of the financial reporting period.

Financial instruments are recognized initially at fair value. Directly attributable transaction costs are included in the initial measurement of all financial assets and financial liabilities, except for financial instruments at fair value through profit or loss (FVPL).

- *Financial Assets*. Financial assets within the scope of PAS 39 are classified into the following categories: financial assets at FVPL, loans and receivables, held-to-maturity (HTM) investments, and available-for-sale (AFS) financial assets or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The classification depends on the purpose for which the investments were acquired and whether they are quoted in an active market.

- *Financial Liabilities*. Also under PAS 39, financial liabilities are classified as financial liabilities at FVPL, derivatives designated as hedging instruments in an effective hedge, or as other financial liabilities. The Group determines the classification at initial recognition and, where allowed and appropriate, re-evaluates such designation at every financial reporting date.

  Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual agreement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are reported as expenses or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

*Subsequent Measurement*. The subsequent measurement of financial assets and liabilities depends on their classification as follows:

- *Loans and Receivables*. Loans and receivables are nonderivative financial assets with fixed or determinable payments and fixed maturities that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. After initial measurement, such financial assets are subsequently measured in the consolidated statement of financial position at amortized cost using the effective interest rate (EIR) method, less any provision for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of EIR. The losses arising from impairment are recognized in the consolidated statement of income when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Loans and receivables are included in current assets if maturity is within 12 months from the financial reporting date or within the Parent Company's operating cycle. Otherwise, these are classified as noncurrent assets.

- *AFS Financial Assets*. AFS financial assets include investments in equity and debt securities. Equity investments classified as AFS financial assets are those which are neither classified as held for trading nor designated at FVPL. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

  After initial measurement, AFS financial assets are subsequently measured at fair value with unrealized gains or losses recognized in the consolidated statement of comprehensive income in the "Net unrealized gain on changes in fair value of AFS financial assets" account until the investment is derecognized, at which time the cumulative gain or loss is recognized in the consolidated statement of income, or determined to be impaired, at which time the cumulative loss is reclassified to consolidated statement of income and removed from OCI.

  The Group evaluated its AFS financial assets whether the ability and intention to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intention to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances.

  Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or until maturity. Reclassification to the HTM category is permitted only when the entity has the ability and intention to hold the financial asset accordingly.

  For a financial asset reclassified out of the AFS financial assets category, any previous gain or loss on that asset that has been recognized in equity is amortized to the consolidated statement of income over the remaining life of the investment using the EIR method. Any difference between the new amortized cost and the expected cash flows is also amortized over the remaining life of the asset using the EIR. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to consolidated statement of income.

- *Other Financial Liabilities*. Issued financial instruments or their components which are not designated as at FVPL are classified as other financial liabilities, where the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

  The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole, the amount separately determined as the fair value of the liability component on the date of issue.

  After initial measurement, other financial liabilities are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the EIR. Other financial liabilities are classified as current liabilities when it is expected to be settled within 12 months from the end of the reporting period or the Group does not have an unconditional right to defer settlement of the liabilities for at least 12 months from the end of the reporting period.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization shall be included as income or charges in the consolidated statement of income.

Other financial liabilities are included in current liabilities if settlement is to be made within 12 months from the financial reporting date. Otherwise, these are classified as noncurrent liabilities.

<u>Impairment of Financial Assets (Prior to Adoption of PFRS 9)</u>
The Group assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event'), has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

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

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The present value of the estimated future cash flows is discounted at the financial assets' original EIR.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in the consolidated statement of income. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of "Interest income" in the consolidated statement of income.

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

In relation to receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through the use of an allowance account. Impaired receivables are derecognized when they are assessed as uncollectible.

*AFS Financial Assets.* For AFS financial assets, the Group assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired.

In case of equity investments classified as AFS financial assets, this would include a significant or prolonged decline in the fair value of the investments below its cost. The determination of what is "significant" or "prolonged" requires judgment. The Group treats "significant" as 20% or more and "prolonged" as greater than 12 months for quoted equity securities. Where there is evidence of impairment, the cumulative loss measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in consolidated statement of comprehensive income is removed from OCI and recognized in consolidated statement of income.

Impairment losses on equity investments are not reversed through consolidated statement of income while increases in the fair value after impairment are recognized directly in equity.

In the case of debt instruments classified as AFS financial assets, impairment is assessed based on the same criteria as financial assets carried at amortized cost. Interest continues to be accrued at the original effective interest rate on the reduced carrying amount of the asset and is recorded as a component of "Interest income" account in the consolidated statement of income. If, subsequently, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in consolidated statement of income, the impairment loss is reversed through consolidated statement of income.

Financial Instruments (Upon Adoption of PFRS 9)
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

*Financial Instruments: Financial Assets*

*Initial Recognition and Measurement.* Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, FVOCI, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

*Subsequent Measurement.* For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

*Financial assets at Amortized Cost (Debt Instruments).* The Group measures financial assets at amortized cost if both of the following conditions are met:

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

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost includes "Cash and cash equivalents", "Receivables", and "Refundable deposits" in the consolidated statement of financial position.

*Financial Assets at Fair Value through OCI (Debt Instruments).* The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at fair value through OCI, interest income is recognized in the consolidated statement of income while foreign exchange revaluation and impairment losses or reversals are recognized in the consolidated statement of comprehensive income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

The Group's debt instruments at fair value through OCI includes investments in quoted debt instruments.

*Financial Assets at Fair Value through OCI (Equity Instruments).* Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the consolidated statement of income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably its investments in unquoted equity securities under this category.

*Impairment of Financial Assets*. The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

*Financial Instruments: Financial Liabilities*

*Initial Recognition and Measurement.* Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss (FVTPL), loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include "Accounts payable and accrued expenses", "Loan payable", "Dividends payable" and other obligations that meet the above definition (other than liabilities covered by other accounting standards).

*Subsequent Measurement - Loans and Borrowings.* This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs under the "Interest expense" in the consolidated statement of comprehensive income.

<u>Derecognition of Financial Assets and Financial Liabilities (Prior to Adoption of PFRS 9)</u>

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

- the rights to receive cash flows from the asset have expired;

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

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group’s continuing involvement is the amount of the transferred asset that the Group may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, the extent of the Group’s continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

*Financial Liabilities*. A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

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

<u>Investments in Associates</u>
An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Group’s investments in its associates are accounted for using the equity method.

Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group’s share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The consolidated statement of income reflects the Group's share of the results of operations of the associates. Any change in other comprehensive income of those investees is presented as part of the Group's other comprehensive income. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associates.

The financial statements of the associates are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the loss in the consolidated statement of income.

Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

Value-added Tax (VAT)
Revenues, expenses and assets are recognized net of the amount of VAT, if applicable. When VAT from sales of services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position to the extent of the recoverable amount.

Investment Properties
Investment properties, consisting of parcels of land owned by the Group, are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in the consolidated statement of income in the year in which they arise.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses from derecognition of an investment property are recognized in consolidated statement of income in the year of retirement or disposal.

Property and Equipment
Property and equipment, other than office condominium, are carried at cost less accumulated depreciation and amortization and any impairment in value.

Office condominium is carried at revalued amount less depreciation and any impairment in value charged subsequent to the date of the revaluation. Valuations are performed frequently enough to ensure that the fair value of revalued asset does not differ materially from its carrying amount.

Any revaluation increment is credited to the "Revaluation increment in office condominium" account in the equity section of the consolidated statement of financial position, net of the related deferred income tax liability. An annual transfer from the "Revaluation increment in office condominium" account to retained earnings is made for the difference between the depreciation based on the revalued carrying amount of the asset and the depreciation based on the asset's original cost. Additionally, accumulated depreciation at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation increment relating to the particular asset sold is transferred to retained earnings.

The initial costs of property and equipment consist of their purchase price and any directly attributable costs of bringing the assets to their working condition and location for their intended use. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance costs, are recognized in the consolidated statement of income in the year in which costs are incurred.

In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment. Major maintenance and major overhaul costs that are capitalized as part of property and equipment are depreciated on a straight-line basis over the shorter of their estimated useful lives, typically the period until the next major maintenance or inspection.

Depreciation and amortization are computed using the straight-line method to allocate the related assets' cost to their estimated useful lives. The annual rates of depreciation for each category are based on the following useful lives of related assets:

| | Number of Years |
|---|---|
| Machinery and equipment | 10 |
| Transportation equipment | 5 |
| Building and building improvements | 15 |
| Office equipment, furniture and fixtures | 3 |
| Office condominium | 15 |

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

Depreciation of property and equipment begins when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of income in the year the item is derecognized.

Fully depreciated assets are retained in the accounts until they are no longer in use.

Deferred Exploration Costs

All exploration and evaluation costs incurred in connection with the participation of the Group in the determination of technical feasibility and assessment of commercial viability of an identified resource are capitalized and accounted for under the "successful efforts method" [determined on the basis of each Service Contract (SC) or Geophysical Survey and Exploration Contract]. These costs include materials and fuel used, surveying costs, drilling costs and payments made to contractors.

Once the legal right to explore has been acquired, costs directly associated with an exploration and evaluation are capitalized and amortized at the start of commercial operations. All such capitalized costs are subject to technical, commercial and management review, as well as review for indicators of impairment at least once a year. This is to confirm the continued intent to develop or otherwise extract value from the discovery. When an SC is permanently abandoned, all related capitalized exploration costs are written-off. SCs are considered permanently abandoned if the SCs have expired and/or if there are no definite plans for further exploration and/or development.

Impairment of Nonfinancial Assets

*Deferred Exploration Costs*. The Group assesses at each reporting period whether there is an indication that its deferred exploration costs may be impaired. If any indication exists, or when an annual impairment testing for such items is required, the Group makes an estimate of their recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use, and is determined for an individual item, unless such item does not generate cash inflows that are largely independent of those from other assets or group of assets or CGUs. When the carrying amount exceeds its recoverable amount, such item is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows to be generated by such items are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the asset or CGU.

*Investment Properties, Property and Equipment and Other Nonfinancial Assets*. The Group assesses at each reporting period whether there is an indication that an asset may be impaired. If any such indication exists and where the carrying values exceed the estimated recoverable amounts, the assets or cash generating unit (CGU) are written down to their estimated recoverable amounts. The estimated recoverable amount of an asset is the greater of the fair value less cost to sell and value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an arm's-length transaction less the costs of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the estimated recoverable amount is determined for the CGU to which the asset belongs. Impairment losses of continuing operations are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each financial reporting date whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed by a credit to current operations (unless the asset is carried at a revalued amount in which case the reversal of the impairment loss is credited to the revaluation increment of the same asset) to the extent that it does not restate the asset to a carrying amount in excess of what would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in consolidated statement of income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such reversal, the amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on systematic basis over its remaining useful life.

Equity

*Capital Stock*. Capital stock is measured at par value for all shares issued and outstanding. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and number of shares issued and outstanding.

*Additional Paid-in Capital*. When the shares are sold at a premium, the difference between the proceeds and the par value is credited to the "Additional paid-in capital" account. When shares are issued for a consideration other than cash, the proceeds are measured by the fair value of the consideration received. In case the shares are issued to extinguish or settle the liability of the Group, the shares shall be measured either at the fair value of the shares issued or fair value of the liability settled, whichever is more reliably determinable. Incremental costs that are directly attributable to the issuance of new shares are charged to this account.

*Other Comprehensive Income*. Other comprehensive income comprises items of income and expense (including items previously presented under the consolidated statement of changes in equity) that are not recognized in the consolidated statement of income for the year in accordance with PFRSs.

*Deficit*. The amount included in deficit includes cumulative profit or loss attributable to the Parent Company's stockholders and reduced by dividends. Dividends are recognized as a liability and deducted from equity when they are approved by the Parent Company's BOD. Dividends for the period that are approved after the end of the financial reporting date are dealt with as an event after the financial reporting period. Deficit may also include the effect of changes in accounting policy as may be required by the accounting standard's transitional provisions.

Basic/Diluted Loss per Share

*Basic Loss per Share*. Basic loss per share amounts are calculated by dividing the net loss attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the year.

*Diluted Loss per Share*. Diluted loss per share amounts are calculated by dividing the net loss attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding, adjusted for any stock dividends declared during the year plus weighted average number of ordinary shares that would be issued on the conversion of all the dilutive ordinary shares into ordinary shares, excluding treasury shares.

Revenue Recognition
The Group recognizes revenue when it satisfies an identified performance obligation by transferring a promised good or service to a customer. A good or service is considered to be transferred when the customer obtains control. The Group determines, at contract inception, whether it will transfer control of a promised good or service over time. If the Group does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Prior to 2018, revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as a principal or an agent.

*Management Fee*. Management fee is recognized when the Group satisfied the performance obligation specified in the management service contracts (e.g., goods are delivered and construction works are completed using percentage of completion method).

Other Income

*Interest Income*. Interest income from bank deposits is recognized as it accrues using the effective interest rate method.

*Dividend Income*. Dividend income is recognized when the Group's right to receive payment is established.

*Other Income*. Other income, which normally includes sale of property and equipment, is recognized as revenue when earned and received.

Expenses
Expenses are decreases in economic benefits during the accounting period in the form of outflows or occurrences of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Expenses are generally recognized when the services are used or the expense arises while interest expenses are accrued in the appropriate financial reporting date.

Retirement Benefits
The net retirement benefits liability or asset is the aggregate of the present value of the retirement benefit obligation at the end of the financial reporting date reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the retirement benefit plans is actuarially determined using the projected unit credit method.

Retirement benefit costs comprise the following:
- Service cost
- Net interest on the net retirement benefit liability or asset
- Remeasurements of net retirement benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in the consolidated statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net retirement benefit liability or asset is the change during the period in the net retirement benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net retirement benefit liability or asset. Net interest on the net retirement benefit liability or asset is recognized as expense or income in consolidated statement of income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on retirement benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods. Remeasurements recognized in OCI after the initial adoption of Revised PAS 19, *Employee Benefits*, are not closed to retained earnings account. These are retained in OCI until full settlement of the liability.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the

Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the retirement benefit obligation, the measurement of the resulting retirement benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group's right to be reimbursed of some or all of the expenditure required to settle a retirement benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Income Taxes

*Current Income Tax*. Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that have been enacted or substantively enacted at the financial reporting date.

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

*Deferred Income Tax*. Deferred income tax is provided, using the balance sheet liability method, on all temporary differences at the financial reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognized for all taxable temporary differences, except:

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

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

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

The carrying amount of deferred income tax assets is reviewed at each financial reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred income tax assets are reassessed at each financial reporting date and are recognized to the extent that it has become probable that sufficient future taxable profits will be available to allow the deferred income tax assets to be recovered.

Deferred income tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realized or the liability is settled, based on the tax rate and tax laws that have been enacted or substantively enacted at the financial reporting date.

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

Related Party Transactions
Transactions with related parties are accounted for based on the nature and substance of the agreement, and financial effects are included in the appropriate asset, liability, income and expense accounts.

Segment Information
The Group considers investment holding and geothermal energy projects as its primary activities. The Group has no geographical segmentation as the Group's operating business segments are neither organized nor managed by geographical segment.

Foreign Currency Transactions
Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange ruling at the end of the financial reporting period. All differences are taken to the consolidated statement of income under "Unrealized foreign exchange gain (loss)" account.

On consolidation, the assets and liabilities of foreign operations are translated into Philippine Peso at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI as "Cumulative translation adjustment" or "Share in cumulative translation adjustments of associates". On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

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

Events after the Reporting Date
Post year-end events that provide additional information about the Group's position at the end of the reporting period (adjusting events) are reflected in the Group's consolidated financial statements. Post

year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

## 5. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in compliance with PFRSs requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements. The judgments and estimates used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Future events may occur which can cause the assumptions used in arriving at those judgments and estimates to change. The effects of the changes will be reflected in the consolidated financial statements as they become reasonably determinable.

Accounting judgments, estimates and assumptions are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments

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

*Determination of Significant Influence over an Investee Company.* The Group has 15% interest each in VEPC and VINTER, which is below the 20% threshold where significant influence is presumed under PAS 28. The Group considers its 15% investments each in VEPC and VINTER as investments in associates as it concluded that it has significant influence over the operating and financial policies of its investments in associates due to the following:

- representation in the BOD;
- participation in policy-making processes, including participation in decisions about dividends and other distributions; and
- material transactions between the investor and investee.

*Classification of Investment Property.* The Group classifies its land as investment property or owner-occupied property based on its current intentions where it will be used. When the land is held for capital appreciation or when management is still undecided as to its future use, it is classified as investment property. The land which is held for rent are classified as investment property.

*Capitalization of Exploration and Evaluation Costs.* Careful judgment of management is applied when deciding whether the recognition requirements for exploration and evaluation assets relating to the Group's exploration projects have been met. Capitalization of these costs is based, to a certain extent, on management's judgment of the degree to which the expenditure may be associated with finding specific geothermal reserve. This is necessary as the economic success of the exploration is uncertain and may be subject to future technical problems at the time of recognition. Judgments are based on the information available at end of each reporting period.

*Contractual Cash Flows Assessment (Applicable upon adoption of PFRS 9).* Beginning January 1, 2018, for each financial asset, the Group assesses the contractual terms to identify whether the instrument is consistent with the concept of SPPI.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortization of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Group applies judgment and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

*Evaluation of Business Model in Managing Financial Instruments*. Beginning January 1, 2018, the Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed; and
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realized in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

Estimates and Assumptions

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

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of asset and liabilities within the next financial year are discussed below:

*Estimation of Allowance for Impairment of Receivables (Applicable in 2017)*. The Group reviews its receivables at each reporting date to assess the adequacy of the allowance for impairment. In particular, judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on factors such as, but not limited to, the length of the Group's relationship with the customer, customer's payment behavior and other known market factors.

*Estimation of Provision for Expected Credit Losses (Applicable in 2019 and 2018)*. The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The aggregate carrying value of the Group's financial assets amounted to ₱211.73 million and ₱232.75 million as at December 31, 2019 and 2018, respectively, net of allowance for impairment loss amounting to ₱2.14 million as at December 31, 2019 and 2018 (see Note 7).

*Revaluation of Office Condominium and Investment Properties*. The Group carries its investment properties at fair value with changes in fair value recognized in the consolidated statement of income, and carries its office condominium at revalued amount with changes in fair value recognized in the consolidated statement of changes in equity. The Group engaged an external appraiser to assess the fair value of its investment properties as at December 31, 2019 and 2018.

For investment properties, a valuation methodology based on market approach was used, which is a comparative approach that considers the sales of similar or substitute assets and related market data and establishes a value estimate by processes involving comparison. In addition, it measures the office condominium at revalued amount, with changes in fair value being recognized in OCI. The market approach was used for the office condominium, which provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available. The key assumptions used to determine the fair value of the properties are provided in Note 25.

Revaluation increase on office condominium recognized under OCI in 2019 amounted to ₱29.45 million, net of deferred tax. Net book value of revalued office condominium amounted to nil and ₱23.30 million as at December 31, 2019 and 2018, respectively (see Note 13).

The Group recognized fair value adjustment on its investment properties amounting to ₱13.83 million, ₱21.39 million and nil in 2019, 2018 and 2017, respectively. The carrying value of investment properties amounted to ₱174.71 million and ₱160.88 million as at December 31, 2019 and 2018, respectively (see Note 11).

*Impairment of Property and Equipment*. The Group assesses impairment on property and equipment recorded at cost whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

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

As at December 31, 2019 and 2018, the Group assessed that there were no impairment indicators on its property and equipment. The carrying value of property and equipment, net of accumulated depreciation, amounted to ₱1.33 million and ₱41.03 million as at December 31, 2019 and 2018, respectively (see Note 13).

*Impairment of Investments in Associate.* The Group determines whether there is objective evidence that the investments in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognizes the loss in the consolidated statement of income.

As at December 31, 2019 and 2018, the Group assessed that there were no impairment indicators on its investments in associates. The carrying value of investments in associate amounted to ₱198.59 million and ₱212.30 million as at December 31, 2019 and 2018, respectively (see Note 10).

*Impairment and Write-off of Deferred Exploration Costs*. The Group assesses impairment on deferred exploration costs when facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount. Until the Group has sufficient data to determine technical feasibility and commercial viability, deferred charges need not be assessed for impairment.

Facts and circumstances that would require an impairment assessment as set forth in PFRS 6, *Exploration for and Evaluation of Mineral Resources*, are as follows:

- the period for which the Group has the right to explore in the specific area has expired or will expire in the near future and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

For deferred exploration costs, impairment is recognized when a SC where the Group has participating interest is permanently abandoned. Future events could cause the Group to conclude that these assets are impaired.

The Group recognized provision for impairment of deferred exploration costs amounting to ₱114.55 million, ₱2.95 million and nil in 2019, 2018 and 2017, respectively. The carrying amount of deferred exploration costs, net of allowance for impairment loss, amounted to ₱6.01 million and ₱120.27 million as at December 31, 2019 and 2018, respectively (see Note 12).

*Estimation of Retirement Benefits*. The cost of defined benefit pension plan as well as the present value of the defined benefit obligation is determined using actuarial valuation. The actuarial valuation involves making various assumptions which include the determination of the discount rates, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. The assumptions made by the Group resulted in accrued retirement benefits amounting to ₱14.33 million and ₱7.87 million as at December 31, 2019 and 2018, respectively (see Note 20).

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific country and is modified accordingly with estimates of mortality improvements.

*Realizability of Deferred Income Tax Assets*. Deferred income tax assets are recognized for all temporary deductible differences to the extent that it is probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. Management has determined based on business forecast of succeeding years that there is no sufficient future taxable profits against which the deferred income tax assets will be utilized.

Deductible temporary differences and MCIT for which no deferred income tax assets were recognized as at December 31, 2019 and 2018 are presented in Note 21.

## 6. Cash and Cash Equivalents

| | **2019** | 2018 |
|---|---|---|
| Cash on hand and in banks | **₱67,059,173** | ₱30,811,958 |
| Cash equivalents | **39,807,167** | 11,281,994 |
| | **₱106,866,340** | ₱42,093,952 |

Cash in banks and cash equivalents earn interest at the respective bank deposit rates. Cash equivalents are short-term investments made for varying periods of up to three (3) months depending on the immediate cash requirements of the Group.

Interest income on the Group's cash in bank and cash equivalents amounted to ₱1.80 million, ₱0.52 million and ₱1.09 million in 2019, 2018 and 2017, respectively (see Note 17).

## 7. Receivables

| | **2019** | 2018 |
|---|---|---|
| Receivables (see Notes 13 and 18) | **₱36,966,552** | ₱132,032,858 |
| Interest receivable | **202,746** | 200,262 |
| Advances to officers and employees | **106,863** | 51,369 |
| | **37,276,161** | 132,284,489 |
| Less allowance for expected credit losses | **2,142,006** | 2,142,006 |
| | **₱35,134,155** | ₱130,142,483 |

Receivables are short-term, noninterest-bearing receivables from related and third parties and are generally settled on a 90-day term. Interest receivable arises from the Group's cash equivalents and investments in debt securities.

Advances to officers and employees pertains to the advances made by the Group to its officers and employees for the administration of its operations. These types of advances are settled through liquidation and reimbursement.

The following table shows the movement in the allowance for impairment losses:

| | **2019** | 2018 |
|---|---|---|
| At January 1 | **₱2,142,006** | ₱2,732,947 |
| Reversal | – | (590,941) |
| At December 31 | **₱2,142,006** | ₱2,142,006 |

In 2018, the Group collected its receivable from a related party and reversed the related allowance for impairment loss previously recognized for the receivable amounting to ₱0.59 million.

In 2019, the Group recognized loss on write-off of receivables amounting to ₱3.93 million.

## 8. Refundable Deposits

On October 26, 2018, the Parent Company's BOD approved the planned investments on various companies. The Parent Company paid refundable deposits to the following prospective investees which will form part of the Parent Company's investments in these companies subject to the satisfactory result of its due diligence audits.

| | **2019** | 2018 |
|---|---|---|
| Scarlet Maple Investments Ltd. | **₱22,530,549** | ₱– |
| Innocent Biomass Power GK (IBP) | – | 16,183,711 |
| | **₱22,530,549** | ₱16,183,711 |

a. 80% equity investment opportunity in Solmax Electric Power Holdings IV Co., Ltd (Solmax IV), presently owned by Solmax Power Taiwan Holdings Co., Ltd. (Solmax TW) - On December 6, 2018, the Parent Company entered into an investment term sheet with Scarlet Maple Investment Ltd to establish and confirm the Parent Company's intention to invest in Solmax IV. The intention of the Parent Company and Scarlet Maple is to conduct due diligence on Solmax IV and its projects and to secure the exclusivity right in the negotiations on the terms of the definitive agreements that will be executed by the Parent Company, Solmax TW, and Scarlet Maple.

   On February 28, 2019, the Parent Company decided not to pursue with the project as the project and equity returns did not meet the standards earlier set by the Parent Company. In line with this, the Parent Company instructed to request the return of the refundable deposit remitted on January 3, 2019. As of June 24, 2020, the refundable deposit remains outstanding.

b. 10% equity investment opportunity in IBP, a limited liability company incorporated and existing under the Laws of Japan - Under the signed investment term sheet, dated December 6, 2017, the intention of the parties is to enter into a binding Shareholders Agreement between the Parent Company and IBP. The Parent Company intends to invest up to 10% of the total equity of IBP, with an option to increase to 20%, subject to discussion between the Parent Company and IBP after satisfactory results of the due diligence work on IBP and its 25MW Biomass Power Plant project located in Japan.

   On March 29, 2019, the Parent Company decided not to pursue this project. In line with this, IBP returned in full the refundable deposit to the Parent Company in July 2019.

## 9. Financial Assets at FVOCI

| | **2019** | 2018 |
|---|---|---|
| Quoted debt securities | **₱40,080,076** | ₱37,624,594 |
| Quoted shares of stock | **7,123,036** | 6,711,923 |
| | **₱47,203,112** | ₱44,336,517 |

Quoted instruments are carried at fair market value as at the end of reporting period.

The movements in financial assets at FVOCI are as follows:

| | **2019** | 2018 |
|---|---|---|
| At January 1 | **₱44,336,517** | ₱46,051,128 |
| Unrealized gain (loss) | **2,866,595** | (1,714,611) |
| At December 31 | **₱47,203,112** | ₱44,336,517 |

Annual interest rates in 2019 and 2018 on these debt securities ranged from 4.50%–4.84%. Interest income earned on these securities amounted to ₱1.77 million, ₱1.55 million and ₱2.20 million in 2019, 2018 and 2017, respectively (see Note 17).

The movements in "Net unrealized gains on changes in fair value of financial assets at FVOCI" presented as a separate component of equity follow:

| | **2019** | 2018 |
|---|---|---|
| At January 1 | **₱1,183,379** | ₱2,897,990 |
| Unrealized valuation gain (loss) for the year | **2,866,595** | (1,714,611) |
| At December 31 | **₱4,049,974** | ₱1,183,379 |

Dividend income earned from quoted equity shares amounted to ₱1,440, ₱1,280 and ₱3.63 million in 2019, 2018 and 2017, respectively.

## 10. Investments in Associates

| | **2019** | | |
|---|---|---|---|
| | **VEPC** | **VINTER** | **Total** |
| **Cost** | | | |
| At January 1 | **₱131,137,160** | **₱39,347,986** | **₱170,485,146** |
| Addition | **–** | **1,799,885** | **1,799,885** |
| At December 31 | **131,137,160** | **41,147,871** | **172,285,031** |
| **Accumulated equity in net earnings (losses) and OCI** | | | |
| At January 1 | **15,232,279** | **(962,530)** | **14,269,749** |
| Share in net losses for the year | **(19,852,685)** | **(2,241,003)** | **(22,093,688)** |
| At December 31 | **(4,620,406)** | **(3,203,533)** | **(7,823,939)** |
| Cumulative translation adjustments | **26,320,492** | **7,809,673** | **34,130,165** |
| | **₱152,837,246** | **₱45,754,011** | **₱198,591,257** |

| | 2018 | | |
|---|---|---|---|
| | VEPC | VINTER | Total |
| **Cost** | | | |
| At July 2 | ₱131,137,160 | ₱13,914,930 | ₱145,052,090 |
| Addition | – | 25,433,056 | 25,433,056 |
| At December 31 | 131,137,160 | 39,347,986 | 170,485,146 |
| **Accumulated equity in net earnings (losses) and OCI** | | | |
| At July 2 | – | – | – |
| Share in net earnings (loss) for the period from July 2, 2018 to December 31, 2018 | 15,232,279 | (962,530) | 14,269,749 |
| At December 31 | 15,232,279 | (962,530) | 14,269,749 |
| Cumulative translation adjustments | 21,025,356 | 6,519,093 | 27,544,449 |
| | ₱167,394,795 | ₱44,904,549 | ₱212,299,344 |

On July 2, 2018, the Group acquired a 15% interest each in VEPC and VINTER, companies incorporated under the laws of Thailand, which are engaged in the engineering, procurement and construction services. The investments are accounted for using the equity method in the consolidated financial statements. VEPC's and VINTER's principal place of business is located at 128 Soi Liang Muang Nonthaburi 10, Tambon Bangkasor, Amphur Muang Nonthaburi, Nonthaburi, 11000, Thailand.

In February 2019, the Group acquired additional 106,865 shares from the newly issued shares of VINTER for a total consideration of ₱1.80 million. The additional investment did not change the Group's ownership interest in VINTER as at December 31, 2019.

The following table shows the summarized financial information of VEPC and VINTER as at and for the periods ended December 31, 2019 and 2018:

| | **2019** | |
|---|---|---|
| | **VEPC** | **VINTER** |
| Current assets | **₱4,620,203,201** | **₱1,180,381,626** |
| Noncurrent assets | **82,362,831** | **–** |
| Current liabilities | **3,843,627,305** | **951,696,891** |
| Equity | **₱858,938,727** | **₱228,684,735** |
| | | |
| Revenue | **₱1,005,501,438** | **₱310,266,541** |
| Cost of sales | **854,005,183** | **301,255,827** |
| Administrative expenses | **141,324,107** | **23,942,494** |
| Finance cost | **94,155,270** | **8,238** |
| Amortization of fair value adjustment | **48,368,117** | **–** |
| Net loss | **132,351,239** | **14,940,018** |
| Share in net loss of associates | **19,852,685** | **2,241,003** |

| | 2018 | |
|---|---|---|
| | VEPC | VINTER |
| Current assets | ₱3,762,412,640 | ₱868,579,457 |
| Noncurrent assets | 79,293,500 | – |
| Current liabilities | 2,933,613,619 | 645,459,830 |
| Equity | ₱908,092,521 | ₱223,119,627 |
| | | |
| Revenue | ₱458,228,533 | ₱84,647,229 |
| Cost of sales | 424,518,328 | 83,798,925 |
| Administrative expenses | 34,656,762 | 6,526,735 |
| Finance cost | 32,237,915 | 738,433 |
| Income tax benefit | 5,751,350 | – |
| Fair value adjustment | (128,981,648) | – |
| Net loss (earnings) | (101,548,526) | 6,416,864 |
| Share in net loss (earnings) of associates | (15,232,279) | 962,530 |

The associates had no contingent liabilities or capital commitments as of December 31, 2019 and 2018. As at December 31, 2019 and 2018, the undistributed earnings of the associates in the Group's retained earnings are not available for distribution to the shareholders unless declared by the associates.

11. **Investment Properties**

| | **2019** | 2018 |
|---|---|---|
| At January 1 | **₱160,879,000** | ₱275,380,505 |
| Fair value adjustment | **13,829,000** | 21,394,000 |
| Disposal | – | (135,895,505) |
| At December 31 | **₱174,708,000** | ₱160,879,000 |

The Group engaged an independent firm of appraisers to determine the fair values of the following properties in 2019 and 2018:

| **Location** | **Highest and Best Use** | **Area in Square Meters** | **Appraisal Dates 2019** | **Appraisal Dates** 2018 | **Appraisal Value 2019** | **Appraisal Value** 2018 |
|---|---|---|---|---|---|---|
| Bolinao, Pangasinan | Residential or recreational | 403,836 | **December 31, 2019** | December 5, 2018 | **₱157,434,000** | ₱145,381,000 |
| Tanay, Rizal | Agro-industrial development | 33,485 | **December 31, 2019** | December 12, 2018 | **11,385,000** | 10,046,000 |
| Gutalac, Zamboanga del Norte | Agricultural | 218,095 | **December 31, 2019** | December 19, 2018 | **5,889,000** | 5,452,000 |
| | | | | | **₱174,708,000** | ₱160,879,000 |

The fair values were estimated through the market approach that considers the sales of similar or substitute assets and related market data and establishes a value estimate by processes involving comparison. Records of recent sales and offerings of similar land are analyzed and comparison made for such factors as size, characteristics of the lot, location, quality and prospective use.

In 2018, the Group sold its investment property located at San Fabian, Pangasinan for a consideration of ₱125.22 million, a portion of which is still outstanding as at December 31, 2019 and 2018 which is lodged under "Receivables" in the consolidated statement of financial position (see Note 7).

Direct operating expenses related to the investment properties include real property taxes paid in 2019 and 2018 amounting to ₱0.10 million and ₱0.28 million, respectively.

The Group has no restriction on the realizability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancement.

## 12. Deferred Exploration Costs

| | 2019 | | | | |
|---|---|---|---|---|---|
| | **Geothermal SC 8 - Mabini** | **Other Geothermal SCs** | **Indonesia Oil Project** | **SC 53 Onshore Mindoro** | **Total** |
| **Cost** | | | | | |
| At January 1 | **₱79,873,112** | **₱24,886,856** | **₱147,933,884** | **₱80,426,093** | **₱333,119,945** |
| Additions | **96,272** | **32,521** | **–** | **162,668** | **291,461** |
| Write-off | **(79,969,384)** | **(18,905,449)** | **(147,933,884)** | **(80,588,761)** | **(327,397,478)** |
| At December 31 | **–** | **6,013,928** | **–** | **–** | **6,013,928** |
| **Allowance for Impairment Loss** | | | | | |
| At January 1 | **–** | **2,946,624** | **147,933,884** | **61,966,544** | **212,847,052** |
| Additions | **79,969,384** | **15,958,825** | **–** | **18,622,217** | **114,550,426** |
| Write-off | **(79,969,384)** | **(18,905,449)** | **(147,933,884)** | **(80,588,761)** | **(327,397,478)** |
| At December 31 | **–** | **–** | **–** | **–** | **–** |
| **Net Book Value** | **₱–** | **₱6,013,928** | **₱–** | **₱–** | **₱6,013,928** |

| | 2018 | | | | |
|---|---|---|---|---|---|
| | Geothermal SC 8 – Mabini | Other Geothermal SCs | Indonesia Oil Project | SC 53 Onshore Mindoro | Total |
| **Cost** | | | | | |
| At January 1 | ₱73,160,130 | ₱23,038,577 | ₱147,933,884 | ₱80,426,093 | ₱324,558,684 |
| Additions | 6,712,982 | 1,848,279 | – | – | 8,561,261 |
| At December 31 | 79,873,112 | 24,886,856 | 147,933,884 | 80,426,093 | 333,119,945 |
| **Allowance for Impairment Loss** | | | | | |
| At January 1 | – | – | 147,933,884 | 61,966,544 | 209,900,428 |
| Addition | – | 2,946,624 | – | – | 2,946,624 |
| At December 31 | – | 2,946,624 | 147,933,884 | 61,966,544 | 212,847,052 |
| **Net Book Value** | ₱79,873,112 | ₱21,940,232 | ₱– | ₱18,459,549 | ₱120,272,893 |

The full recovery of the deferred exploration costs amounting to ₱6.01 million and ₱120.27 million as at December 31, 2019 and 2018, respectively, incurred in connection with the Parent Company's participation in the acquisition, exploration and development of geothermal energy and natural gas resources is dependent upon the discovery of steam and natural gas and other renewable resources in commercial quantities from the respective contract areas and the success of future developments thereof.

The accumulated costs incurred in connection with the exploration contracts are shown under "Deferred exploration costs" account in the consolidated statements of financial position. The full recovery of these deferred exploration costs is dependent upon the determination of technical feasibility and commercial quantity of an identifiable resource.

In 2019, the Group recognized additional allowance for impairment pertaining to Mabini SC, other geothermal SCs and SC 53 (Onshore Mindoro) amounting to ₱79.97 million, ₱15.96 million and ₱18.62 million, respectively. In 2018, the Group recognized allowance for impairment amounting to ₱2.95 million for West Bulusan geothermal SC (under other geothermal SCs). The cost and the related allowance for impairment were subsequently written off in 2019.

Details of the projects are discussed below.

Oil and Gas Service Contracts (SCs)
The Parent Company is a party, together with other companies and the Philippine Government, through the Department of Energy (DOE) (collectively "the consortium"), to SC 53 (Onshore Mindoro) for the exploration, development and exploitation of the contract area situated in onshore Mindoro.

*SC 53 (Onshore Mindoro).* Contract Status SC 53 was awarded by the DOE on July 8, 2005, for a ten-year exploration period. It covers 6,600 sq. km. of the onshore areas of Mindoro Island which is within the Northwest Palawan region. Past exploration efforts in the area prior to issuance of SC 53 included the acquisition of 2,000 kilometers of 2D land seismic data and the drilling of four exploration wells. Hydrocarbons zones were reported but were of non-commercial quantity.

Under SC 53, Sub-Phase 1 was carried out by Pitkin Petroleum Ltd. (Pitkin) under a Farm-In Agreement approved by DOE on June 11, 2008. Magnetotelluric (MT) survey was acquired in May 2010 and over 200 kilometers of 2D land seismic data. The exploration works was designed to delineate and assess the hydrocarbon potential of the Progreso-1X in San Jose, Mindoro Occidental and the Sablayan, Mindoro Occidental. Sub-Phase 1, which ended on March 6, 2012, was fulfilled with the completion of the 200 kilometers of seismic data. Sub-Phase 2 commitment involve two (2) wells and a financial commitment of US$2,000,000. The consortium agreed to drill Progreso-2 to fulfill one of the 2 well obligations and the planned geology and geophysical works will be negotiated as fulfilment of the second well. The consortium approved a firm budget of US$8,4000,000 and the contingent budget amounts to US$6,140,000.

On October 24, 2017, the DOE approved the transfer of 70% interest and Operatorship of Pitkin Petroleum to Mindoro Palawan Oil and Gas Inc. under a purchase agreement.

The project was placed under a moratorium since May 29, 2012 with effectivity on March 6, 2012 when DOE approved the consortium's notice to enter Sub-Phase 2 in May 9, 2012. Sub-Phase 2 will start only upon the resolution of the Indigenous People (FAMATODI) case and the issuance of the Certificate of Pre-Condition by the National Commission on Indigenous Peoples (NCIP). The FAMATODI case was dismissed in December 2018.

On June 17, 2019, the Parent Company received a letter of termination of the service contract from the DOE due to the failure of the operator to submit certain reports to the DOE. Accordingly, the Group recognized impairment of the related deferred exploration costs amounting to ₱18.62 million in 2019. The non-operators of the consortium requested for reconsideration of DOE on its decision to terminate the said service contract.

On March 10, 2020, the Parent Company formally notified the consortium of the Parent Company's intention to withdraw from the motion of reconsideration of the DOE's termination of the service contract 53 as well as its 3% participating interest in the consortium.

Deferred exploration costs pertaining to SC 53 amounted to nil and ₱18.46 million as at December 31, 2019 and 2018, respectively.

*Indonesia Oil Project.* In 2013, the Group embarked on the Indonesia Oil Project, as it had passed all the financial criteria for a project as set by the BOD, upon recommendation of Management, and had the potential of generating immediate cash flow in less than a year after drilling. The Group entered into a joint venture arrangement with Petrosolve Sdn Bhd (Petrosolve), a company registered in Malaysia, which was engaged in the business of developing oil fields and held a technology for enhanced chemical oil recovery. The joint venture established Grandway Group Limited in Hong Kong, which is 70%

owned by the Parent Company and 30% owned by Petrosolve, as the corporate vehicle of the joint venture for the management and operation of oil wells. The joint venture then established PT Basic Energi Solusi (PT BES) as its operating arm in Indonesia with a 95% ownership interest. In 2017, Grandway became a wholly owned subsidiary of the Parent Company (see Note 16).

PT BES, as a sub-contractor, entered into a cooperation agreement with PT Ekamaro for the management and operation of ten (10) oil wells located in the Dadangilo and Wonocolo areas in East Java, Indonesia. These wells are part of the wells covered by cooperation agreements between PT Ekamaro and KUD Sumber Pangan and KUD Usaha Jaya Bersama, both of which had production agreements with Pertamina, the entity vested by the Indonesian Government with the authority to manage old oil wells in Indonesia.

PT BES drilled five (5) of the aforementioned ten (10) wells. However, production was low at only an estimated total of 20,772 barrels compared to projections at the start of the project of 269,346 barrels, while the buying price of Pertamina steadily dropped, from IDR4,160/liter (or USD73.50/barrel) at the start of the project, to IDR2,718/liter (or USD 34.57/barrel) by the 1st quarter of 2015. Calculated project internal rate of return (IRR), which was at 85.88% at the start of the project, had become negative. During this time, some miners moved for upward adjustments in their revenue sharing, which entailed negotiations with PT Ekamaro, the KUDs, and the miners concerned. Before negotiations could be finalized, Pertamina instituted changes in the framework for the operation of old oil wells and eventually suspended its contracts with the KUDs and designated a new temporary body, the Paguyuban, to handle logistics.

By the middle of 2015, the project was placed on hold until Pertamina is able to finalize the organizational structure of local miners in said areas. These miners are slated to handle the management and operation of oil wells in said areas and with whom PT BES and/or PT Ekamaro shall enter into new co-operation agreements. Since 2015, Pertamina has not yet designated a new organization of local cooperatives or miners groups to supervise the oil operations from old oil wells in the area.

Deferred exploration costs pertaining to the Indonesia Oil Project which have been fully provided with allowance for impairment amounted to ₱147.93 million as at December 31, 2019 and 2018. The cost and the related allowance for impairment were written off in 2019.

Geothermal Service Contracts (GSCs)
The Parent Company is likewise involved in the exploration, development and production of geothermal energy. It has been awarded service contracts for various areas by the DOE, which prescribes the periods and programs for these service contracts, pursuant to Presidential Decree No. 87 for the Mabini GSC and pursuant to Republic Act (RA) No. 9513 (Renewable Energy Act of 2008) for the subsequent GSCs.

*GSC 8*. GSC 8, which is the Mabini, Batangas GSC, was awarded to the Parent Company on July 10, 2008. The contract area is approximately 32.5 square kilometers and covers the Calumpan Peninsula. The contract period for exploration is five (5) years, and was extended up to 2015, subdivided in three (3) Phases. In September 2015, DOE confirmed a one (1) year extension for its exploration.

In June 2017, the Parent Company submitted its Contract Year (CY) 10 proposal to DOE. The primary focus and objective of the work program for CY 10 is to resolve the cease and desist order issued by the Local Government Unit (LGU) of Mabini, Batangas to GSC 8 by conducting a comprehensive Information, Education and Communication (IEC) campaign together with DOE representatives.

In December 2017, the Parent Company carried out its IEC campaign on five (5) Barangays that were affected by the series of earthquakes that hit the Municipality of Mabini in April 2017. The IEC was supplemented by Lakbay-Aral in the Makiling-Banahaw Geothermal Fields which provided information to Mabini residents on the benefits of geothermal energy. The IEC campaign was completed on May 5, 2018 and the cease and desist order was lifted on June 7, 2018.

On November 28, 2019, the Parent Company received a letter from the DOE dated November 22, 2019 extending the GSC No. 8 for two years covering the Mabini Project located in Mabini, Batangas under the following conditions:

a. The Parent Company shall conduct drilling of at least two (2) wells and other milestone activities within the timeline provided;
b. Posting of corresponding performance bond within 30 days upon receipt hereof; and
c. Provide proof of engagement (notarized contacts) for drilling and civil works within 120 days from receipt hereof.

Further, the Parent Company shall submit the declaration of commerciality of the project before the lapse of the two-year extension period reckoned from receipt of the aforementioned letter. Otherwise, the GSC shall be terminated with finality.

On December 17, 2019, the Parent Company sent a written letter to the DOE requesting the department to discuss the conditions that comes with the extension. The Parent Company was experiencing difficulty in complying with the DOE’s requirement to drill two wells during the period of extension because the Parent Company was unaware of the location, extent of the drilling program and overall details on how they would be able to deliver the conditions and requirements in accordance with the provisions of the Presidential Decree No. 1442 and the GSC.

The Parent Company assessed that the budget for drilling two wells in the project area would go beyond the contractual commitments under the service contract, vis-à-vis the low potential return for the project and the long gestation period thereof, hence, the Parent Company submitted a notice of withdrawal from the Mabini GSC to the DOE on February 20, 2020.

The Parent Company received a letter from the DOE on May 6, 2020 indicating the acceptance of the withdrawal from the Mabini GSC.

The Parent Company assessed that the unfavorable situation discussed above is an impairment indicator that existed as at December 31, 2019. Accordingly, the Group recognized impairment of the related deferred exploration costs amounting to ₱79.97 million in 2019.

*Other GSCs.* The Parent Company was also awarded the service contracts from the DOE in February 2013, covering four (4) geothermal projects, namely: Iriga Geothermal Power Project, Mariveles Geothermal Power Project, the East Mankayan Geothermal Power Project and the West Bulusan Geothermal Power Project, all carrying a maximum exploration period of five (5) years. These projects are undergoing permitting and coordination with the local government units involved and evaluation of data derived from recently conducted Controlled Source Magnetotelluric (CSMT) surveys.

- The East Mankayan Geothermal Power Project lies immediately east of the Cervantes, Ilocos Sur geothermal block of Pan Pacific Power Phils, Inc. and south of the Bontoc-Sadanga block which is operated by Magma Energy Resources. Immediately south is the Daklan block operated by Clean Rock Energy. The area actually covers the three (3) provinces of Benguet, Mountain Province and

Ifugao. The proposed area is surrounded by lots of known thermal manifestations, e.g. hot springs and thermally altered grounds.

As part of the pre-development stage, the Parent Company has conducted information and education campaigns in the affected areas as well as the necessary geological and geophysical studies to determine the potential of the geothermal resource. As of the second quarter of 2018, the Parent Company has conducted its integrated resource assessment of the East Mankayan Geothermal Power Project and the report indicated a possible drilling lead but would require more geophysical data south of the borders of the contract area. However, the Parent Company encountered difficulties in securing clearances from the NCPI and the LGUs of the affected areas which would enable it to establish a viable drilling location and proceed with the technical work programs. Hence, on the ground of force majeure, the Parent Company requested for Suspension of Obligation from the DOE for it to complete the required work and decide forward plans for the next contract year.

On April 15, 2019, the Parent Company received a letter from the DOE denying its request which prevented it from performing further work required to ascertain the potential of the geothermal resource in the contract area. Hence, the Parent Company accepted DOE’s decision to terminate the service contract. Accordingly, the Group wrote-off the related deferred exploration costs amounting to ₱11.28 million in 2019.

- The Mariveles Geothermal Power Project, in Bataan is situated along the West Luzon Volcanic Arc which starts from Mt. Pinatubo in the north and extends farther south across the Manila Bay towards Batangas and northeastern Mindoro.

  As part of the pre-development stage, the Parent Company has conducted information and education campaigns in the affected areas as well as the necessary geological and geophysical studies to determine the potential of the geothermal resource. However, the Parent Company also encountered difficulties in securing permits from the NCPI and the LGUs. Hence, on the ground of force majeure, the Parent Company requested for Suspension of Obligation from the DOE for it to complete the remaining permitting works, geophysical surveys and resource assessment before entering into the next contract year.

  On December 28, 2019, the Parent Company received a letter from the DOE denying its request and terminated the service contract. The Parent Company requested for a reconsideration of the termination but was eventually withdrawn on February 20, 2020 based on the further review of the CSMT studies which do not fully support a viable geothermal resource. Accordingly, the Group wrote-off the related deferred exploration costs amounting to ₱4.68 million in 2019.

- The Iriga Geothermal Power Project in Camarines Sur is bounded to the north by Isarog geothermal block of Philippine National Oil Company - Renewal Corporation and to the east by the highly productive Tiwi geothermal service contract area of AP Renewables Inc. The areal landscape is dominated by Iriga or Asog Volcano, a stratovolcano immediately southwest of Lake Buhi in southern Luzon.

  In a Farm-in Agreement executed between Desco, Inc. and the Parent Company on January 22, 2016, the Parent Company assigned to Desco, Inc. an 80% participating interest in the Iriga project. The assignment was approved by the DOE in a letter received by the Parent Company on November 8, 2016. Desco, Inc. is now the operator of the Iriga project.

  In 2018, Desco, Inc. commissioned 3JTech, a company incorporated in Taiwan, to conduct MT Survey in the Iriga Block. The interpretation works identified resistivity anomaly in the area.

Desco, Inc. undertook further geophysical reprocessing of the MT for refinement of the possible drilling anomaly.

In 2019, Desco, Inc. paid the processing fee required for the commencement of the activities on January 16, 2019 and activities started officially last January 17, 2019. On January 22, 2019, Desco, Inc. held a meeting with municipal legal council to secure an endorsement from the Local Government Unit (LGU). The endorsement from the LGU was received last March 8, 2019.

As part of the preparation for the drilling of the exploratory hole at Brgy. Ipil, Buhi, Camarines Sur, Desco Inc. had commissioned RDAS Geotech and Environmental Services Co. Ltd. to conduct a survey which aims to get data (distance) of the access road and to have an actual visual status of the proposed drill site. The survey was finished on March 27, 2019.

On April 12, 2019, Desco, Inc. decided to purchase 1 unit of Boart Longyear LF230 Drill Rig including its accessories from Diamond Drilling Corporation of the Philippines (DDCP). The rig will be used for Desco, Inc.'s own exploration activities as well as for the other service contract owners who might need the services. Desco, Inc. has completed the refurbishment and testing of the 1 unit of Boart Longyear LF230 Drill Rig which was purchased for the purpose of performing Desco, Inc.'s exploration activities as well as for the other service contract owners who might need such services. The rig is currently being used for the 2 well drilling program at Kalinga province. Spud date for the first well was on October 12, 2019.

- The West Bulusan Geothermal Power Project is situated in the municipalities of Juban, Magallanes, Irosin, Bulan, Matnog, Santa Magdalena, and Bulusan in the province of Sorsogon. It is bounded on the northeast by the geothermal contract area of SKI Construction Group, Inc. and is in close vicinity to Mount Bulusan, an active volcano and a declared Natural Park by virtue of Proclamation No. 421 on 27 November 2000. The DOE estimates the project site to have a potential installed capacity of 50 megawatts. The area has previously been explored by the PNOC-Energy Development Corporation in the 1980's. Data gathered from this study is the take-off point for the feasibility study undertaken by the Parent Company. The Parent Company had requested the DOE to suspend the financial and other obligations of the Parent Company for this project in view of difficulties encountered in securing the resolutions of support for the project from the local government units involved.

  In December 2018, the DOE terminated the West Bulusan Geothermal service contract. Accordingly, the Group recognized impairment of the related deferred exploration costs amounting to ₱2.95 million in 2018. However, the Parent Company has filed a motion for DOE to reconsider its decision to terminate the said contract which was subsequently withdrawn by the Parent Company in 2019. Consequently, the Parent Company wrote off the deferred exploration cost and derecognized the related allowance for impairment amounting to ₱2.95 million.

Deferred exploration costs pertaining to GSCs amounted to ₱6.01 million and ₱101.81 million as at December 31, 2019 and 2018, respectively.

## 13. **Property and Equipment**

At Cost

| | **2019** | | | | |
|---|---|---|---|---|---|
| | **Machinery and Equipment** | **Transportation Equipment** | **Building and Building Improvements** | **Office Equipment, Furniture and Fixtures** | **Total** |
| **Cost** | | | | | |
| At January 1 | **₱18,825,539** | **₱8,016,840** | **₱5,345,436** | **₱10,118,113** | **₱42,305,928** |
| Additions | **–** | **–** | **–** | **17,195** | **17,195** |
| Disposals | **(18,825,539)** | **–** | **(5,345,436)** | **(91,022)** | **(24,261,997)** |
| At December 31 | **–** | **8,016,840** | **–** | **10,044,286** | **18,061,126** |
| **Accumulated Depreciation** | | | | | |
| At January 1 | **4,078,866** | **6,181,887** | **4,443,153** | **9,871,958** | **24,575,864** |
| Depreciation (see Note 19) | **1,725,674** | **595,120** | **204,347** | **162,944** | **2,688,085** |
| Disposals | **(5,804,540)** | **–** | **(4,647,500)** | **(83,238)** | **(10,535,278)** |
| At December 31 | **–** | **6,777,007** | **–** | **9,951,664** | **16,728,671** |
| **Net Book Values** | **₱–** | **₱1,239,833** | **₱–** | **₱92,622** | **₱1,332,455** |

| | 2018 | | | | |
|---|---|---|---|---|---|
| | Machinery and Equipment | Transportation Equipment | Building and Building Improvements | Office Equipment, Furniture and Fixtures | Total |
| **Cost** | | | | | |
| At January 1 | ₱18,825,539 | ₱8,016,840 | ₱5,283,338 | ₱10,001,113 | ₱42,126,830 |
| Additions | – | – | 62,098 | 117,000 | 179,098 |
| At December 31 | 18,825,539 | 8,016,840 | 5,345,436 | 10,118,113 | 42,305,928 |
| **Accumulated Depreciation** | | | | | |
| At January 1 | 2,196,313 | 5,586,767 | 4,222,298 | 9,642,007 | 21,647,385 |
| Depreciation (see Note 19) | 1,882,553 | 595,120 | 220,855 | 229,951 | 2,928,479 |
| At December 31 | 4,078,866 | 6,181,887 | 4,443,153 | 9,871,958 | 24,575,864 |
| **Net Book Values** | ₱14,746,673 | ₱1,834,953 | ₱902,283 | ₱246,155 | ₱17,730,064 |

At Revalued Amount

| | Office Condominium | |
|---|---|---|
| | **2019** | 2018 |
| **Revalued Amount** | | |
| At January 1 | **₱28,649,000** | ₱28,649,000 |
| Revaluation | **42,076,029** | – |
| Disposal | **(70,725,029)** | – |
| At December 31 | **–** | 28,649,000 |
| **Accumulated Depreciation** | | |
| At January 1 | **5,346,673** | 3,055,473 |
| Depreciation (see Note 19) | **2,100,267** | 2,291,200 |
| Reversal due to revaluation | **(7,446,940)** | – |
| At December 31 | **–** | 5,346,673 |
| **Net Book Value** | **₱–** | ₱23,302,327 |

On December 23, 2019, the Parent Company entered into a Deed of Absolute Sale for the sale of its office condominium for a total net consideration of ₱65.30 million. On December 27, 2019, the Parent Company also entered into a Deed of Sale on Installment for the sale of its machinery and equipment with a carrying amount of ₱13.02 million for a net consideration of ₱1.79 million which shall be paid on a monthly basis from March to December 2020. The Parent Company has outstanding receivables from the sale of these properties amounting to ₱2.14 million as at December 31, 2019 (see Note 7).

*Revaluation of Office Condominium*. Under PFRS 13, *Fair Value Measurement*, the fair value is determined using the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Hence, on a sale transaction, the fair value is effectively the selling price. Prior to the sale, the Parent Company recognized revaluation increment, net of tax, in OCI amounting to ₱29.45 million which was directly credited to retained earnings upon sale.

Revaluation increment in office condominium as at December 31, 2019 and 2018 amounted to nil and ₱15.75 million, respectively, which is presented under the "Revaluation increment in office condominium" account in the consolidated statements of financial position and consolidated statements of changes in equity.

If the office condominium was measured using the cost model, the carrying amount as of December 31, 2019 and 2018 would be as follows:

| | **2019** | 2018 |
|---|---|---|
| Cost | **₱–** | ₱1,730,010 |
| Accumulated depreciation | **–** | (1,268,674) |
| | **₱–** | ₱461,336 |

The cost of the Group's fully depreciated assets still in use amounted to ₱14.77 million and ₱13.96 million as at December 31, 2019 and 2018, respectively.

## 14. Accounts Payable and Accrued Expenses

| | **2019** | 2018 |
|---|---|---|
| Accounts payable | **₱13,618,478** | ₱5,474,464 |
| Accrued expenses | **4,901,366** | 1,944,996 |
| Withholding tax payables | **711,910** | 305,598 |
| Government payables | **223,406** | 68,495 |
| | **₱19,455,160** | ₱7,793,553 |

The Group's payables consist of short-term and noninterest-bearing trade payables to its local suppliers with an average credit term of 30 days.

Withholding tax payable consists of withholding tax on compensation and expanded withholding tax. Government payables are liabilities to various government agencies generally payable within 30 days. Accrued expenses include payables for professional fees and condominium dues.

## 15. **Loan Payable**

On November 29, 2017, the Parent Company obtained an unsecured short-term loan amounting to ₱50.00 million from a local bank which was renewed for another three (3) months on October 31, 2018. On January 31, 2019, the Parent Company partially paid the principal amounting to ₱20.00 million and renewed the remaining balance amounting to ₱30.00 million for another four (4) months which was fully paid on May 31, 2019. The loan bears an annual fixed interest rate 8.125% and ranging from 5.875% to 8.25% in 2019 and 2018, respectively. Interest expense on this bank loan amounted to ₱0.89 million and ₱3.42 million in 2019 and 2018, respectively.

## 16. **Equity**

Capital Stock
The details of the capital stock as of December 31, 2019 and 2018 are as follows:

| | No. of Shares | Amount |
|---|---|---|
| Authorized - ₱0.25 par value | 10,000,000,000 | ₱2,500,000,000 |
| Unissued | (7,986,580,343) | (1,996,645,086) |
| Issued | 2,013,419,657 | 503,354,914 |
| Subscribed | 2,646,848,057 | 661,712,014 |
| Subscription receivable | (1,844,875,000) | (461,218,750) |
| | 801,973,057 | 200,493,264 |
| Issued and outstanding | 2,815,392,714 | ₱703,848,178 |

Movements in the issued and outstanding shares in 2019 and 2018 are as follows:

| | **2019** | 2018 |
|---|---|---|
| At January 1 | **2,815,392,714** | 2,708,500,714 |
| Issuance of new shares | – | 106,892,000 |
| At December 31 | **2,815,392,714** | 2,815,392,714 |

In 2017, the Parent Company issued 148,382,202 common shares at ₱0.25 par value to META for a total consideration of ₱40.15 million. As a result, VTE applied the deposit for future stock subscription it paid in 2016 amounting to ₱13.94 million and remitted additional cash amounting to ₱26.21 million. Share issue costs incurred related to the issuance amounting to ₱0.13 million was charged against "Additional paid-in capital".

In 2018, the Parent Company issued 106,892,000 shares at par value of ₱0.25 to META for a total consideration of ₱26.72 million. Share issue costs incurred related to the issuance amounting to ₱0.27 million was charged against "Additional paid-in capital".

Below is the Parent Company's track record of registration:

a. On January 26, 1973, the SEC authorized the Parent Company to sell to the public 617.50 million shares out of its unissued capital stock as of December 31, 1972 within one year from order date, unless extended by the SEC. As of December 31, 1973, the Parent Company's authorized capital stock is 1.50 billion shares with par value of ₱0.01.

b. On September 8, 1973, the Parent Company applied with the Manila Stock Exchange and Makati Stock Exchange for the listing of its capital stock as of September 8, 1973 (495 million fully paid-up shares and with respect to 1.0 billion shares, upon full payment and issuance of the corresponding stock certificates). The applications for listing were approved by the Board of Governors of both the Manila Stock Exchange and Makati Stock Exchange on September 30, 1973 and September 13, 1973, respectively. Said listing was duly approved by the SEC on October 16, 1973.

c. On October 17, 1974, the SEC approved the increase in the Parent Company's authorized capital stock from ₱15.0 million (consisting of 1.5 billion shares) to ₱40.0 million (consisting of 4.0 billion shares) at the same par value of ₱0.01. The SEC also approved the 60% stock dividend (₱9.0 million) declaration to stockholders of record as of August 15, 1974.

   The Parent Company granted to stockholders of record as of November 15, 1974 the right to subscribe at par of ₱0.01 per share to the unissued and unsubscribed portion of the increased capital stock amounting to ₱16.0 million (1.60 billion shares), at the ratio of 2 shares of stock for every three (3) shares of stock registered in the stockholders' name.

   On October 23, 1974, the SEC authorized the listing of the additional 2.50 billion shares of the Parent Company's increased capital stock (900.0 million fully paid-up shares representing the 60% stock dividend, and with respect to 1.60 billion shares, upon full payment and issuance of corresponding stock certificates) in the Manila Stock Exchange, Makati Stock Exchange, Inc. and Metropolitan Stock Exchange, Inc. The listing took effect on November 6, 1974.

d. On February 4, 1976, the SEC approved the increase in authorized capital stock from ₱40.0 million (₱24.0 million or 60% Class A and ₱16.0 million or 40% Class B) to ₱100.0 million (₱60.0 million or 60% Class A and ₱40.0 million or 40% Class B) both with a par value of ₱0.01 per share. The Parent Company also granted pre-emptive rights to stockholders of record as of October 31, 1975 to subscribe at par value of ₱0.01 per share to ₱20.0 million (₱12.0 million Class A and ₱8.0 million Class B) at the ratio of one share for every two shares held. The right was exercisable on or before January 15, 1976 with a 25% downpayment and the balance payable upon call by the BOD.

   On December 22, 1975, the SEC issued to the Parent Company a "Certificate of Permit to Offer Securities for Sale" covering the said capital increase of ₱60.0 million (₱36.0 million Class A and ₱24.0 million Class B). On February 26, 1976, the listing of the shares representing the said ₱60.0 million increase in authorized capital stock of the Parent Company in the stock exchanges was approved.

e. On November 13, 2007, the SEC approved the increase in the capital stock of the Parent Company for ₱500.0 million consisting of the 2.0 billion shares to ₱2.50 billion consisting of 10.0 billion shares. Pursuant to this increase, 537.5 million shares to the subscribers to the capital increase were issued on January 10, 2008.

f. On May 28, 2009, the Parent Company issued 120,853,182 shares to a new investor, ZN Biofuels, Inc., the registration of which was exempt and confirmed as such by the SEC.

g. On September 22, 2009, the Parent Company issued 31,818,182 shares to Shouk Financial Services Ltd., the registration of which was exempt and likewise confirmed as such by the SEC.

h. On September 8, 2011, the SEC approved the Stock Option Plan of the Parent Company granting directors, members of the advisory board, officers and employees of the Parent Company options to purchase, at the par value of ₱0.25 per share, a total of 500 million shares. Out of these shares, 26.7 million have been paid and listed in the Philippine Stock Exchange on January 21, 2013 which was classified as deposit for future stock subscription as of December 31, 2012. On July 24, 2013, the PSE approved the listing of the remaining 473 million shares.

Stock Options Plan (SOP)
On July 11, 2007, the Parent Company's BOD and stockholders approved the SOP. On September 8, 2011, the SEC approved the SOP.

The basic terms and conditions of the SOP are as follows:

- The SOP covers up to 500 million in favor of directors, officers and employees of the Parent Company.
- The agreement provides for an exercise price of ₱0.25 per share.
- These options will be settled in equity once exercised.
- All options are exercisable on the third (3rd) year after the approval of the SOP by the stockholders which will therefore expire on July 11, 2010.

On June 18, 2010, the stockholders approved the extension of the exercise period to July 11, 2013. In 2013, a total of seventeen directors, and the chairman and a member of the advisory board and certain officers of the Parent Company have exercised the stock option plan and subscribed for the total of 500.0 million shares at the exercise price. Weighted average exercise price amounted to ₱0.25 per share. Out of these shares, 26.7 million have been paid and listed in the PSE on January 21, 2013 which was classified as deposit for future stock subscription as at December 31, 2012. On July 24, 2013, the PSE approved for listing the remaining 473.0 million shares. As of December 31, 2019 and 2018, 117.63 million SOP shares were listed with the PSE.

Treasury Stock
The treasury stock represents 18.0 million shares of the Parent Company costing ₱3.24 million which are held by BGEC as at December 31, 2019 and 2018.

Non-controlling Interests
In 2013, the Parent Company entered into an agreement with Petrosolve SDN BHD (Petrosolve), a Malaysian corporation engaged in the business of oil fields services, to incorporate Grandway, in which the Parent Company has 70% equity interest. The Parent Company, through Grandway, incorporated PT BES to carry out its oil well business in Indonesia.

On May 10, 2017, the Parent Company entered into a share purchase agreement with Petrosolve, whereby Petrosolve transferred and ceded to the Parent Company its entire shareholdings in Grandway for a consideration of HK$3,000, thereby giving the Parent Company 100% of the shares of Grandway and 95% of the shares of PT BES. As a result, the Parent Company recognized equity reserve on the acquired non-controlling interest amounting to ₱53.95 million.

The Group owns 95% equity interest in PT BES in 2019 and 2018, and owns 72.58% equity interest in SRI in 2019 and 2018.

The summarized financial information of the material NCI which pertains to PT BES are provided below. This information is based on amounts before intercompany eliminations.

| **2019** | |
|---|---|
| Non-controlling interest | **5.00%** |
| **Financial Position** | |
| Total current assets | **₱630,710** |
| Total current liabilities | **179,320,008** |
| Total capital deficiency | **₱178,689,298** |
| Non-controlling interest | **₱8,934,465** |
| **Financial Performance** | |
| General and administrative expenses | **₱1,217,260** |
| Other income | **7,193,809** |
| Net income | **₱5,976,549** |
| Net income attributable to non-controlling interest | **₱298,827** |

| **2018** | |
|---|---|
| Non-controlling interest | 5.00% |
| **Financial Position** | |
| Total current assets | ₱655,673 |
| Total current liabilities | 185,321,520 |
| Total capital deficiency | ₱184,665,847 |
| Non-controlling interest | ₱9,233,292 |
| **Financial Performance** | |
| General and administrative expenses | ₱980,848 |
| Other charges | 11,684,784 |
| Net loss | ₱12,665,632 |
| Net loss attributable to non-controlling interest | ₱633,282 |

17. **Interest Income**

The sources of the Group's interest income for the years ended December 31, 2019, 2018 and 2017 are as follows:

| | **2019** | 2018 | 2017 |
|---|---|---|---|
| Interest income on: | | | |
| Financial assets at FVOCI / AFS financial assets - debt securities (see Note 9) | **₱1,769,273** | ₱1,552,472 | ₱2,197,123 |
| Cash and cash equivalents (see Note 6) | **1,802,471** | 518,671 | 1,094,941 |
| | **₱3,571,744** | ₱2,071,143 | ₱3,292,064 |

## 18. Related Party Transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control or are controlled by or under common control with the Group, including holding companies, subsidiaries and fellow subsidiaries, are related parties of the Group. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Group and close members of the family of these individuals, and companies associated with these individuals also constitute related parties. In considering each possible related entity relationship, attention is directed to the substance of the relationship and not merely the legal form.

Advances from Stockholder
In 2017, in relation to the MOA executed between the Parent Company and META, the Parent Company has excess cash received from VTE amounting to ₱6.67 million which will be reimbursed by the Parent Company to META or will be applied to future subscription of META subject to the terms and conditions provided in the MOA. In 2018, the Group and META agreed that the excess cash would form part as consideration of the shares issued in 2017 (see Note 16). Accordingly, the advances from stockholder was closed to "Additional paid-in capital".

Transactions with Retirement Benefit Fund

a. The Parent Company's retirement benefit fund (the Fund) is in the form of a trust being maintained by a trustee bank.

b. The carrying amount and fair value of the Fund as at December 31, 2019 and 2018 amounted to ₱24.14 million and ₱22.07 million, respectively (see Note 20).

c. The assets and investments of the Fund as at December 31, 2019 and 2018 are as follows:

| | **2019** | 2018 |
|---|---|---|
| Investment in government securities | **₱14,687,203** | ₱13,440,684 |
| Investment in unit investment trust fund | **7,337,595** | 7,108,781 |
| Other securities and debt instruments | **998,862** | – |
| Deposit in banks | **565,402** | 277,121 |
| Investment in stocks | **455,000** | 1,150,680 |
| Accrued payables | **(21,258)** | (19,278) |
| Others | **112,849** | 116,793 |
| | **₱24,135,653** | ₱22,074,781 |

d. The Parent Company has no contribution to the Fund in 2019 and 2018.

Compensation of Key Management Personnel

a. Shares of stock of the Parent Company held by members of the BOD aggregated to 125,917,247 and 125,807,247 as at December 31, 2019 and 2018, respectively.

b. Compensation of key management personnel consists of short-term employee benefits and post-employment benefits. Short-term employee benefits amounted to ₱11.87 million, ₱11.96 million and ₱12.21 million in 2019, 2018 and 2017, respectively, while post-employment benefits amounted to ₱3.31 million, ₱3.58 million and ₱4.95 million in 2019, 2018 and 2017, respectively.

Directors' remuneration consists only of per diems for attendance at the BOD and Committee meetings. In 2019, 2018 and 2017, total per diems received by the members of the BOD amounted to

₱2.96 million, ₱2.15 million and ₱2.36 million, respectively. There is no existing compensatory plan or arrangement for directors of the Parent Company.

Remuneration of existing officers of the Group are covered in their employment contracts and, except for retirement benefits under the Group's retirement plan, there are no existing compensatory plans or arrangements for officers of the Group.

The SOP for directors and officers covering 500.0 million shares was approved by the stockholders on July 11, 2007, and the exercise period was extended to July 2013. The SEC issued on September 8, 2011 a resolution exempting the SOP from the registration requirements under the Securities Regulation Code. As of December 31, 2016, the entire 500.0 million shares were subscribed of which 117.6 million shares have been paid.

Transactions with Associates

In 2018, the Parent Company entered in a Management Service Agreement (MSA) with VEPC and VINTER where the Parent Company would render managerial and administrative services to VEPC and VINTER. The Parent Company recognized income from this MSA amounting to ₱6.73 million and ₱2.97 million in 2019 and 2018, respectively. The related receivable amounting to ₱9.47 million and ₱2.97 million as at 2019 and 2018, respectively, are presented as part of "Receivables" account in the consolidated statements of financial position (see Note 7).

## 19. General and Administrative Expenses

| | **2019** | 2018 | 2017 |
|---|---|---|---|
| Personnel: | | | |
| Salaries and wages | **₱18,589,306** | ₱19,594,444 | ₱19,559,371 |
| Retirement expense (see Note 20) | **4,059,421** | 4,220,882 | 6,452,891 |
| Other employee benefits | **5,092,891** | 4,003,993 | 5,652,864 |
| Training fund and development assistance | **11,733,141** | – | – |
| Professional fees | **8,541,080** | 2,162,561 | 1,604,128 |
| Depreciation and amortization (see Note 13) | **4,811,738** | 5,242,050 | 5,421,968 |
| Transportation and travel | **4,796,878** | 4,515,025 | 5,336,868 |
| Representation and entertainment | **4,003,833** | 3,954,140 | 4,621,892 |
| Taxes and licenses | **1,502,208** | 6,681,708 | 1,132,767 |
| Utilities | **970,185** | 963,668 | 915,944 |
| Communication | **842,977** | 1,049,180 | 1,063,243 |
| Annual stockholders' meeting | **663,677** | 532,958 | 650,719 |
| Office supplies | **306,538** | 369,489 | 524,234 |
| Association and membership dues | **118,193** | 205,823 | 187,807 |
| Trainings and seminars | **116,496** | 246,155 | 257,376 |
| Repairs and maintenance | **98,197** | 65,980 | 195,105 |
| Others | **2,145,582** | 2,168,886 | 2,078,754 |
| | **₱68,392,341** | ₱55,976,942 | ₱55,655,931 |

## 20. **Retirement Benefits**

The Group maintains a funded, noncontributory defined retirement benefit plan (the Plan) covering all qualified employees.

The Fund is administered by a trustee bank under the supervision of the Board of Trustees (BOT) of the Plan. The BOT is responsible for investment of the assets. It defines the investment strategy as often as necessary, at least annually, especially in the case of significant market developments or changes to the structure of the plan participants. When defining the investment strategy, it takes account of the Plan's objectives, benefit obligations and risk capacity. The investment strategy is defined in the form of a long-term target structure (investment policy).

RA No. 7641 ("Retirement Pay Law") an Act amending article 287 of Presidential Decree (PD) No. 442 ("Labor Code of the Philippines"), requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided, however, that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan.

The following tables summarize the components of retirement expense recognized in the consolidated statements of income, the remeasurement effects recognized in the consolidated statements of comprehensive income and the amounts recognized in the consolidated statements of financial position.

The components of the retirement expense recognized in the consolidated statements of income are as follows:

| | **2019** | 2018 |
|---|---|---|
| Current service cost | **₱3,678,301** | ₱4,274,982 |
| Net interest cost (income) | **381,120** | (54,100) |
| | **₱4,059,421** | ₱4,220,882 |

Remeasurement loss recognized in other comprehensive income are as follows:

| | **2019** | 2018 |
|---|---|---|
| Actuarial gain (loss) on defined benefit obligation | **(₱3,236,678)** | ₱1,950,932 |
| Return on assets excluding amount included in net interest cost | **834,377** | (2,538,266) |
| | **(₱2,402,301)** | (₱587,334) |

Accrued retirement benefits recognized in the consolidated statements of financial position as at December 31, 2019 and 2018 are as follows:

| | **2019** | 2018 |
|---|---|---|
| Present value of defined benefit obligation | **₱38,464,721** | ₱29,942,127 |
| Fair value of plan assets (see Note 18) | **(24,135,653)** | (22,074,781) |
| | **₱14,329,068** | ₱7,867,346 |

Changes in the present value of the defined benefit obligation are as follows:

| | **2019** | 2018 |
|---|---|---|
| At January 1 | **₱29,942,127** | ₱29,293,975 |
| Current service cost | **3,678,301** | 4,274,982 |
| Interest cost on defined benefit obligation | **1,607,615** | 1,289,098 |
| Benefits paid | **–** | (2,964,996) |
| Actuarial loss (gain) due to: | | |
| Changes in financial assumptions | **3,912,408** | (1,940,688) |
| Experience adjustments | **(675,730)** | (13,438) |
| Changes in demographic assumptions | **–** | 3,194 |
| At December 31 | **₱38,464,721** | ₱29,942,127 |

Changes in the fair value of plan assets are as follows:

| | **2019** | 2018 |
|---|---|---|
| At January 1 | **₱22,074,781** | ₱26,234,845 |
| Interest income included in net interest cost/income | **1,226,495** | 1,343,198 |
| Return on assets excluding amount included in net interest cost/income | **834,377** | (2,538,266) |
| Benefits paid | **–** | (2,964,996) |
| At December 31 | **₱24,135,653** | ₱22,074,781 |

Changes in the accrued retirement benefits recognized in the consolidated statements of financial position as at December 31 are as follows:

| | **2019** | 2018 |
|---|---|---|
| At January 1 | **₱7,867,346** | ₱3,059,130 |
| Retirement expense | **4,059,421** | 4,220,882 |
| Actuarial loss recognized for the year | **2,402,301** | 587,334 |
| At December 31 | **₱14,329,068** | ₱7,867,346 |

The major categories and fair values of the Group's plan assets are disclosed in Note 18.

The principal assumptions used in determining the present value of the defined benefit obligation for the Group's pension plan as at December 31 are as follows:

| | **2019** | 2018 |
|---|---|---|
| Discount rate | **4.79%** | 7.27% |
| Future salary increase rate | **6.00%** | 6.00% |

The Group expects to contribute ₱5.34 million to the Fund in 2020.

The sensitivity analysis below has been determined based on reasonable possible changes of each significant assumption on the defined benefit obligation as at end of the financial reporting date, assuming all other assumptions were held constant:

| | | Increase (decrease) in the present value of defined benefit obligation | |
|---|---|---|---|
| | Increase (decrease) | **2019** | 2018 |
| Discount rate | +100 basis points | **(₱1,725,972)** | (₱1,099,192) |
| | −100 basis points | **1,970,585** | 1,238,424 |
| Future salary increase rate | +100 basis points | **2,070,974** | 1,427,803 |
| | −100 basis points | **(1,852,386)** | (1,296,867) |

The Group does not expect any changes on the other assumptions aside from the above.

The weighted average duration of the benefit payments as at December 31, 2019 and 2018 is approximately 12.05 years and 12.00 years, respectively.

The average expected future service years at the end of the reporting date is seven (7) years. Shown below is the maturity analysis of the undiscounted benefit payments as of December 31:

| | **2019** | 2018 |
|---|---|---|
| One year or less | **₱17,242,262** | ₱15,658,245 |
| More than one year to five years | **5,463,719** | 8,962,093 |
| More than five years to 10 years | **13,388,630** | 12,174,226 |
| More than 10 years to 15 years | **26,506,409** | 25,327,576 |
| More than 15 years to 20 years | **11,340,816** | 9,682,540 |
| More than 20 years to 10 years | **23,366,594** | 22,079,073 |
| Total expected benefit payments | **₱97,308,430** | ₱93,883,753 |

## 21. **Income Taxes**

Being engaged in petroleum operations in the Philippines, the Parent Company and SRI are entitled to certain tax incentives under PD No. 87, as amended. Under PD No. 87, contractors are exempt from all taxes, except income taxes.

Current income tax in 2019, 2018 and 2017 pertains to MCIT.

The reconciliation of the income tax computed at the statutory tax rate to the provision for income tax as shown in the consolidated statements of income follows:

| | **2019** | 2018 | 2017 |
|---|---|---|---|
| Income tax at 30% statutory rate | **(₱59,755,577)** | (₱7,935,956) | (₱14,619,982) |
| Adjustments to income tax resulting from: | | | |
| Deductible temporary differences for which no deferred tax asset was recognized | **36,660,515** | 13,945,670 | 12,380,698 |
| Taxable other income | **19,371,893** | – | – |
| Nondeductible expenses | **4,281,005** | 6,189,186 | 3,584,724 |
| Nontaxable income | **(4,148,700)** | (16,746,982) | (1,087,786) |
| Difference in tax rates | **2,588,530** | 761,625 | – |
| Income subjected to final tax | **(1,071,955)** | (621,343) | (1,491,696) |
| Final taxes paid | **702,717** | 409,192 | 648,738 |
| Derecognition of deferred taxes and others | **–** | 2,407,282 | (390,547) |
| Expired NOLCO and MCIT | **–** | 910,421 | 10,486,949 |
| Provision for (benefit from) income tax | **(₱1,371,572)** | (₱680,905) | ₱9,511,098 |

The components of deferred income tax liabilities recognized by the Group as at December 31, 2019 and 2018 are as follows:

| | **2019** | 2018 |
|---|---|---|
| Recognized in consolidated statements of income: | | |
| Excess of fair value of net assets acquired over cost of an associate | **₱3,023,007** | ₱4,836,812 |
| Unrealized foreign exchange gains | **–** | 446,553 |
| | **3,023,007** | 5,283,365 |
| Recognized in OCI: | | |
| Share in cumulative translation adjustment of associates | **5,119,524** | 4,131,667 |
| Remeasurement effect of accrued retirement benefits | **30,160** | 750,850 |
| Revaluation increment on office condominium | **–** | 6,749,084 |
| | **5,149,684** | 11,631,601 |
| | **₱8,172,691** | ₱16,914,966 |

As at December 31, 2019 and 2018, the Group has NOLCO and MCIT that can be utilized as deduction from future taxable income and income tax due, respectively, as follows:

| Year Incurred | Expiry Year | As at December 31, 2018 | Addition | Expired | As at December 31, 2019 |
|---|---|---|---|---|---|
| **NOLCO** | | | | | |
| 2016 | 2019 | ₱44,521,585 | ₱– | ₱44,521,585 | ₱– |
| 2017 | 2020 | 41,229,661 | – | – | 41,229,661 |
| 2018 | 2021 | 36,647,226 | – | – | 36,647,226 |
| 2019 | 2022 | – | 321,801,238 | – | 321,801,238 |
| | | ₱122,398,472 | ₱321,801,238 | ₱44,521,585 | ₱399,678,125 |

| Year Incurred | Expiry Year | As at December 31, 2018 | Addition | Expired | As at December 31, 2019 |
|---|---|---|---|---|---|
| **MCIT** | | | | | |
| 2015 | 2019 | ₱7,424 | ₱– | ₱7,424 | ₱– |
| 2017 | 2019 | 11,800 | – | – | 11,800 |
| 2018 | 2020 | 216,908 | – | – | 216,908 |
| 2019 | 2021 | – | 1,444,519 | – | 1,444,519 |
| | | ₱236,132 | ₱1,444,519 | ₱7,424 | ₱1,673,227 |

As at December 31, 2019 and 2018, the Group has deductible temporary differences and carryforward benefits for which no deferred income tax asset was recognized as management expects that it is not probable that sufficient future taxable profit will be available against which deferred income tax asset can be utilized. Details are as follows:

| | **2019** | 2018 |
|---|---|---|
| NOLCO | **₱399,678,125** | ₱122,398,472 |
| Accumulated equity in net losses of associates | **19,915,969** | 5,077,498 |
| Accrued retirement benefits | **14,429,603** | 10,370,182 |
| Allowance for impairment on: | | |
| Receivables | **2,142,006** | 2,142,006 |
| Deferred exploration costs | – | 212,847,052 |
| MCIT | **1,673,227** | 236,132 |
| Unamortized past service cost | **1,618,949** | 1,850,228 |
| Unrealized foreign exchange loss | **1,379,923** | – |

## 22. Loss per Share

The following reflects the loss and share data used in the basic and diluted loss per share computation:

| | **2019** | 2018 | 2017 |
|---|---|---|---|
| Net loss attributable to shareholders of the Parent Company (a) | **₱198,093,808** | ₱25,121,623 | ₱58,104,275 |
| Weighted average number of outstanding common shares (b) | **2,815,392,714** | 2,740,079,047 | 2,592,792,915 |
| Basic and diluted loss per share (a/b) | **₱0.070** | ₱0.009 | ₱0.022 |

There have been no other transactions involving common shares or potential common shares between the end of financial reporting period and the date of issuance of these consolidated financial statements. There are no potential dilutive shares as of December 31, 2019, 2018 and 2017.

## 23. Segment Information

The primary segment reporting format is determined to be divided into business segments for which the Group's risk and rate of return are affected predominantly by differences in the products produced. The operating businesses are organized and managed separately through the Parent Company and its subsidiaries according to the nature of the products provided, with each segment representing a strategic business unit that offers different products to different markets.

As at December 31, 2019 and 2018, the Group has two main business segments - investment holding and renewable energy and natural gas exploration.

The Group's operating business segments remain to be neither organized nor managed by geographical segment.

The following table presents certain segment results, assets and liability information regarding the Group's business segments:

| | 2019 | | | |
|---|---|---|---|---|
| | **Investment Holding** | **Renewable Energy and Natural Gas Exploration** | **Eliminations** | **Consolidated** |
| **Financial Performance** | | | | |
| Income (loss) before interest and taxes | **₱11,526,155** | **(₱207,038,335)** | **(₱6,358,349)** | **(₱201,870,529)** |
| Interest income | **–** | **3,571,744** | **–** | **3,571,744** |
| Interest expense | **–** | **(886,473)** | **–** | **(886,473)** |
| Benefits from income tax | **–** | **1,371,572** | **–** | **1,371,572** |
| Net income (loss) | **₱11,526,155** | **(₱202,981,492)** | **(₱6,358,349)** | **(₱197,813,686)** |
| **Financial Position** | | | | |
| Segment assets | **₱196,114,514** | **₱702,247,891** | **(₱472,492,340)** | **₱425,870,065** |
| Investment properties | **151,266,995** | **23,441,005** | **–** | **174,708,000** |
| Total assets | **₱347,381,509** | **₱725,688,896** | **(₱472,492,340)** | **₱600,578,065** |
| Total liabilities | **₱224,475,037** | **₱249,488,360** | **(₱431,117,764)** | **₱42,845,633** |
| **Other Segment Information** | | | | |
| Additions to: | | | | |
| Deferred exploration costs | **₱–** | **₱291,461** | **₱–** | **₱291,461** |
| Property and equipment | **–** | **17,195** | **–** | **17,195** |
| Depreciation and amortization | **–** | **4,811,738** | **–** | **4,811,738** |

| | 2018 | | | |
|---|---|---|---|---|
| | Investment Holding | Renewable Energy and Natural Gas Exploration | Eliminations | Consolidated |
| **Financial Performance** | | | | |
| Income (loss) before interest and taxes | ₱18,888,398 | (₱42,963,920) | (₱1,033,010) | (₱25,108,532) |
| Interest income | – | 2,071,143 | – | 2,071,143 |
| Interest expense | – | (3,415,799) | – | (3,415,799) |
| Benefit from income tax | – | 680,905 | – | 680,905 |
| Net income (loss) | ₱18,888,398 | (₱43,627,671) | (₱1,033,010) | (₱25,772,283) |
| **Financial Position** | | | | |
| Segment assets | ₱202,482,107 | ₱881,787,711 | (₱460,234,384) | ₱624,035,434 |
| Investment properties | 139,187,942 | 21,691,058 | – | 160,879,000 |
| Total assets | ₱341,670,049 | ₱903,478,769 | (₱460,234,384) | ₱784,914,434 |
| Total liabilities | ₱230,345,452 | ₱268,699,785 | (₱415,363,750) | ₱83,681,487 |
| **Other Segment Information** | | | | |
| Additions to: | | | | |
| Deferred exploration costs | ₱– | ₱8,561,261 | ₱– | ₱8,561,261 |
| Property and equipment | – | 179,098 | – | 179,098 |
| Depreciation and amortization | – | 5,242,050 | – | 5,242,050 |

| | 2017 | | | |
|---|---|---|---|---|
| | Investment Holding | Renewable Energy and Natural Gas Exploration | Eliminations | Consolidated |
| **Financial Performance** | | | | |
| Loss before interest and taxes | (₱570,024) | (₱51,010,520) | ₱– | (₱51,580,544) |
| Interest income | – | 3,292,064 | – | 3,292,064 |
| Interest expense | – | (444,792) | – | (444,792) |
| Provision for income tax | – | (9,511,098) | – | (9,511,098) |
| Net loss | (₱570,024) | (₱57,674,346) | ₱– | (₱58,244,370) |
| **Financial Position** | | | | |
| Segment assets | ₱191,291,512 | ₱740,792,432 | (₱455,211,806) | ₱476,872,138 |
| Investment properties | 119,819,824 | 155,560,681 | – | 275,380,505 |
| Total assets | ₱311,111,336 | ₱896,353,113 | (₱455,211,806) | ₱752,252,643 |
| Total liabilities | ₱218,616,154 | ₱272,104,964 | (₱411,011,436) | ₱79,709,682 |
| **Other Segment Information** | | | | |
| Additions to: | | | | |
| Deferred exploration costs | ₱– | ₱29,873,551 | ₱– | ₱29,873,551 |
| Property and equipment | – | 3,249,645 | – | 3,249,645 |
| Depreciation and amortization | – | 5,421,968 | – | 5,421,968 |

## 24. Changes in Liabilities Arising from Financing Activities

| | **2019** | | |
|---|---|---|---|
| | **At January 1** | **Cash flows** | **At December 31** |
| Dividends payable | **₱888,714** | **₱–** | **₱888,714** |
| Loan payable (see Note 15) | **50,000,000** | **(50,000,000)** | **–** |
| | **₱50,888,714** | **(₱50,000,000)** | **₱888,714** |

| | 2018 | | | |
|---|---|---|---|---|
| | At January 1 | Cash flows | Application to APIC | At December 31 |
| Dividends payable | ₱888,714 | ₱– | ₱– | ₱888,714 |
| Loan payable (see Note 15) | 50,000,000 | – | – | 50,000,000 |
| Advances from stockholder (see Note 18) | 6,670,782 | – | (6,670,782) | – |
| | ₱57,559,496 | ₱– | (₱6,670,782) | ₱50,888,714 |

## 25. **Fair Value Measurements**

Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair values are obtained from quoted market prices.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments, investment properties and office condominium for which it is practicable to estimate such value:

*Cash and Cash Equivalents, Receivables, Refundable Deposits, Accounts Payable and Accrued Expenses, Loan Payable, and Dividends Payable.* Due to the short-term nature of these accounts, their carrying values were assessed to approximate their fair values.

*Financial Assets at FVOCI.* Financial assets at FVOCI in quoted shares of stock and quoted debt securities are carried in the consolidated statement of financial position at fair value, which is determined by reference to quoted market prices at the close of business on the reporting date.

*Investment Properties and Office Condominium.* Investment properties are carried in the consolidated statements of financial position at fair value, which reflects market conditions at the reporting date.

Fair Value Hierarchy

The following table presents the level of hierarchy of the Group's financial assets at FVOCI debt and equity instruments, investment properties and office condominium as at December 31, 2019 and 2018:

| | **2019** | | | | |
|---|---|---|---|---|---|
| | **Fair Value Measurement Using** | | | | |
| | **Date of valuation** | **Total** | **Quoted prices in active markets (Level 1)** | **Significant observable inputs (Level 2)** | **Significant unobservable inputs (Level 3)** |
| Financial assets at FVOCI: | | | | | |
| Quoted debt securities | **December 31, 2019** | **₱40,080,076** | **₱40,080,076** | **₱–** | **₱–** |
| Quoted shares of stock | **December 31, 2019** | **7,123,036** | **7,123,036** | **–** | **–** |
| Investment properties | **December 31, 2019** | **174,708,000** | **–** | **–** | **174,708,000** |

| | 2018 | | | | |
|---|---|---|---|---|---|
| | Fair Value Measurement Using | | | | |
| | Date of valuation | Total | Quoted prices in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Financial assets at FVOCI: | | | | | |
| Quoted debt securities | December 31, 2018 | ₱37,624,594 | ₱37,624,594 | ₱– | ₱– |
| Quoted shares of stock | December 31, 2018 | 6,711,923 | 6,711,923 | – | – |
| Investment properties | Various dates in 2018 | 160,879,000 | – | – | 160,879,000 |
| Office condominium | August 25, 2016 | 23,302,327 | – | 23,302,327 | – |

The fair values of the above financial assets at FVOCI are derived from quoted market prices in active markets.

During the reporting years ended December 31, 2019 and 2018, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

There are no financial liabilities measured at fair value as at December 31, 2019 and 2018.

Valuation Techniques Used to Derive Level 3 Fair Values

The table below presents the following for each class of the Group's investment properties and office condominium:

- The fair value measurements at the end of the reporting period;
- The level of the fair value hierarchy (e.g., Level 2 or Level 3) within which the fair value measurements are categorized in their entirety;
- A description of the valuation techniques applied;
- The inputs used in the fair value measurement; and
- For Level 3 fair value measurements, quantitative information about the significant unobservable inputs used in the fair value measurement.

| | **2019** | | | |
|---|---|---|---|---|
| **Class of Property** | **Fair Value as at December 31, 2019** | **Valuation Technique** | **Key Unobservable Inputs** | **Range (Weighted Average)** |
| Land | **₱174,708,000** | **Market Approach** | **Price per square meter** | **₱27–₱4,600** |
| | | | **Road frontage (adjustment to the price per square meter)** | **-5% to 5%** |
| | | | **Shape** | **-15% to 5%** |
| | | | **Neighborhood** | **-10% to -5%** |
| | | | **Prospective Utility** | **15% to 20%** |
| | | | **Location** | **-10% to 15%** |
| | | | **Size** | **-5 to 15%** |

| | 2018 | | | |
|---|---|---|---|---|
| Class of Property | Fair Value as at December 31, 2018 | Valuation Technique | Key Unobservable Inputs | Range (Weighted Average) |
| Land | ₱160,879,000 | Market Approach | Price per square meter | ₱20–₱2,000 |
| | | | External factor (adjustment to the price per square meter) | -5% to -40% |
| | | | Location | -15% to 5% |
| | | | Size | -20 to 5% |
| Office condominium | 23,302,327 | Market Approach | Price per square meter | ₱70,000–₱114,000 |
| | | | Remaining economic life | 14–40 years |

Sensitivity Analysis to Significant Changes in Unobservable Inputs within Level 3 of the Hierarchy

*Investment Properties*. Significant increases (decreases) in price per square meter in isolation would result in a significantly higher (lower) fair value measurement.

## 26. **Financial Risk Management Objectives and Policies**

The Group's financial instruments consist of cash and cash equivalents, receivables, refundable deposits, financial assets at FVOCI, accounts payables and accrued expenses, loan payable and dividends payable. Cash and cash equivalents, refundable deposits, financial assets at FVOCI and loan payable are used for investment purposes, while receivables, accounts payable and accrued expenses, and dividends payable arise from operations. The Group's activities expose it to a variety of financial risks: foreign currency risk, price risk, credit risk and liquidity risk. The Group has no significant exposure to interest rate risk as at December 31, 2019 and 2018. The Group's overall risk management program focuses on minimizing the potential adverse effects on the Group's financial performance due to unpredictability of financial markets.

The Group's exposures to these risks are managed through close monitoring by the Group's key management and BOD through the Finance and Investments Committee.

Foreign Currency Risk

Foreign currency risk is the risk to earnings or capital arising from changes in foreign exchange rates. The Group takes on exposure to effects of fluctuations in the prevailing foreign currency exchange rates on its financial statements. Fluctuations in exchange rates can have significant effects on the Group's reported results. The Group is exposed to foreign exchange risk arising from its foreign-currency-denominated cash and cash equivalents, receivables, refundable deposits and financial assets at FVOCI accounts. The Group's policy is to minimize economic and material transactional exposures arising from currency movements against the Philippine Peso.

The Group's foreign-currency-denominated exposures comprise significantly of its exposure in its US$, Indonesian Rupiah (IDR), Japanese Yen (JP¥), and Thailand Baht (THB) financial assets.

The Group's significant foreign-currency-denominated financial assets as at December 31, 2019 and 2018 are as follows:

| | **2019** | | 2018 | |
|---|---|---|---|---|
| | **Original Currency** | **Peso Equivalent** | Original Currency | Peso Equivalent |
| **Loans and Receivables** | | | | |
| Cash and cash equivalents: | | | | |
| US$ | **US$529,007** | **₱26,786,269** | US$694,876 | ₱36,536,580 |
| IDR | **IDR39,285,389** | **141,427** | IDR47,160,602 | 169,778 |
| Receivables: | | | | |
| IDR | **IDR129,543,951** | **472,281** | IDR129,393,306 | 469,442 |
| THB | **THB5,891,007** | **9,911,618** | THB2,026,763 | 3,282,951 |
| Refundable deposits: | | | | |
| US$ | **US$444,960** | **22,530,550** | US$– | – |
| JP¥ | **–** | **–** | JP¥34,063,800 | 16,183,711 |
| **Financial Assets at FVOCI** | | | | |
| Quoted shares of stock - US$ | **US$1,400** | **70,889** | US$3,200 | 168,256 |
| | | **₱59,913,034** | | ₱56,810,718 |

For purposes of translating the foreign-currency-denominated monetary assets and liabilities as of December 31, the exchange rates applied were as follows:

| | **2019** | 2018 |
|---|---|---|
| US$ | **₱50.64 to US$1** | ₱52.58 to US$1 |
| IDR | **₱0.0036 to IDR1** | ₱0.0036 to IDR1 |
| THB | **₱1.68 to THB1** | ₱1.62 to THB1 |
| JP¥ | – | ₱0.4751 to JP¥1 |

The following table summarizes the impact on the consolidated financial statements of reasonable possible changes in the exchange rates of foreign currencies against the Philippine Peso as at December 31, 2019 and 2018 until the Group's next financial reporting date:

| | Change in US$ rate | Increase (decrease) in income before income tax | Change in IDR rate | Increase (decrease) in income before income tax | Change in THB rate | Increase (decrease) in income before income tax | Change in JP¥ rate | Increase (decrease) in income before income tax |
|---|---|---|---|---|---|---|---|---|
| **2019** | **+1.02%** | **₱502,561** | **+0.87%** | **₱5,332** | **+1.70%** | **₱160,656** | – | **₱–** |
| | **-0.99%** | **(488,323)** | **-1.13%** | **(6,958)** | **-0.65%** | **(61,600)** | – | – |
| 2018 | +1.12% | ₱411,094 | +1.76% | ₱284,833 | +1.76% | ₱284,833 | +1.75% | ₱2,971 |
| | -1.32% | (484,504) | -1.34% | (216,862) | -1.34% | (216,862) | -1.60% | (2,716) |

There is no other effect on the Group's equity other than those already affecting the consolidated loss before income tax.

Price Risk

Price risk is the risk that the value of a financial instrument will fluctuate because of changes in market prices. The Group is exposed to equity securities price risk because of investments held by the Group, which are classified on the consolidated statements of financial position as financial assets at FVOCI. The Group employs the service of a third-party stock-broker to manage its investment in shares of stock.

The following table presents the effect on the consolidated financial statements of reasonable possible changes in market prices of financial assets at FVOCI as of December 31, 2019 and 2018 until the Group's next financial reporting date:

| | Change in Quoted Prices of Investments Carried at Fair Value | Increase (Decrease) in Equity |
|---|---|---|
| **2019** | **+ 5.14%** | **₱2,306,025** |
| | **- 5.14%** | **(2,306,025)** |
| 2018 | + 2.51% | ₱1,154,041 |
| | - 2.51% | (1,154,041) |

The effect on the Group's equity in relation to equity price risk already excludes the effect of the transactions affecting profit or loss.

Credit Risk

Credit risk is the risk that the Group will incur a loss because its counterparties failed to discharge their contractual obligations. The Group manages and controls credit risk by doing business only with recognized, creditworthy third parties. Receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. The Group does not have any collateral held as security and other credit enhancements on its financial assets as of December 31, 2019 and 2018. Therefore, the Group's maximum exposure to credit risk is equal to the carrying amount of its financial assets as at December 31, 2019 and 2018.

It is the Group's policy to maintain the receivables at a low level except for one-time non-trade transaction which the Group classifies as collectible or not impaired because the parties have no history of default especially on transactions as agreed on the contract.

The following table provides information regarding the credit quality by class of financial assets (amounts gross of allowance for credit losses) based on the Group's credit rating system:

| | **2019** | | |
|---|---|---|---|
| | **Neither Past Due nor Impaired** | **Past Due and Impaired** | **Total** |
| **Loans and Receivables** | | | |
| Cash and cash equivalents | **₱106,866,340** | **₱–** | **₱106,866,340** |
| Receivables: | | | |
| Receivables | **34,824,546** | **2,142,006** | **36,966,552** |
| Interest receivable | **202,746** | **–** | **202,746** |
| Advances to officers and employees | **106,863** | **–** | **106,863** |
| Refundable deposits | **22,530,549** | **–** | **22,530,549** |
| | **164,531,044** | **2,142,006** | **166,673,050** |
| **Financial Assets at FVOCI** | | | |
| Quoted debt securities | **40,080,076** | **–** | **40,080,076** |
| Quoted shares of stock | **7,123,036** | **–** | **7,123,036** |
| | **47,203,112** | **–** | **47,203,112** |
| | **₱211,734,156** | **₱2,142,006** | **₱213,876,162** |

| | 2018 | | |
|---|---|---|---|
| | Neither Past Due nor Impaired | Past Due and Impaired | Total |
| Loans and Receivables | | | |
| Cash and cash equivalents* | ₱42,090,286 | ₱– | ₱42,090,286 |
| Receivables: | | | |
| Receivables | 129,890,852 | 2,142,006 | 132,032,858 |
| Interest receivable | 200,262 | – | 200,262 |
| Advances to officers and Employees | 51,369 | – | 51,369 |
| Refundable deposits | 16,183,711 | – | 16,183,711 |
| | 188,416,480 | 2,142,006 | 190,558,486 |
| Financial Assets at FVOCI | | | |
| Quoted debt securities | 37,624,594 | – | 37,624,594 |
| Quoted shares of stock | 6,711,923 | – | 6,711,923 |
| | 44,336,517 | – | 44,336,517 |
| | ₱232,752,997 | ₱2,142,006 | ₱234,895,003 |

**Excluding cash on hand.*

Concentrations of credit risk arise from financial instruments that have similar characteristics and are affected similarly by changes in economic or other conditions. There are no significant concentrations of credit risk within the Group arising from financial assets since these are not directly affected by changes in economic or other external conditions.

The Group has the following financial assets that are subject to ECL using the general approach.

The table below shows the financial assets per stage of allocation and by credit risk rating grades as at December 31, 2019 and 2018:

| | **2019** | | | |
|---|---|---|---|---|
| | **Stage 1 12-month ECL** | **Stage 2 Lifetime ECL** | **Stage 3 Lifetime ECL** | **Total** |
| High grade | **₱154,069,452** | **₱–** | **₱–** | **₱154,069,452** |
| Standard grade | **57,664,704** | **–** | **–** | **57,664,704** |
| Default | **–** | **–** | **2,142,006** | **2,142,006** |
| Gross carrying amount | **211,734,156** | **–** | **2,142,006** | **213,876,162** |
| Loss allowance | **–** | **–** | **(2,142,006)** | **(2,142,006)** |
| Carrying amount | **₱211,734,156** | **₱–** | **₱–** | **₱211,734,156** |

| | 2018 | | | |
|---|---|---|---|---|
| | Stage 1 12-month ECL | Stage 2 Lifetime ECL | Stage 3 Lifetime ECL | Total |
| High grade | ₱86,426,803 | ₱– | ₱– | ₱86,426,803 |
| Standard grade | 146,326,194 | | | 146,326,194 |
| Default | – | – | 2,142,006 | 2,142,006 |
| Gross carrying amount | 232,752,997 | – | 2,142,006 | 234,895,003 |
| Loss allowance | – | – | (2,142,006) | (2,142,006) |
| Carrying amount | ₱232,752,997 | ₱– | ₱– | ₱232,752,997 |

- *Cash and Cash Equivalents.* As of December 31, 2019, the ECL relating to the cash and cash equivalents of the Group is minimal as these are deposited in reputable entities which have good bank standing and is considered to have lower credit risk.

- *Financial Assets at FVOCI.* Consisting of quoted debt securities and quoted shares of stock, probability of default is expected to be lower as these are issued by blue chip companies.

- *Refundable Deposit.* Refundable deposit is deposited with a third party which have good credit standing and are considered to have lower credit risk, hence, probability of default is expected to be less likely.

- *Receivables.* As of December 31, 2019, the receivable from an affiliate amounting to ₱21.19 million are considered to have lower credit risk, hence, probability of default is expected to be less likely.

Financial instruments classified as "high grade" are those cash and cash equivalents transacted with reputable local and multi-national banks and receivables with some history of default on the agreed terms of the contract. Financial assets at FVOCI are considered "high grade" since these are invested in blue chip companies. Other financial assets are considered standard grade as it would require some reminder and follow-ups to obtain settlement from the counterparties.

Liquidity Risk
Liquidity risk is defined as the risk that the Group would not be able to settle or meet its obligations on time or at a reasonable price. Management is responsible for liquidity, funding, as well, as settlement management. Management also ensures that the Group will maximize its gain on trading of marketable securities to finance future capital-intensive projects. The Group manages its liquidity risk on a consolidated basis based on business needs, tax, capital or regulatory considerations, if applicable, through numerous sources of finance in order to maintain flexibility.

The Group manages its liquidity profile to be able to finance its working capital requirements and capital expenditures and service due and maturing debts. To cover its financing requirements, the Group intends to use internally generated funds. The BOD closely monitors the Group's financial position during its regular meetings.

The table below summarizes the maturity profile of the financial instruments of the Group based on remaining contractual undiscounted cash flows:

| | **2019** | | | | |
|---|---|---|---|---|---|
| | **On demand** | **Less than 3 months** | **More than 3 months up to one year** | **More than one year** | **Total** |
| **Financial Assets** | | | | | |
| Cash and cash equivalents | **₱106,866,340** | **₱–** | **₱–** | **₱–** | **₱106,866,340** |
| Receivables: | | | | | |
| Receivables | **34,824,546** | – | – | – | **34,824,546** |
| Interest receivable | – | **202,746** | – | – | **202,746** |
| Advances to officers and employees | **106,863** | – | – | – | **106,863** |
| Refundable deposits | **22,530,549** | – | – | – | **22,530,549** |
| Financial assets at FVOCI | **47,203,112** | – | – | – | **47,203,112** |
| | **211,531,410** | **202,746** | – | – | **211,734,156** |
| **Financial Liabilities** | | | | | |
| Accounts payable and accrued expenses* | **13,618,478** | **4,808,346** | – | – | **18,426,824** |
| Dividends payable | **888,714** | – | – | – | **888,714** |
| | **14,507,192** | **4,808,346** | – | – | **19,315,538** |
| **Net Financial Assets (Liabilities)** | **₱197,024,218** | **(₱4,605,600)** | **₱–** | **₱–** | **₱192,418,618** |

* *Excluding statutory liabilities*

| | 2018 | | | | |
|---|---|---|---|---|---|
| | On demand | Less than 3 months | More than 3 months up to one year | More than one year | Total |
| **Financial Assets** | | | | | |
| Cash and cash equivalents | ₱42,093,952 | ₱– | ₱– | ₱– | ₱42,093,952 |
| Receivables: | | | | | |
| Receivables | 129,890,852 | – | – | – | 129,890,852 |
| Interest receivable | – | 200,262 | – | – | 200,262 |
| Advances to officers and employees | 51,369 | – | – | – | 51,369 |
| Refundable deposits | 16,183,711 | – | – | – | 16,183,711 |
| Financial assets at FVOCI | 44,336,517 | – | – | – | 44,336,517 |
| | 232,556,401 | 200,262 | – | – | 232,756,663 |
| **Financial Liabilities** | | | | | |
| Accounts payable and accrued expenses* | 5,474,464 | 1,654,224 | – | – | 7,128,688 |
| Loan payable | – | 50,343,750 | – | – | 50,343,750 |
| Dividends payable | 888,714 | – | – | – | 888,714 |
| | 6,363,178 | 51,997,974 | – | – | 58,361,152 |
| **Net Financial Assets (Liabilities)** | ₱226,193,223 | (₱51,797,712) | ₱– | ₱– | ₱174,395,511 |

* *Excluding statutory liabilities.*

## 27. **Capital Management**

The objective of the Group's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may issue new shares. No changes were made on the objectives, policies or processes during the years ended December 31, 2019 and 2018.

Management of working capital focuses on short-term decisions relating to cash and cash equivalents and other current assets and liabilities. The goal of working capital management is to ensure that the Group is able to continue its business operations and that it has sufficient funds to satisfy maturing current liabilities and operating expenses.

The table below summarizes the total capital considered by the Group:

| | **2019** | 2018 |
|---|---|---|
| Capital stock | **₱703,848,178** | ₱703,848,178 |
| Additional paid-in capital | **42,021,503** | 42,021,503 |
| Deficit | **(150,590,034)** | (15,810,752) |
| | **₱595,279,647** | ₱730,058,929 |

As at December 31, 2019 and 2018, the Group is not subject to any externally imposed capital requirements.

## 27. **Events After Reporting Period**

In a move to contain the COVID-19 outbreak, on March 13, 2020, the Office of the President of the Philippines issued a Memorandum directive to impose stringent social distancing measures in the National Capital Region effective March 15, 2020. On March 16, 2020, Presidential Proclamation No. 929 was issued, declaring a State of Calamity throughout the Philippines for a period of six (6) months and imposed an enhanced community quarantine (ECQ) throughout the island of Luzon until April 12, 2020, which was subsequently extended to May 15, 2020. National Capital Region and other high risk areas were under modified ECQ until May 31, 2020. Starting June 1, 2020 until June 30, 2020, Metro Manila and certain places in the Philippines were placed under general community quarantine. These measures have caused disruptions to businesses and economic activities, and its impact on businesses continue to evolve.

The Group considers the events surrounding the outbreak as non-adjusting subsequent events, which do not impact its financial position and performance as of and for the year ended December 31, 2019. However, the outbreak could have a material impact on its 2020 financial results and even periods thereafter. Considering the evolving nature of this outbreak, the Group cannot determine at this time the impact to its financial position, performance and cash flows. The Group will continue to monitor the situation.

SGV
Building a better working world

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ey.com/ph

BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

**INDEPENDENT AUDITOR'S REPORT**
**ON SUPPLEMENTARY SCHEDULES**

The Board of Directors and Stockholders
Basic Energy Corporation
7th Floor, Basic Petroleum Building
C. Palanca Jr. Street, Legaspi Village
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Basic Energy Corporation and its subsidiaries (the Group) as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019, included in this Form 17-A, and have issued our report thereon dated June 24, 2020. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Leovina Mae V. Chu

Leovina Mae V. Chu
Partner
CPA Certificate No. 99910
SEC Accreditation No. 1712-A (Group A),
October 18, 2018, valid until October 17, 2021
Tax Identification No. 209-316-911
BIR Accreditation No. 08-001998-96-2018,
February 2, 2018, valid until February 1, 2021
PTR No. 8125319, January 7, 2020, Makati City

June 24, 2020

## BASIC ENERGY CORPORATION AND SUBSIDIARIES

## INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

# BASIC ENERGY CORPORATION AND SUBSIDIARIES
## SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J
## PURSUANT TO REVISED SRC RULE 68
**DECEMBER 31, 2019**

### Schedule A. Financial Assets

*Financial Assets at FVOCI*

| Name of issuing entity and association of each issue | Number of shares held or principal amount of bonds and notes | Amount shown in the statement of financial position* | Income received and accrued |
|---|---|---|---|
| **Quoted debt securities** | | | |
| Ayala Corporation | ₱22,100,000 | ₱22,076,475 | ₱961,478 |
| GT Capital Holdings Incorporated | 18,000,000 | 18,003,601 | 807,795 |
| | | 40,080,076 | 1,769,273 |
| **Quoted shares of stock** | | | |
| FEC Resources Inc. | 1,000,0000 | 70,889 | – |
| Metropolitan Bank & Trust Co. | 459 | 38,497 | – |
| PLDT Inc. | 20 | 13,650 | 1,440 |
| Alabang Country Club, Inc. | 1 | 7,000,000 | – |
| | | 7,123,036 | 1,440 |
| **Total** | | ₱47,203,112 | ₱1,770,713 |

**Amounts are based on the fair value of the instrument as of the reporting period.*

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**

**SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J**
**PURSUANT TO REVISED SRC RULE 68**
**DECEMBER 31, 2019**

**Schedule B. Amounts Receivable from Directors, Officers, Employees, and Principal Stockholders (Other than Related Parties)**

| Name and designation of debtor | Beginning balances | Additions | Amounts collected | Amounts written off | Current | Not current | Ending balances |
|---|---|---|---|---|---|---|---|
| Advances to Officers and Employees | ₱51,369 | ₱2,188,615 | ₱2,133,121 | ₱– | ₱106,863 | ₱– | ₱106,863 |

## BASIC ENERGY CORPORATION AND SUBSIDIARIES

## SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J
## PURSUANT TO REVISED SRC RULE 68
### DECEMBER 31, 2019

**Schedule C. Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial Statements**

| Name and designation of debtor | Beginning balances | Additions | Amounts collected | Amounts written off | Current | Not current | Balance at end of period |
|---|---|---|---|---|---|---|---|
| BRI | ₱54,718 | ₱69,044 | ₱– | ₱– | ₱123,762 | ₱– | ₱123,762 |
| BDIHI | 22,115,320 | 163,055 | – | – | 22,278,375 | – | 22,278,375 |
| BBC | 6,127,639 | 113,000 | – | – | 6,240,639 | – | 6,240,639 |
| iBasic | 4,262,501 | 190,486 | – | – | 4,452,987 | – | 4,452,987 |
| BGEC | 4,718 | 83,158 | – | – | 87,876 | – | 87,876 |
| SRI | 427,937 | 73,658 | – | – | 501,595 | – | 501,595 |
| Grandway | 193,902,046 | 3,693,932 | – | – | 197,595,978 | – | 197,595,978 |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**

**SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-E**
**PURSUANT TO REVISED SRC RULE 68**
**DECEMBER 31, 2019**

**Schedule D. Long-term Debt**

| Title of issue and type of obligation | Amount authorized by indenture | Amount shown under caption 'Current position of long term debt' in related statement of financial position | Amount shown under caption 'Long Term Debt' in related statement of financial position |
|---|---|---|---|

- Not applicable -

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**

**SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J**
**PURSUANT TO REVISED SRC RULE 68**
**DECEMBER 31, 2019**

**Schedule E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)**

| Name of related party | Balance at beginning of period | Balance at end of period |
| --- | --- | --- |
| | - Not applicable - | |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**

**SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J**
**PURSUANT TO REVISED SRC RULE 68**
**DECEMBER 31, 2019**

**Schedule F. Guarantees of Securities of Other Issuers**

| Name of issuing entity of securities guaranteed by the Group for which this statement is filed | Title of issue of each class of securities guaranteed | Total amount guaranteed and outstanding | Amount owned by a person for which statement is filed | Nature of guarantee |
|---|---|---|---|---|
| | | - Not applicable - | | |

## ASIC ENERGY CORPORATION AND SUBSIDIARIES

## SUPPLEMENTARY SCHEDULES UNDER ANNEX 68-J
## PURSUANT TO REVISED SRC RULE 68
### DECEMBER 31, 2019

**Schedule G. Capital Stock**

| Title of issue | Number of shares authorized | Number of shares issued and outstanding as shown under related statement of financial position caption | Number of shares reserved for options, warrants, conversion and other rights | Number of shares held by Related Parties | Directors, Officers and Employees | Others |
|---|---|---|---|---|---|---|
| Common shares | 10,000,000,000 | 2,815,392,714 | – | 18,000,000 | 130,171,908 | – |

## BASIC ENERGY CORPORATION AND SUBSIDIARIES
## SUPPLEMENTARY SCHEDULE OF RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
## (Part 1, 5B; Annex 68-D)
### DECEMBER 31, 2019

| Items | Amount |
|---|---|
| **Retained Earnings, Beginning** | ₱4,598,187 |
| **Adjustments** | |
| Fair value adjustment on investment property | (15,249,816) |
| Deferred income tax assets | – |
| **Deficit, as Adjusted, Beginning** | (10,651,629) |
| **Net Loss Based on the Face of AFS** | (206,615,429) |
| **Less: Non-actual/Unrealized Income Net of Tax** | |
| Equity in net income of associate/joint venture | – |
| Unrealized foreign exchange gain - net (except those attributable to cash and cash equivalents) | 2,407,737 |
| Unrealized actuarial gain | – |
| Fair value adjustment (M2M gains) | – |
| Fair value adjustment of investment property resulting to gain | 1,312,947 |
| Adjustment due to deviation from PFRS/GAAP-gain | – |
| Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS | – |
| Deferred income tax assets that reduced the amount of provision for income tax | – |
| **Add: Non-actual Losses** | |
| Depreciation on revaluation increment (after tax) | 1,396,181 |
| Adjustment due to deviation from PFRS/GAAP - loss | – |
| Loss on fair value adjustment of investment property (after tax) | – |
| **Net Loss Actual/Realized** | (208,939,932) |
| **Add (Less)** | |
| Dividend declarations during the period | – |
| Appropriations of retained earnings during the period | – |
| Reversals of appropriations | – |
| Effects of prior period adjustments | – |
| Treasury shares | – |
| **TOTAL DEFICIT** | (₱219,591,561) |

BASIC ENERGY CORPORATION

SECURITIES AND EXCHANGE COMMISSION
SEC Head Office, Ground Floor ,Secretariat
Building, PICC Complex
Pasay City

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

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

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

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

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

SyCip, Gorres, Velayo & Co., the independent auditors, appointed by the stockholders, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

**OSCAR C. DE VENECIA**
Chairman of the Board

**OSCAR L. DE VENECIA, JR.**
President &Chief Executive Officer

**ALAIN S. PANGAN**
Vice President- Finance

Signed this 24th day of June 2020.

SUBSCRIBED AND SWORN to before me this ____ day of JUN 26 2020 2020 affiants having exhibited to me their TIN # as follows:

| **Name** | **TIN Number** |
|---|---|
| Oscar C. De Venecia | 130-704-840-000 |
| Oscar L. De Venecia,Jr. | 149-709-049-000 |
| Alain S. Pangan | 215-611-246-000 |

Notary Public

ATTY. HOBERT N. LLUZ
NOTARY PUBLIC
Until December 31, 2021
Appt. No. M-37 Makati City
IBP #092865 for 2020 - RSM
PTR #8112274, Jan. 02, 2020 Makati
S.C. Roll No. 59597
MCLE Compliance ...028451 28 Aug. 2019
Unit 301 3rd Flr. Campos Rueda Bldg.
101 Urban Ave., Brgy. Pio del Pilar, Makati City

Doc. No. 142
Page No. 30
Book No. 08
Series of 2020.

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-Q

### QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended
   Mar 31, 2020
2. SEC Identification Number
   36359
3. BIR Tax Identification No.
   000-438-702-000
4. Exact name of issuer as specified in its charter
   BASIC ENERGY CORPORATION
5. Province, country or other jurisdiction of incorporation or organization
   Makati City, Metro Manila
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
   7/F Basic Petroleum Bldg., 104 Carlos Palanca St., Legaspi Village, Makati City, Metro Manila
   Postal Code
   1229
8. Issuer's telephone number, including area code
   (+632) 8817-8596
9. Former name or former address, and former fiscal year, if changed since last report
   not applicable
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---|---|
| Common shares | 2,815,392,714 |

11. Are any or all of registrant's securities listed on a Stock Exchange?
    ◉ Yes ○ No
    If yes, state the name of such stock exchange and the classes of securities listed therein:
    Philippine Stock Exchange
12. Indicate by check mark whether the registrant:

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

- (●) Yes
- ( ) No

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

- ( ) Yes
- (●) No



BASIC ENERGY
CORPORATION

# Basic Energy Corporation
# BSC

### PSE Disclosure Form 17-2 - Quarterly Report
***References: SRC Rule 17 and***
***Sections 17.2 and 17.8 of the Revised Disclosure Rules***

| | |
|---|---|
| **For the period ended** | Mar 31, 2020 |
| **Currency (indicate units, if applicable)** | PESO |

**Balance Sheet**

| | Period Ended | Fiscal Year Ended (Audited) |
|---|---|---|
| | Mar 31, 2020 | Dec 31, 2020 |
| **Current Assets** | 163,267,112 | 167,342,907 |
| **Total Assets** | 580,127,124 | 600,578,065 |
| **Current Liabilities** | 19,416,628 | 20,343,874 |
| **Total Liabilities** | 29,867,295 | 42,845,633 |
| **Retained Earnings/(Deficit)** | -185,516,584 | -150,590,034 |
| **Stockholders' Equity** | 560,778,326 | 566,813,756 |
| **Stockholders' Equity - Parent** | 564,018,326 | 570,053,756 |
| **Book Value per Share** | 0.2 | 0.21 |

**Income Statement**

| | Current Year (3 Months) | Previous Year (3 Months) | Current Year-To-Date | Previous Year-To-Date |
|---|---|---|---|---|
| **Gross Revenue** | 0 | 0 | 0 | 0 |
| **Gross Expense** | 0 | 0 | 0 | 0 |
| **Non-Operating Income** | 2,215,291 | 3,725,398 | 2,215,291 | 3,725,398 |
| **Non-Operating Expense** | 38,579,014 | 12,167,084 | 38,579,014 | 12,167,084 |

| | | | | |
|---|---|---|---|---|
| **Income/(Loss) Before Tax** | -36,363,723 | -8,441,688 | -36,363,723 | -8,441,688 |
| **Income Tax Expense** | - | 0 | 0 | 0 |
| **Net Income/(Loss) After Tax** | -36,363,723 | -8,441,688 | -36,363,723 | -8,441,688 |
| **Net Income Attributable to Parent Equity Holder** | -34,926,550 | -8,571,211 | -34,926,550 | -8,571,211 |
| **Earnings/(Loss) Per Share (Basic)** | -0.01 | -0 | -0.01 | -0 |
| **Earnings/(Loss) Per Share (Diluted)** | -0.01 | -0 | -0.01 | -0 |

| | Current Year (Trailing 12 months) | Previous Year (Trailing 12 months) |
|---|---|---|
| **Earnings/(Loss) Per Share (Basic)** | -0.08 | -0 |
| **Earnings/(Loss) Per Share (Diluted)** | -0.08 | -0 |

| Other Relevant Information |
|---|
| See attached SEC Form 17-Q as of March 31, 2020 |

**Filed on behalf by:**

| | |
|---|---|
| **Name** | Angel Gahol |
| **Designation** | AVP - Asst. Corp. Sec./ Compliance Officer |

# COVER SHEET

| 3 | 6 | 3 | 5 | 9 |
|---|---|---|---|---|

SEC Registration Number

BASIC ENERGY CORPORATION
(FORMERLY BASIC PETROLEUM CORP.)

(Company's Full Name)

7th Floor, Basic Petroleum
Building, C. Palanca, Jr. Street,
Legaspi Village, Makati City

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

**ALAIN S. PANGAN**
(Contact Person)

**(632) 817-8596 to 98**
(Company Telephone Number)

| 1 2 | 3 1 |
|---|---|
| *Month* | *Day* |

(Calendar Year)

17-Q
(Form Type)

*Month* *Day*
(Annual Meeting)

**Not Applicable**
(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

**Not Applicable**
Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic Foreign

---

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

**SECURITIES AND EXCHANGE COMMISSION**
**SEC FORM 17-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(a) - 17(b)(2) THEREUNDER**

1. For the quarterly period ended: **March 31, 2020**

2. Commission Identification No.: **168063**

3. BIR Tax Identification No.: **000-438-702-000**

4. Exact name of issuer as specified in its charter: **BASIC ENERGY CORPORATION**

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

6. Industry Classification Code: ______ (SEC Use Only)

7. Address of issuer's principal office: **7th Floor, Basic Petroleum Building, C. Palanca Street, Legaspi Village, Makati City, Philippines**

   Postal Code: **1229**

8. Issuer's telephone number, including area code: **+63 2 817 8596 to 98**

9. Former name, former address and former fiscal year, if changed since last report: **N/A**

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

| Title of each Class | Number of shares of common stock outstanding and amount of debt outstanding |
|---|---|
| Common Shares | 2,815,392,714 |
| Listed with PSE | 2,560,118,512 |

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

    Yes [X] No [ ]

12. Indicate by check mark whether the registrant:

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

    Yes [X] No [ ]

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

    Yes [X] No [ ]

## PART I--FINANCIAL INFORMATION

**Item 1. Financial Statements.**

"Attachment A"

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

"Attachment A"

## PART II--OTHER INFORMATION

"Attachment A"

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

## SIGNATURES

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

| | |
|---|---|
| Registrant: | **Angel P. Gahol** |
| Title: | AVP & Acting Corporate Secretary |
| Date: | |
| Principal Financial Officer: | **Alain S. Pangan** |
| Title: | VP - Finance |
| Date: | |

**ATTACHMENT "A"**

**FINANCIAL INFORMATION**
**For the period ended March 31, 2019**

**1. The following unaudited Financial Statements are contained in this report:**

1.1 Statements of Income and Retained Earnings for the Period Ended March 31, 2020 and March 31, 2019;
1.2 Balance Sheets as of March 31, 2020 and December 31, 2019;
1.3 Statements of Cash Flows for the Period Ended March 31, 2020 and March 31, 2020;
1.4 Statements of Changes in Stockholders' Equity for the Period ended March 31, 2020 and March 31, 2019.

**2. Discussion on Financial Condition for the Period December 31, 2019 and March 31, 2020.**

**A. Key Performance Indicators**

Management considers the following as key performance indicators of the company: Return on Investment (ROI), Profit Margin, Performance of Committed Work Programs, Current Ratio and Asset Turnover.

The following table shows the Top 5 performance indicators for the past three interim periods:

| KEY PERFORMANCE INDICATORS | 1st Qtr 2020 | 1st Qtr 2019 | 1st Qtr 2018 |
|---|---|---|---|
| **Return on Investments (ROI)**<br>(Net Income / Ave. Stockholders' Equity) | -6.45% | -1.19% | -2.30% |
| **Profit Margin**<br>(Net Income / Net Revenue) | -1641.49% | -226.60% | -276.51% |
| **Investment in Projects (Non-Petroleum)**<br>as a % of Total Assets | 30.53% | 21.19% | 37.20% |
| **Investment in Wells & Other Facilities**<br>as a % of Total Assets | 1.07% | 16.21% | 17.01% |
| **Current Ratio**<br>(Current Asset / Current Liabilities) | 8.41:1 | 4.18:1 | 3.75:1 |
| **Asset Turnover**<br>(Net revenue / Ave. Total Assets) | 0.38% | 0.48% | 0.08% |
| **Solvency Ratios** | | | |
| Debt to Equity Ratio | 5.33% | 9.13% | 12.19% |
| Asset to Equity Ratio | 103.45% | 107.82% | 110.99% |

ROI (Net Income / Average Stockholders' Equity) measures the profitability of stockholders' investment. Profit Margin (Net Income / Net Revenue) measures the net income produced by each peso of revenue. Investment in Projects as a % of Assets, measures how much the company invested in its committed work programs. Current Ratio (Current Assets / Current Liabilities) measures the short-term debt-paying ability of the company. Asset Turnover (Net Revenue / Average Total Assets) measures how efficiently assets are used to produce profit.

ROI was -6.45% for the 1st quarter of 2020, -1.19% for the 1st quarter of 2019, and -2.30% for the

1st quarter of 2018. The negative rates in 2018, 2019 and 2020 were due to the losses booked during those quarters.

Profit Margin was -1641.49% for the 1st quarter of 2020, -226.60% for the 1st quarter of 2019, and -276.51% for the 1st quarter of 2018. The negative rates in 2018, 2019 and 2020 were due to the losses booked during those quarters.

Investment in Projects (Non-Petroleum) as a % of Total Assets increased to 30.53% for the 1st quarter of 2020 from 21.19% for the 1st quarter of 2019 which decreased from 37.20% for the 1st quarter of 2018. The increase in 2020 was primarily due to the decrease in total assets and the decrease in 2019 was primarily due to the sale of an investment property.

Investment in Wells & Other Facilities as a % of Total Assets decreased from 17.01% in the 1st quarter of 2018 to 16.21% in the 1st quarter of 2019 and decreased further to 1.07% in the 1st quarter of 2020. The decrease in rate from 2018 to 2019 was due to the decrease in investment and increase in total assets and the further decrease in rate from 2019 to 2020 was due decrease in investment in relation to the impairments recognized at the end of 2019.

Current Ratio was 8.41:1 for the 1st quarter of 2020, 4.18:1 for the 1st quarter of 2019, and 3.75:1 for the 1st quarter of 2018. The increases in ratio from 2019 to 2020 as well as from 2018 to 2019 was due to the decreases in current liabilities.

Asset Turnover was 0.38% for the 1st quarter of 2020, 0.48% for the 1st quarter of 2019, and 0.08% for the 1st quarter of 2018. The decrease in asset turnover from 2019 to 2020 is due to the decrease in revenue. The increase in asset turnover from 2018 to 2019 is due to the increase in revenue for 2019.

Debt to Equity Ratio was 5.33% for the 1st quarter of 2020, 9.13% for the 1st quarter of 2019, and 12.19% for the 1st quarter of 2018. The decreased in equity and decrease in ratio from 2018 to 2019 and further to 2020 was due to the decrease in total liabilities and increase in equity.

Asset to Equity Ratio was 103.45% for the 1st quarter of 2020, 107.82% for the 1st quarter of 2019, and 110.99% for the 1st quarter of 2018. The decrease in ratio from 2018 to 2019 and further to 2020 was due to the increase in assets.

**B. Discussion and Analysis of Financial Condition as of March 31, 2020**

For the quarter ending March 31, 2020, the company recorded total revenue of Php2.22 million and total cost and expenses of Php38.58 million resulting to a net loss of Php36.36 million with minority interest recorded at Php1.44 million for a net loss net of minority interests of Php34.93 million.

Total revenue for the 1st quarter of 2020 of Php2.22 million was primarily from share in net income of associates amounting to Php1.47 million and interest income amounting to Php0.75 million.

Cost and expenses for the 1st quarter of 2020 amounting to Php38.58 million were from general and administrative expenses amounting to Php10.34 million, and unrealized foreign exchange loss amounting to Php28.24 million.

Total Assets as of March 31, 2020 stood at Php580.13 million a decrease of Php20.45 million from Php600.58 million as of December 31, 2019. Current assets, composed mostly of cash and cash equivalents amounting to Php101.39 million, receivables amounting to Php35.63 million, refundable deposits amounting to Php22.53 million, and prepayments and other current assets amounting to Php3.72 million, decreased by Php4.08 million, as these were used for operations. Non-current assets decreased by Php16.38 million. The decrease was primarily due to the decrease in financial assets at FVOCI amounting to Php17.78 million.

Total Liabilities decreased by Php12.98 million from Php42.85 million as of December 31, 2019 to Php29.87 million as of March 31, 2020 primarily due to the partial payment of the accrued retirement benefit payable.

Total Stockholders' Equity as of March 31, 2020 stood at Php560.78 million a decrease of Php6.04 million from Php566.81 million as of December 31, 2019. This was primarily due to the net loss booked for the 1st quarter of 2019 of Php34.93 million and increased in cumulative translation adjustment of Php28.67 million.

The interim financial report is in compliance with generally accepted accounting principles. The same accounting policies and methods of computation were followed in the interim financial statements, as compared with the most recent audited financial statements, which are as of December 31, 2019.

The interim operations are not characterized by any seasonality or cyclicality. The nature and number of items affecting assets, liabilities, equity, net income and cash flows are explained in Attachment "A" on Financial Information for the period ending March 31, 2020.

There are no changes in estimates of amounts reported in prior interim periods of the current financial year or those reported in prior financial years.

On September 8, 2011, the SEC approved the Stock Option Plan (SOP) of the Parent Company granting directors, members of the advisory board, officers and employees of the Parent Company options to purchase, at the par value of P0.25 per share, a total of 500,000,000 shares. Out of these shares, 26.7 million have been paid and listed in the Philippine Stock Exchange on January 21, 2013 which was classified as deposit for future stock subscription as of December 31, 2012. On July 24, 2013, the Philippine Stock Exchange approved for listing the remaining 473,300,000 shares. As of December 31, 2017, 117.625 million SOP shares were listed in the Philippine Stock Exchange.

There were no dividends paid (aggregate or per share) separately for ordinary shares and other shares.

Currently, the company has a single business and geographical segment and therefore, segment disclosures have not been included.

There are no material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period.

There are no changes in the composition of the company during the interim period, including business conditions, acquisition or disposal of subsidiaries and long-term investments, restructurings, and discontinuing of operations.

Since December 31, 2019, there are no other changes in contingent liabilities or assets and no new material contingencies, events or transactions that have occurred during the current interim period.

There are no trends, demands, commitments, events or uncertainties, known to management that will have a material impact on the company's liquidity.

There are no material commitments for capital expenditures and no seasonal aspects that have a material effect on the financial conditions or results of operations.

There are 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/revenues/income from continuing operations.

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

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

The causes for any material changes (5% of the relevant accounts or such lower amount, which the company deems material on the basis of other factors) from period to period which include vertical and horizontal analysis of any material item, have been presented in this report.

There were no sales of unregistered or exempt securities, nor were there any issuances of securities constituting an exempt transaction.

Finally, there are no other material information for disclosure during the current interim period, whether under this report or under SEC Form 17-C.

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED BALANCE SHEETS**
As of March 31, 2020 and December 31, 2019

| | | Unaudited 31-Mar-20 | | Audited 31-Dec-19 |
|---|---|---|---|---|
| **Assets** | | | | |
| **Current assets** | | | | |
| Cash and cash equivalents | ₱ | 101,385,766 | ₱ | 106,866,340 |
| Receivables, net of allowance for bad debts | | 35,634,646 | | 35,134,155 |
| Refundable deposits | | 22,530,549 | | 22,530,549 |
| Prepayments and other current assets | | 3,716,151 | | 2,811,863 |
| **Total current assets** | ₱ | **163,267,112** | ₱ | **167,342,907** |
| **Non current assets** | | | | |
| Financial assets at FVOCI | ₱ | 29,427,000 | ₱ | 47,203,112 |
| Investment in associates | | 200,059,290 | | 198,591,257 |
| Investment properties | | 174,708,000 | | 174,708,000 |
| Deferred exploration cost | | 6,131,782 | | 6,013,927 |
| Property and equipment | | 1,142,905 | | 1,332,456 |
| Other noncurrent assets | | 5,391,035 | | 5,386,406 |
| **Total non current assets** | ₱ | **416,860,012** | ₱ | **433,235,158** |
| **Total assets** | ₱ | **580,127,124** | ₱ | **600,578,065** |
| **Liabilities and stockholders' equity** | | | | |
| **Current liabilities** | | | | |
| Accounts payable and accrued expenses | ₱ | 18,527,914 | ₱ | 19,455,160 |
| Dividends payable | | 888,714 | | 888,714 |
| **Total current liabilities** | ₱ | **19,416,628** | ₱ | **20,343,874** |
| **Noncurrent liabilities** | | | | |
| Accrued retirement benefits payable | ₱ | 2,277,976 | ₱ | 14,329,068 |
| Deferred income tax liabilities | | 8,172,691 | | 8,172,691 |
| **Total noncurrent liabilities** | ₱ | **10,450,667** | ₱ | **22,501,759** |
| **Total liabilities** | ₱ | **29,867,295** | ₱ | **42,845,633** |
| **Minority interest** | ₱ | **(10,518,497)** | ₱ | **(9,081,324)** |
| **Stockholders' equity** | | | | |
| Capital stock attributable to equity holders of the Company | ₱ | 703,848,178 | ₱ | 703,848,178 |
| Additional paid-in capital | | 42,021,503 | | 42,021,503 |
| Equity reverve on acquisition of non-controlling interest | | (53,945,929) | | (53,945,929) |
| Other comprehensive income | | | | |
| Net unrealized gains on changes in fair value of financial assets at FVOCI | | 4,273,862 | | 4,049,974 |
| Remeasurement gains on accrued retirement | | 70,373 | | 70,373 |
| Cumulative translation adjustments | | 24,256,282 | | (4,410,950) |
| Share in cumulative transalation adjustments of associates | | 29,010,641 | | 29,010,641 |
| Revaluation increment in office condominium | | - | | - |
| Retained earnings (deficit) | | (185,516,584) | | (150,590,034) |
| **Total** | ₱ | **564,018,326** | ₱ | **570,053,756** |
| Treasury stock (at cost) | | (3,240,000) | | (3,240,000) |
| **Total equity** | ₱ | **560,778,326** | ₱ | **566,813,756** |
| **Total Liabilities and stockholders' equity** | ₱ | **580,127,124** | ₱ | **600,578,065** |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS**
**For the period ended March 31, 2020 and March 31, 2019**

| | As of March 31, 2020 | | As of March 31, 2019 | |
|---|---|---|---|---|
| **REVENUES** | | | | |
| Interest, Dividends and Others | ₱ | 745,207 | ₱ | 779,395 |
| Realized Foreign Exchange Gain | | 2,051 | | 20,720 |
| Unrealized Forex Gain | | - | | 2,925,282 |
| Other income | | - | | - |
| Share in net income of associates | | 1,468,033 | | - |
| | ₱ | **2,215,291** | ₱ | **3,725,398** |
| **COSTS AND EXPENSES** | | | | |
| General and administrative expenses | ₱ | 10,342,725 | ₱ | 11,490,508 |
| Interest Expense | | - | | 676,577 |
| Unrealized foreign exchange loss | | 28,236,289 | | - |
| Others | | - | | - |
| | ₱ | **38,579,014** | ₱ | **12,167,084** |
| **LOSS BEFORE INCOME TAX** | ₱ | **(36,363,723)** | ₱ | **(8,441,687)** |
| **PROVISION FOR INCOME TAX** | | | | |
| Current | ₱ | - | ₱ | - |
| Deferred | | - | | - |
| | ₱ | - | ₱ | - |
| **NET INCOME** | ₱ | **(36,363,723)** | ₱ | **(8,441,687)** |
| Minority Interest | | (1,437,173) | | 129,524 |
| | ₱ | **(34,926,550)** | ₱ | **(8,571,210)** |
| RETAINED EARNINGS AT BEGINNING OF THE YEAR/QUARTER | | (150,590,034) | | (15,810,752) |
| **RETAINED EARNINGS AT END OF THE YEAR/QUARTER** | ₱ | **(185,516,584)** | ₱ | **(24,381,962)** |
| **Earnings (Loss) per Share** | ₱ | **(0.0124)** | ₱ | **(0.0030)** |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED STATEMENT OF CASH FLOWS**
**for the period ended of March 31, 2020 and March 31, 2019**

| | 1st Quarter 2020 | 1st Quarter 2019 |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| **Net Income (loss)** | ₱ (36,363,723) | ₱ (8,441,687) |
| **Adjustment to reconcile net income to net cash provided by operating activities:** | | |
| Interest income | 745,207 | 779,395 |
| Depreciation,depletion and amortization | 189,551 | 1,295,085 |
| Foreign Exchange Gain/Loss | 28,234,238 | (2,946,002) |
| Dividend Income | - | - |
| **Operating income (loss) before working capital changes** | ₱ (7,194,727) | ₱ (9,313,208) |
| **Changes in assets and liabilities** | | |
| **Decrease (Increase) in asset/s:** | | |
| Receivables | ₱ (500,491) | ₱ 97,564,487 |
| Other assets | - | - |
| Prepayments and other current assets | (908,917) | (1,022,861) |
| **Increase (Decrease) in liabilities** | | |
| Accounts payable & accrued expenses | (927,246) | (157,023) |
| Loan payable | - | (20,000,000) |
| Accrued retirement benefits payable | (12,051,092) | 1,312,493 |
| Other liabilities | - | - |
| **Cash generated from (used in) operations** | ₱ (21,582,473) | ₱ 68,383,888 |
| Interest received | (745,207) | (779,395) |
| Taxes paid | - | - |
| **Net cash flows from (used) in operating activities** | ₱ (22,327,680) | ₱ 67,604,493 |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| **Additions (Deductions) to:** | | |
| Financial assets at FVOCI | ₱ 17,776,112 | ₱ (1,120,980) |
| Refundable deposits | - | (23,427,184) |
| Investment in associates | (1,468,033) | (1,799,885) |
| Deferred charges | (117,855) | (45,922) |
| Property & equipment | - | - |
| Unrealized gain on fair value adjustments | 223,888 | 1,120,981 |
| Dividends received | - | - |
| **Net cash flows from (used) in investing activities** | ₱ 16,414,112 | ₱ (25,272,991) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Proceeds from issuance of capital stock | ₱ - | ₱ - |
| **Net cash flows from (used) in financing activities** | ₱ - | ₱ - |
| Effect of foreign exchange rate chnages in cash & cash equivalent | ₱ (28,234,238) | ₱ 2,946,002 |
| Cumulative translation adjusment | 28,667,232 | (2,824,071) |
| **NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENT** | ₱ (5,480,574) | ₱ 42,453,433 |
| Cash and cash equivalent at beginning of the year/quarter | 106,866,340 | 42,093,952 |
| **CASH AND CASH EQUIVALENT AT END** | ₱ 101,385,766 | ₱ 84,547,385 |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**
**for the period ended March 31, 2020 and March 31, 2019**

| | Quarters ended March 31 | | | |
|---|---|---|---|---|
| | | 2020 | | 2019 |
| **CAPITAL STOCK** | | | | |
| Par value: Php0.25 per share; Authorized: 10,000,000,000 shares | | | | |
| Issued and subscribed | | 2,815,392,714 | | 2,815,392,714 |
| Paid-up capital at beginning of the year | ₱ | 703,848,178 | ₱ | 703,848,178 |
| Additional subscription | | - | | - |
| **Paid-up capital at end of the period/quarter** | **₱** | **703,848,178** | **₱** | **703,848,178** |
| **ADDITIONAL PAID-IN CAPITAL** | | | | |
| Balance at beginning of the year | ₱ | 42,021,503 | ₱ | 42,021,503 |
| Additional subscription | | - | | - |
| **Balance at end of the period/quarter** | **₱** | **42,021,503** | **₱** | **42,021,503** |
| Equity reserve in acquisition of non-controlling interest | ₱ | (53,945,929) | ₱ | (53,945,929) |
| Revaluation increment in office condominium | | - | | 15,747,863 |
| Fair value adjustments on financial assets | | 4,273,862 | | 2,304,359 |
| Remeasurement loss on acquired retirement benefits | | 70,373 | | 1,751,983 |
| Cumulative translation adjustment | | 24,256,282 | | (7,363,263) |
| Cummulative translation adjustment of associates | | 29,010,641 | | 27,544,449 |
| Retained Earnings (Deficit) | | | | |
| Balance at beginning of the year | | (150,590,034) | | (15,810,752) |
| Net income (loss) for the period | | (34,926,550) | | (8,571,210) |
| Balance at the end of the period/quarter | ₱ | (185,516,584) | ₱ | (24,381,962) |
| **Total** | **₱** | **564,018,326** | **₱** | **707,527,181** |
| Treasury stock (at cost) | | (3,240,000) | | (3,240,000) |
| **TOTAL STOCKHOLDERS' EQUITY** | **₱** | **560,778,326** | **₱** | **704,287,181** |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**SCHEDULE OF ACCOUNTS RECEIVABLES**
**as of March 31, 2020**

| | | |
|---|---|---|
| Receivable from stockholders | ₱ | 1,718,887 |
| Receivable from Panphil Aqua | | 21,198,672 |
| Receivable from Basic CSR foundation | | 405,332 |
| Receivable from associates | | 9,916,005 |
| Accrued Interest Receivable | | 439,918 |
| Advances to Officers & Employees | | 1,150,982 |
| Others | | 2,946,856 |
| | **₱** | **37,776,652** |
| Less: Allowance for uncollectible accounts | | (2,142,006) |
| | **₱** | **35,634,646** |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**AGING OF ACCOUNTS RECEIVABLE**
**as of March 31, 2020**

| | Total | 1 month | 2-3 months | 4-6 months | 7 Months to 1 Year | 1-2 Years | 3-5 Years | 5 Years and above | Past due accounts & items in |
|---|---|---|---|---|---|---|---|---|---|
| **TRADE RECEIVABLES** | | | | | | | | | |
| 1) | ₱ - | - | - | - | - | - | - | - | - |
| 2) | - | - | - | - | - | - | - | - | - |
| 3) | - | - | - | - | - | - | - | - | - |
| **Total trade receivables** | ₱ - | - | - | - | - | - | - | - | - |
| Less: Allowance for doubtful accounts | - | - | - | - | - | - | - | - | - |
| **Net trade receivables** | ₱ - | - | - | - | - | - | - | - | - |
| **NON-TRADE RECEIVABLES** | | | | | | | | | |
| 1) Receivables from stockholders | ₱ 1,718,887 | - | - | - | - | - | - | 1,718,887 | - |
| 2) Receivables from Panphil Aqua | 21,198,672 | 3,866 | 4,014 | - | - | 21,190,792 | - | - | - |
| 3) Receivables from Basic CSR Foundation | 405,332 | 10,579 | - | - | - | 358,648 | 36,105 | - | - |
| 4) Receivables from associate | 9,916,005 | - | 1,197,595 | - | 5,836,796 | 2,881,614 | - | - | - |
| 5) Accrued interest receivable | 439,918 | 118,403 | - | 321,515 | - | - | - | - | - |
| 6) Advances to officers/employees | 1,150,982 | - | 1,150,982 | - | - | - | - | - | - |
| 7) Others | 2,946,856 | - | 2,394,578 | - | - | 16,800 | 65,937 | 469,541 | - |
| **Total non-trade receivables** | **₱ 37,776,652** | **132,848** | **4,747,169** | **321,515** | **5,836,796** | **24,447,854** | **102,042** | **2,188,428** | - |
| Less: Allowance for doubtful accounts | (2,142,006) | - | - | - | - | - | - | (2,142,006) | - |
| **Net non-trade receivables** | **₱ 35,634,646** | **132,848** | **4,747,169** | **321,515** | **5,836,796** | **24,447,854** | **102,042** | **46,422** | - |
| **NET RECEIVABLES** | **₱ 35,634,646** | **132,848** | **4,747,169** | **321,515** | **5,836,796** | **24,447,854** | **102,042** | **46,422** | - |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**SCHEDULE OF ACCOUNTS PAYABLE AND ACCRUED EXPENSES**
**as of March 31, 2020**

| | | |
|---|---|---|
| Accrued Expense Payables | ₱ | 11,815,748 |
| SSS/Philhealth/HDMF/BIR Payables | | 439,958 |
| Others | | 6,272,208 |
| | **₱** | **18,527,914** |

## ADDITIONAL DISCLOSURES

### Part I – Financial Information

### Philippine Financial Reporting Standards. Notes to Interim Financial Statements: (SEC Memorandum Circular No. 6, Series of 2013)

### Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2019. Adoption of these pronouncements did not have any significant impact on the Group's financial position or performance.

- PFRS 16, *Leases*
- Philippine Interpretation IFRIC-23, *Uncertainty over Income Tax Treatments*
- Amendments to PFRS 9, Prepayment Features with Negative Compensation
- Amendments to Philippine Accounting Standards (PAS) 19, *Employee Benefits*, Plan Amendment, Curtailment or Settlement
- Amendments to PAS 28, Long-term Interests in Associates and Joint Ventures
- Annual Improvements to PFRSs 2015–2017 Cycle
  - Amendments to PFRS 3, *Business Combinations*, and PFRS 11, *Joint Arrangements*, Previously Held Interest in a Joint Operation
  - Amendments to PAS 12, Income Tax Consequences of Payments on Financial Instruments Classified as Equity
  - Amendments to PAS 23, *Borrowing Costs*, Borrowing Costs Eligible for Capitalization

Standards Issued but not yet Effective

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

*Effective Beginning on or after January 1, 2020*

- Amendments to PFRS 3, Definition of a Business
- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, Definition of Material

*Effective Beginning on or after January 1, 2021*

- PFRS 17, *Insurance Contracts*

*Deferred Effectivity*

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

### Summary of Significant Accounting Policies

Presentation of Consolidated Financial Statements

The Group has elected to present all items of recognized income and expense in two statements: a statement displaying components of profit or loss (consolidated statement of income) and a second statement beginning with profit or loss and displaying components of other comprehensive income (OCI; consolidated statement of comprehensive income).

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current/noncurrent classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within 12 months after the end of the financial reporting period; or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least 12 months after the end of the financial reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the end of the financial reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the end of the financial reporting period.

The Group classifies all other liabilities as noncurrent.

Fair Value Measurement

The Group measures financial assets at FVOCI and investment properties, at fair value at each end of the reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to the Group.

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

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to quoted market close prices at the close of business at the end of the financial reporting period.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include comparison to similar investments for which market observable prices exist and discounted cash flow (DCF) analysis or other valuation models.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level in the fair value hierarchy as explained above.
An analysis of the fair values of financial assets at FVOCI and investment properties and further details as to how they are measured are provided in Note 25.

Cash and Cash Equivalents
Cash includes cash on hand and in banks. Cash in banks earn interest at floating rates based on daily bank deposit rate.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and are subject to an insignificant risk of change in value.

Financial Instruments (Prior to Adoption of PFRS 9)

*Date of Recognition.* The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date (i.e., the date that the Parent Company commits to purchase or sell the asset).

*Initial Recognition and Measurement.* The Group determines the classification of financial instruments at initial recognition and where allowed and appropriate, re-evaluates this designation at every end of the financial reporting period.
Financial instruments are recognized initially at fair value. Directly attributable transaction costs are included in the initial measurement of all financial assets and financial liabilities, except for financial instruments at fair value through profit or loss (FVPL).

- *Financial Assets.* Financial assets within the scope of PAS 39 are classified into the following categories: financial assets at FVPL, loans and receivables, held-to-maturity (HTM) investments, and available-for-sale (AFS) financial assets or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The classification depends on the purpose for which the investments were acquired and whether they are quoted in an active market.

- *Financial Liabilities.* Also under PAS 39, financial liabilities are classified as financial liabilities at FVPL, derivatives designated as hedging instruments in an effective hedge, or as other financial liabilities. The Group determines the classification at initial recognition and, where allowed and appropriate, re-evaluates such designation at every financial reporting date.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual agreement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are reported as expenses or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

*Subsequent Measurement.* The subsequent measurement of financial assets and liabilities depends on their classification as follows:

- *Loans and Receivables.* Loans and receivables are nonderivative financial assets with fixed or determinable payments and fixed maturities that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. After initial measurement, such financial assets are subsequently measured in the consolidated statement of financial position at amortized cost using the effective interest rate (EIR) method, less any provision for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of EIR. The losses arising from impairment are recognized in the consolidated statement of income when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Loans and receivables are included in current assets if maturity is within 12 months from the financial reporting date or within the Parent Company's operating cycle. Otherwise, these are classified as noncurrent assets.

- *AFS Financial Assets.* AFS financial assets include investments in equity and debt securities. Equity investments classified as AFS financial assets are those which are neither classified as held for trading nor designated at FVPL. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial measurement, AFS financial assets are subsequently measured at fair value with unrealized gains or losses recognized in the consolidated statement of comprehensive income in the "Net unrealized gain on changes in fair value of AFS financial assets" account until the investment is derecognized, at which time the cumulative gain or loss is recognized in the consolidated statement of income, or determined to be impaired, at which time the cumulative loss is reclassified to consolidated statement of income and removed from OCI.

The Group evaluated its AFS financial assets whether the ability and intention to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intention to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances.
Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or until maturity. Reclassification to the HTM category is permitted only when the entity has the ability and intention to hold the financial asset accordingly.

For a financial asset reclassified out of the AFS financial assets category, any previous gain or loss on that asset that has been recognized in equity is amortized to the consolidated statement of income over the remaining life of the investment using the EIR method. Any difference between the new amortized cost and the expected cash flows is also amortized over the remaining life of the asset using the EIR. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to consolidated statement of income.

- *Other Financial Liabilities.* Issued financial instruments or their components which are not designated as at FVPL are classified as other financial liabilities, where the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole, the amount separately determined as the fair value of the liability component on the date of issue.

After initial measurement, other financial liabilities are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the EIR. Other financial liabilities are classified as current liabilities when it is expected to be settled within 12 months from the end of the reporting period or the Group does not have an unconditional right to defer settlement of the liabilities for at least 12 months from the end of the reporting period.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization shall be included in "Other income (charges) - net" in the consolidated statement of income.

Other financial liabilities are included in current liabilities if settlement is to be made within 12 months from the financial reporting date. Otherwise, these are classified as noncurrent liabilities.

Impairment of Financial Assets (Prior to Adoption of PFRS 9)

The Group assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event'), has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

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

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The present value of the estimated future cash flows is discounted at the financial assets' original EIR.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in the consolidated statement of income. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of "Interest income" in the consolidated statement of income.

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

In relation to receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through the use of an allowance account. Impaired receivables are derecognized when they are assessed as uncollectible.

*AFS Financial Assets.* For AFS financial assets, the Group assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired.

In case of equity investments classified as AFS financial assets, this would include a significant or prolonged decline in the fair value of the investments below its cost. The determination of what is "significant" or "prolonged" requires judgment. The Group treats "significant" as 20% or more and "prolonged" as greater than 12 months for quoted equity securities. Where there is evidence of impairment, the cumulative loss measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in consolidated statement of comprehensive income is removed from OCI and recognized in consolidated statement of income.

Impairment losses on equity investments are not reversed through consolidated statement of income while increases in the fair value after impairment are recognized directly in equity.

In the case of debt instruments classified as AFS financial assets, impairment is assessed based on the same criteria as financial assets carried at amortized cost. Interest continues to be accrued at the original effective interest rate on the reduced carrying amount of the asset and is recorded as a component of "Interest income" account in the consolidated statement of income. If, subsequently, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in consolidated statement of income, the impairment loss is reversed through consolidated statement of income.

Financial Instruments (Upon Adoption of PFRS 9)
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

*Financial Instruments: Financial Assets*

*Initial Recognition and Measurement.* Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, FVOCI, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

*Subsequent Measurement.* For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

*Financial assets at Amortized Cost (Debt Instruments).* The Group measures financial assets at amortized cost if both of the following conditions are met:

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

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost includes "Cash and cash equivalents", "Receivables", and "Refundable deposits" in the consolidated statement of financial position.

*Financial Assets at Fair Value through OCI (Debt Instruments).* The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at fair value through OCI, interest income is recognized in the consolidated statement of income while foreign exchange revaluation and impairment losses or reversals are recognized in the consolidated statement of comprehensive income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

The Group's debt instruments at fair value through OCI includes investments in quoted debt instruments.

*Financial Assets at Fair Value through OCI (Equity Instruments).* Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the consolidated statement of income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably its investments in unquoted equity securities under this category.

*Impairment of Financial Assets.* The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

*Financial Instruments: Financial Liabilities*

*Initial Recognition and Measurement.* Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss (FVTPL), loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include "Accounts payable and accrued expenses", "Loan payable", "Dividends payable" and other obligations that meet the above definition (other than liabilities covered by other accounting standards).

*Subsequent Measurement - Loans and Borrowings.* This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs under the "Interest expense" in the consolidated statement of comprehensive income.

<u>Derecognition of Financial Assets and Financial Liabilities (Prior to Adoption of PFRS 9)</u>

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

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

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

*Financial Liabilities.* A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

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

<u>Investments in Associates</u>
An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Group's investments in its associates are accounted for using the equity method.

Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The consolidated statement of income reflects the Group's share of the results of operations of the associates. Any change in other comprehensive income of those investees is presented as part of the Group's other comprehensive income. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associates.

The financial statements of the associates are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the loss in the consolidated statement of income.

Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

Value-added Tax (VAT)
Revenues, expenses and assets are recognized net of the amount of VAT, if applicable. When VAT from sales of services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position to the extent of the recoverable amount.

Investment Properties
Investment properties, consisting of parcels of land owned by the Group, are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in the consolidated statement of income in the year in which they arise.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses from derecognition of an investment property are recognized in consolidated statement of income in the year of retirement or disposal.

Property and Equipment
Property and equipment, other than office condominium, are carried at cost less accumulated depreciation and amortization and any impairment in value.

Office condominium is carried at revalued amount less depreciation and any impairment in value charged subsequent to the date of the revaluation. Valuations are performed frequently enough to ensure that the fair value of revalued asset does not differ materially from its carrying amount.

Any revaluation increment is credited to the "Revaluation increment in office condominium" account in the equity section of the consolidated statement of financial position, net of the related deferred income tax liability. An annual transfer from the "Revaluation increment in office condominium" account to retained earnings is made for the difference between the depreciation based on the revalued carrying amount of the asset and the depreciation based on the asset's original cost. Additionally, accumulated depreciation at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation increment relating to the particular asset sold is transferred to retained earnings.

The initial costs of property and equipment consist of their purchase price and any directly attributable costs of bringing the assets to their working condition and location for their intended use. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance costs, are recognized in the consolidated statement of income in the year in which costs are incurred.

In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment. Major maintenance and major overhaul costs that are capitalized as part of property and equipment are depreciated on a straight-line basis over the shorter of their estimated useful lives, typically the period until the next major maintenance or inspection.

Depreciation and amortization are computed using the straight-line method to allocate the related assets' cost to their estimated useful lives. The annual rates of depreciation for each category are based on the following useful lives of related assets:

| | Number of Years |
|---|---|
| Machinery and equipment | 10 |
| Transportation equipment | 5 |
| Building and building improvements | 15 |
| Office equipment, furniture and fixtures | 3 |
| Office condominium | 15 |

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

Depreciation of property and equipment begins when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of income in the year the item is derecognized.
Fully depreciated assets are retained in the accounts until they are no longer in use.

Deferred Exploration Costs

All exploration and evaluation costs incurred in connection with the participation of the Group in the determination of technical feasibility and assessment of commercial viability of an identified resource are capitalized and accounted for under the "successful efforts method" [determined on the basis of each Service Contract (SC) or Geophysical Survey and Exploration Contract]. These costs include materials and fuel used, surveying costs, drilling costs and payments made to contractors.

Once the legal right to explore has been acquired, costs directly associated with an exploration and evaluation are capitalized and amortized at the start of commercial operations. All such capitalized costs are subject to technical, commercial and management review, as well as review for indicators of impairment at least once a year. This is to confirm the continued intent to develop or otherwise extract value from the discovery. When an SC is permanently abandoned, all related capitalized exploration costs are written-off. SCs are considered permanently abandoned if the SCs have expired and/or if there are no definite plans for further exploration and/or development.

Impairment of Nonfinancial Assets

*Deferred Exploration Costs.* The Group assesses at each reporting period whether there is an indication that its deferred exploration costs may be impaired. If any indication exists, or when an annual impairment testing for such items is required, the Group makes an estimate of their recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use, and is determined for an individual item, unless such item does not generate cash inflows that are largely independent of those from other assets or group of assets or CGUs. When the carrying amount exceeds its recoverable amount, such item is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows to be generated by such items are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the asset or CGU.

*Investment Properties, Property and Equipment and Other Nonfinancial Assets.* The Group assesses at each reporting period whether there is an indication that an asset may be impaired. If any such indication exists and where the carrying values exceed the estimated recoverable amounts, the assets or cash generating unit (CGU) are written down to their estimated recoverable amounts. The estimated recoverable amount of an asset is the greater of the fair value less cost to sell and value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an arm's-length transaction less the costs of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the estimated recoverable amount is determined for the CGU to which the asset belongs. Impairment losses of continuing operations are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each financial reporting date whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed by a credit to current operations (unless the asset is carried at a revalued amount in which case the reversal of the impairment loss is credited to the revaluation increment of the same asset) to the extent that it does not restate the asset to a carrying amount in excess of what would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in consolidated statement of income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such reversal, the amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on systematic basis over its remaining useful life.

Equity

*Capital Stock.* Capital stock is measured at par value for all shares issued and outstanding. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and number of shares issued and outstanding.

*Additional Paid-in Capital.* When the shares are sold at a premium, the difference between the proceeds and the par value is credited to the "Additional paid-in capital" account. When shares are issued for a consideration other than cash, the proceeds are measured by the fair value of the consideration received. In case the shares are issued to extinguish or settle the liability of the Group, the shares shall be measured either at the fair value of the shares issued or fair value of the liability settled, whichever is more reliably determinable. Incremental costs that are directly attributable to the issuance of new shares are charged to this account.

*Other Comprehensive Income.* Other comprehensive income comprises items of income and expense (including items previously presented under the consolidated statement of changes in equity) that are not recognized in the consolidated statement of income for the year in accordance with PFRSs.

*Deficit.* The amount included in deficit includes cumulative profit or loss attributable to the Parent Company's stockholders and reduced by dividends. Dividends are recognized as a liability and deducted from equity when they are approved by the Parent Company's BOD. Dividends for the period that are approved after the end of the financial reporting date are dealt with as an event after the financial reporting period. Deficit may also include the effect of changes in accounting policy as may be required by the accounting standard's transitional provisions.

Basic/Diluted Loss per Share

*Basic Loss per Share.* Basic loss per share amounts are calculated by dividing the net loss attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the year.

*Diluted Loss per Share.* Diluted loss per share amounts are calculated by dividing the net loss attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding, adjusted for any stock dividends declared during the year plus weighted average number of ordinary shares that would be issued on the conversion of all the dilutive ordinary shares into ordinary shares, excluding treasury shares.

Revenue Recognition
The Group recognizes revenue when it satisfies an identified performance obligation by transferring a promised good or service to a customer. A good or service is considered to be transferred when the customer obtains control. The Group determines, at contract inception, whether it will transfer control of a promised good or service over time. If the Group does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Prior to 2018, revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as a principal or an agent.

*Management Fee.* Management fee is recognized when the Group satisfied the performance obligation specified in the management service contracts (e.g., goods are delivered and construction works are completed using percentage of completion method).

Other Income

*Interest Income.* Interest income from bank deposits is recognized as it accrues using the effective interest rate method.

*Dividend Income.* Dividend income is recognized when the Group's right to receive payment is established.
*Other Income.* Other income, which normally includes sale of property and equipment, is recognized as revenue when earned and received.

Expenses
Expenses are decreases in economic benefits during the accounting period in the form of outflows or occurrences of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Expenses are generally recognized when the services are used or the expense arises while interest expenses are accrued in the appropriate financial reporting date.

Retirement Benefits
The net retirement benefits liability or asset is the aggregate of the present value of the retirement benefit obligation at the end of the financial reporting date reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the retirement benefit plans is actuarially determined using the projected unit credit method.

Retirement benefit costs comprise the following:

- Service cost
- Net interest on the net retirement benefit liability or asset
- Remeasurements of net retirement benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in the consolidated statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net retirement benefit liability or asset is the change during the period in the net retirement benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net retirement benefit liability or asset. Net interest on the net retirement benefit liability or asset is recognized as expense or income in consolidated statement of income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on retirement benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods. Remeasurements recognized in OCI after the initial adoption of Revised PAS 19, *Employee Benefits*, are not closed to retained earnings account. These are retained in OCI until full settlement of the liability.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the retirement benefit obligation, the measurement of the resulting retirement benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group's right to be reimbursed of some or all of the expenditure required to settle a retirement benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Income Taxes

*Current Income Tax.* Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that have been enacted or substantively enacted at the financial reporting date.

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

*Deferred Income Tax.* Deferred income tax is provided, using the balance sheet liability method, on all temporary differences at the financial reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognized for all taxable temporary differences, except:

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

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

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

The carrying amount of deferred income tax assets is reviewed at each financial reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred income tax assets are reassessed at each financial reporting date and are recognized to the extent that it has become probable that sufficient future taxable profits will be available to allow the deferred income tax assets to be recovered.

Deferred income tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realized or the liability is settled, based on the tax rate and tax laws that have been enacted or substantively enacted at the financial reporting date.

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

Related Party Transactions

Transactions with related parties are accounted for based on the nature and substance of the agreement, and financial effects are included in the appropriate asset, liability, income and expense accounts.

Segment Information
The Group considers investment holding and geothermal energy projects as its primary activities. The Group has no geographical segmentation as the Group's operating business segments are neither organized nor managed by geographical segment.

Foreign Currency Transactions
Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange ruling at the end of the financial reporting period. All differences are taken to the consolidated statement of income under "Unrealized foreign exchange gain (loss)" account.

On consolidation, the assets and liabilities of foreign operations are translated into Philippine Peso at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI as "Cumulative translation adjustment" or "Share in cumulative translation adjustments of associates". On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

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

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

**Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the consolidated financial statements in compliance with PFRSs requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements. The judgments and estimates used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Future events may occur which can cause the assumptions used in arriving at those judgments and estimates to change. The effects of the changes will be reflected in the consolidated financial statements as they become reasonably determinable.

Accounting judgments, estimates and assumptions are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

*Determination of Significant Influence over an Investee Company.* The Group has 15% interest each in VEPC and VINTER, which is below the 20% threshold where significant influence is presumed under PAS 28. The Group considers its 15% investments each in VEPC and VINTER as investments in associates as it concluded that it has significant influence over the operating and financial policies of its investments in associates due to the following:

- representation in the BOD;
- participation in policy-making processes, including participation in decisions about dividends and other distributions; and
- material transactions between the investor and investee.

*Classification of Investment Property.* The Group classifies its land as investment property or owner-occupied property based on its current intentions where it will be used. When the land is held for capital appreciation or when management is still undecided as to its future use, it is classified as investment property. The land which is held for rent are classified as investment property.

*Capitalization of Exploration and Evaluation Costs.* Careful judgment of management is applied when deciding whether the recognition requirements for exploration and evaluation assets relating to the Group's exploration projects have been met. Capitalization of these costs is based, to a certain extent, on management's judgment of the degree to which the expenditure may be associated with finding specific geothermal reserve. This is necessary as the economic success of the exploration is uncertain and may be subject to future technical problems at the time of recognition. Judgments are based on the information available at end of each reporting period.

*Contractual Cash Flows Assessment (Applicable upon adoption of PFRS 9).* Beginning January 1, 2018, for each financial asset, the Group assesses the contractual terms to identify whether the instrument is consistent with the concept of SPPI.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortization of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Group applies judgment and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

*Evaluation of Business Model in Managing Financial Instruments.* Beginning January 1, 2018, the Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed; and
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realized in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

Estimates and Assumptions

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

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of asset and liabilities within the next financial year are discussed below:

*Estimation of Allowance for Impairment of Receivables (Applicable in 2017).* The Group reviews its receivables at each reporting date to assess the adequacy of the allowance for impairment. In particular, judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on factors such as, but not limited to, the length of the Group's relationship with the customer, customer's payment behavior and other known market factors.

*Estimation of Provision for Expected Credit Losses (Applicable in 2019 and 2018).* The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The aggregate carrying value of the Group's financial assets amounted to ₱213.88 million and ₱229.99 million as at December 31, 2019 and 2018, respectively, net of allowance for impairment loss amounting to ₱2.14 million as at December 31, 2019 and 2018 (see Note 7).

*Revaluation of Office Condominium and Investment Properties.* The Group carries its investment properties at fair value with changes in fair value recognized in the consolidated statement of income, and carries its office condominium at revalued amount with changes in fair value recognized in the consolidated statement of changes in equity. The Group engaged an external appraiser to assess the fair value of its investment properties as at December 31, 2019 and 2018.

For investment properties, a valuation methodology based on market approach was used, which is a comparative approach that considers the sales of similar or substitute assets and related market data and establishes a value estimate by processes involving comparison. In addition, it measures the office condominium at revalued amount, with changes in fair value being recognized in OCI. The market approach was used for the office condominium, which provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available. The key assumptions used to determine the fair value of the properties are provided in Note 25.

Revaluation increase on office condominium recognized under OCI in 2019 amounted to ₱29.45 million, net of deferred tax. Net book value of revalued office condominium amounted to nil and ₱23.30 million as at December 31, 2019 and 2018, respectively (see Note 13).

The Group recognized fair value adjustment on its investment properties amounting to ₱13.83 million, ₱21.39 million and nil in 2019, 2018 and 2017, respectively. The carrying value of investment properties amounted to ₱174.71 million and ₱160.88 million as at December 31, 2019 and 2018, respectively (see Note 11).

*Impairment of Property and Equipment.* The Group assesses impairment on property and equipment recorded at cost whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

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

As at December 31, 2019 and 2018, the Group assessed that there were no impairment indicators on its property and equipment. The carrying value of property and equipment, net of accumulated depreciation, amounted to ₱1.33 million and ₱41.03 million as at December 31, 2019 and 2018, respectively (see Note 13).

*Impairment of Investments in Associate.* The Group determines whether there is objective evidence that the investments in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognizes the loss in the consolidated statement of income.

As at December 31, 2019 and 2018, the Group assessed that there were no impairment indicators on its investments in associates. The carrying value of investments in associate amounted to ₱198.59 million and ₱212.30 million as at December 31, 2019 and 2018, respectively (see Note 10).

*Impairment and Write-off of Deferred Exploration Costs.* The Group assesses impairment on deferred exploration costs when facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount. Until the Group has sufficient data to determine technical feasibility and commercial viability, deferred charges need not be assessed for impairment.

Facts and circumstances that would require an impairment assessment as set forth in PFRS 6, *Exploration for and Evaluation of Mineral Resources*, are as follows:

- the period for which the Group has the right to explore in the specific area has expired or will expire in the near future and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

For deferred exploration costs, impairment is recognized when a SC where the Group has participating interest is permanently abandoned. Future events could cause the Group to conclude that these assets are impaired.

The Group recognized provision for impairment of deferred exploration costs amounting to ₱114.55 million, ₱2.95 million and nil in 2019, 2018 and 2017, respectively. The carrying amount of deferred exploration costs, net of allowance for impairment loss, amounted to ₱6.01 million and ₱120.27 million as at December 31, 2019 and 2018, respectively (see Note 12).

*Estimation of Retirement Benefits.* The cost of defined benefit pension plan as well as the present value of the defined benefit obligation is determined using actuarial valuation. The actuarial valuation involves making various assumptions which include the determination of the discount rates, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. The assumptions made by the Group resulted in accrued retirement benefits amounting to ₱14.33 million and ₱7.87 million as at December 31, 2019 and 2018, respectively (see Note 20).

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific country and is modified accordingly with estimates of mortality improvements.

*Realizability of Deferred Income Tax Assets.* Deferred income tax assets are recognized for all temporary deductible differences to the extent that it is probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. Management has determined based on business forecast of succeeding years that there is no sufficient future taxable profits against which the deferred income tax assets will be utilized.

Deductible temporary differences and MCIT for which no deferred income tax assets were recognized as at December 31, 2019 and 2018 are presented in Note 21.

## CERTIFICATION

I, **Alain S. Pangan, Vice President for Finance** of **Basic Energy Corporation** with SEC registration number **36359** with principal office at **7F Basic Petroleum Building, 104 Carlos Palanca Jr. Street, Legaspi Village, Makati**, on oath state:

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

**IN WITNESS WHEREOF**, I have hereunto set my hand this 29th day of June, 2020.

**Alain S. Pangan**
Affiant

**SUBSCRIBED AND SWORN** to before me this 29th day of June, 2020 affiant exhibiting to me his Passport P5631428A issued on 16 January 2020 at DFA Manila.

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Series of 2020

ATTY. HOBERT N. LLUZ
NOTARY PUBLIC
Until December 31, 2021
Appt. No. M-37, Makati City
IBP #092865 for 2020 - RSM
PTR #8112274, Jan. 02, 2020-Makati
S.C. Roll No. 59597
MCLE Compliance No. VI-0028451 28 Aug. 2019
Unit 301 3rd Flr. Campos Rueda Bldg.
101 Urban Ave., Brgy. Pio del Pilar, Makati City

**SECURITIES AND EXCHANGE COMMISSION**
**SEC FORM 17-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(a) - 17(b)(2) THEREUNDER**

1. For the quarterly period ended: **June 30, 2020**

2. Commission Identification No.: **168063**

3. BIR Tax Identification No.: **000-438-702-000**

4. Exact name of issuer as specified in its charter: **BASIC ENERGY CORPORATION**

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

6. Industry Classification Code: (SEC Use Only)

7. Address of issuer's principal office: **7th Floor, Basic Petroleum Building, C. Palanca Street, Legaspi Village, Makati City, Philippines**

   Postal Code: **1229**

8. Issuer's telephone number, including area code: **+63 2 817 8596 to 98**

9. Former name, former address and former fiscal year, if changed since last report: **N/A**

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

| Title of each Class | Number of shares of common stock outstanding and amount of debt outstanding |
|---|---|
| Common Shares | 2,815,392,714 |
| Listed with PSE | 2,560,118,512 |

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

    Yes [X] No [ ]

12. Indicate by check mark whether the registrant:

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

    Yes [X] No [ ]

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

    Yes [X] No [ ]

## PART I--FINANCIAL INFORMATION

**Item 1. Financial Statements.**

"Attachment A"

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

"Attachment A"

## PART II--OTHER INFORMATION

"Attachment A"

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

## SIGNATURES

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

| | |
|---|---|
| Registrant: | **Angel P. Gahol** |
| Title: | AVP & Acting Corporate Secretary |
| Date: | |
| Principal Financial Officer: | **Alain S. Pangan** |
| Title: | VP - Finance |
| Date: | |

**ATTACHMENT "A"**

**FINANCIAL INFORMATION**
**For the period ended June 30, 2020**

**1. The following unaudited Financial Statements are contained in this report:**

1.1 Statements of Income and Retained Earnings for the Period Ended June 30, 2020 and June 30, 2020;
1.2 Balance Sheets as of June 30, 2020 and December 31, 2019;
1.3 Statements of Cash Flows for the Period Ended June 30, 2020 and June 30, 2019;
1.4 Statements of Changes in Stockholders' Equity for the Period ended June 30, 2020 and June 30, 2019.

**2. Discussion on Financial Condition for the Period December 31, 2019 and March 31, 2020.**

**A. Key Performance Indicators**

Management considers the following as key performance indicators of the company: Return on Investment (ROI), Profit Margin, Performance of Committed Work Programs, Current Ratio and Asset Turnover.

The following table shows the Top 5 performance indicators for the past three interim periods:

| KEY PERFORMANCE INDICATORS | 2nd Qtr 2020 | 2nd Qtr 2019 | 2nd Qtr 2018 |
|---|---|---|---|
| **Return on Investments (ROI)** (Net Income / Ave. Stockholders' Equity) | -7.27% | -4.72% | -6.43% |
| **Profit Margin** (Net Income / Net Revenue) | -809.59% | -299.55% | -4514.95% |
| **Investment in Projects (Non-Petroleum)** as a % of Total Assets | 30.49% | 22.78% | 38.09% |
| **Investment in Wells & Other Facilities** as a % of Total Assets | 1.07% | 15.66% | 17.11% |
| **Current Ratio** (Current Asset / Current Liabilities) | 7.75:1 | 12.38:1 | 3.44:1 |
| **Asset Turnover** (Net revenue / Ave. Total Assets) | 0.47% | 1.47% | 0.13% |
| **Solvency Ratios** | | | |
| Debt to Equity Ratio | 5.73% | 5.32% | 13.00% |
| Asset to Equity Ratio | 104.03% | 103.97% | 111.57% |
| Interest Rate Coverage Ratio | NA | -3614.94% | -2738.71% |

ROI (Net Income / Average Stockholders' Equity) measures the profitability of stockholders' investment. Profit Margin (Net Income / Net Revenue) measures the net income produced by each peso of revenue. Investment in Projects as a % of Assets, measures how much the company invested in its committed work programs. Current Ratio (Current Assets / Current Liabilities) measures the short-term debt-paying ability of the company. Asset Turnover (Net Revenue / Average Total Assets) measures how efficiently assets are used to produce profit.

ROI was -7.27% for the $2^{nd}$ quarter of 2020, -4.72% for the $2^{nd}$ quarter of 2019, and -6.43% for the $2^{nd}$ quarter of 2018. The negative rates in 2018, 2019 and 2020 were due to the losses booked during those quarters.

Profit Margin was -809.59% for the $2^{nd}$ quarter of 2020, -299.55% for the $2^{nd}$ quarter of 2019, and -4,514.95% for the $2^{nd}$ quarter of 2018. The negative rates in 2018, 2019 and 2020 were due to the losses booked during those quarters.

Investment in Projects (Non-Petroleum) as a % of Total Assets increased to 30.49% for the $2^{nd}$ quarter of 2020 from 22.78% for the $2^{nd}$ quarter of 2019 which decreased from 38.09% for the $2^{nd}$ quarter of 2018. The increase in 2020 was primarily due to the decrease in total assets and the decrease in 2019 was primarily due to the sale of an investment property.

Investment in Wells & Other Facilities as a % of Total Assets decreased from 17.11% in the $2^{nd}$ quarter of 2018 to 15.66% in the $2^{nd}$ quarter of 2019 and decreased further to 1.07% in the $2^{nd}$ quarter of 2020. The decrease in rate from 2018 to 2019 was due to the decrease in investment and increase in total assets and the further decrease in rate from 2019 to 2020 was due decrease in investment in relation to the impairments recognized at the end of 2019.

Current Ratio was 7.75:1 for the $2^{nd}$ quarter of 2020, 12.38:1 for the $2^{nd}$ quarter of 2019, and 3.44:1 for the $2^{nd}$ quarter of 2018. The decrease in ratio from 2019 to 2020 was due to the increase in current liabilities during the $2^{nd}$ quarter of 2020 and the increase in ratio from 2018 to 2019 was due to the decrease in current liabilities.

Asset Turnover was 0.47% for the $2^{nd}$ quarter of 2020, 1.47% for the $2^{nd}$ quarter of 2019, and 0.13% for the $2^{nd}$ quarter of 2018. The decrease in asset turnover from 2019 to 2020 is due to the decrease in revenue. The increase in asset turnover from 2018 to 2019 is due to the increase in revenue for 2019.

Debt to Equity Ratio was 5.73% for the $2^{nd}$ quarter of 2020, 5.32% for the $2^{nd}$ quarter of 2019, and 13% for the $2^{nd}$ quarter of 2018. The decreased in equity and decrease in ratio from 2018 to 2019 was due to the decrease in total liabilities and increase in equity while the increase from 2019 to 2020 was due to decrease in equity.

Asset to Equity Ratio was 104.03% for the $2^{nd}$ quarter of 2020, 103.97% for the $2^{nd}$ quarter of 2019, and 111.57% for the $2^{nd}$ quarter of 2018. The decrease in ratio from 2018 to 2019 was due to the increase in assets and the increase from 2019 to 2020 was due to the decrease in equity.

Interest Coverage Ratio for the $2^{nd}$ quarter of 2018 was -2,738.71%, -3,624.94% for the $2^{nd}$ quarter of 2019, and none for the $2^{nd}$ quarter of 2020. The decrease in ratio from 2019 to 2020 was due to the settlement of the short-term loan.

**B. Discussion and Analysis of Financial Condition as of June 30, 2020**

For the period ending June 30, 2020, the company recorded total revenue of Php2.73 million and total cost and expenses of Php24.82 million resulting to a net loss of Php22.09 million with minority interest recorded at Php284 thousand for a net loss net of minority interests of Php21.81 million.

Total revenue for the $1^{st}$ half of 2020 of Php2.72 million was primarily from share in net income of associates amounting to Php1.47 million and interest income amounting to Php1.26 million.

Cost and expenses for the $1^{st}$ half of 2020 amounting to Php24.82 million were from general and administrative expenses amounting to Php19.19 million, and unrealized foreign exchange loss amounting to Php5.63 million.

Total Assets as of June 30, 2020 stood at Php573.05 million a decrease of Php27.52 million from Php600.58 million as of December 31, 2019. Current assets, composed mostly of cash and cash equivalents amounting to Php94.88 million, receivables amounting to Php35.23 million, refundable deposits amounting to Php22.53 million, and other current assets amounting to Php2.93 million, decreased by Php11.78 million, as these were used for operations. Non-current assets decreased by Php15.75 million. The decrease was primarily due to the decrease in financial assets at FVOCI amounting to Php17.5 million.

Total Liabilities decreased by Php11.26 million from Php42.85 million as of December 31, 2019 to Php31.58 million as of June 30, 2020 primarily due to the partial payment of the accrued retirement benefit payable.

Total Stockholders' Equity as of June 30, 2020 stood at Php550.83 million a decrease of Php15.98 million from Php566.81 million as of December 31, 2019. This was primarily due to the net loss booked for the 1st half of 2020 of Php21.81 million and increased in cumulative translation adjustment of Php5.33 million.

The interim financial report is in compliance with generally accepted accounting principles. The same accounting policies and methods of computation were followed in the interim financial statements, as compared with the most recent audited financial statements, which are as of December 31, 2019.

The interim operations are not characterized by any seasonality or cyclicality. The nature and number of items affecting assets, liabilities, equity, net income and cash flows are explained in Attachment "A" on Financial Information for the period ending March 31, 2020.

There are no changes in estimates of amounts reported in prior interim periods of the current financial year or those reported in prior financial years.

On September 8, 2011, the SEC approved the Stock Option Plan (SOP) of the Parent Company granting directors, members of the advisory board, officers and employees of the Parent Company options to purchase, at the par value of P0.25 per share, a total of 500,000,000 shares. Out of these shares, 26.7 million have been paid and listed in the Philippine Stock Exchange on January 21, 2013 which was classified as deposit for future stock subscription as of December 31, 2012. On July 24, 2013, the Philippine Stock Exchange approved for listing the remaining 473,300,000 shares. As of December 31, 2017, 117.625 million SOP shares were listed in the Philippine Stock Exchange.

There were no dividends paid (aggregate or per share) separately for ordinary shares and other shares.

Currently, the company has a single business and geographical segment and therefore, segment disclosures have not been included.

There are no material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period.

There are no changes in the composition of the company during the interim period, including business conditions, acquisition or disposal of subsidiaries and long-term investments, restructurings, and discontinuing of operations.

Since December 31, 2019, there are no other changes in contingent liabilities or assets and no new material contingencies, events or transactions that have occurred during the current interim period.

There are no trends, demands, commitments, events or uncertainties, known to management that will have a material impact on the company's liquidity.

There are no material commitments for capital expenditures and no seasonal aspects that have a material effect on the financial conditions or results of operations.

There are 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/revenues/income from continuing operations.

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

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

The causes for any material changes (5% of the relevant accounts or such lower amount, which the company deems material on the basis of other factors) from period to period which include vertical and horizontal analysis of any material item, have been presented in this report.

There were no sales of unregistered or exempt securities, nor were there any issuances of securities constituting an exempt transaction.

Finally, there are no other material information for disclosure during the current interim period, whether under this report or under SEC Form 17-C.

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED BALANCE SHEETS**
**As of June 30, 2020 and December 31, 2019**

| | | UNAUDITED June 30, 2019 | | AUDITED December 31, 2018 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **Current Assets** | | | | |
| Cash and cash equivalents | ₱ | 94,879,386 | ₱ | 106,866,340 |
| Receivables, net of allowance for doubtful accounts | | 35,230,550 | | 35,134,155 |
| Refundable deposits | | 22,530,549 | | 22,530,549 |
| Other current assets | | 2,925,361 | | 2,811,863 |
| **Total Current Assets** | **₱** | **155,565,846** | **₱** | **167,342,907** |
| **Noncurrent Assets** | | | | |
| Investment in associates | ₱ | 200,059,290 | ₱ | 198,591,257 |
| Financial assets at FVOCI | | 29,701,697 | | 47,203,112 |
| Investment properties | | 174,708,000 | | 174,708,000 |
| Property and equipment | | 1,151,026 | | 1,332,456 |
| Deferred charges | | 6,131,781 | | 6,013,927 |
| Other noncurrent assets | | 5,733,074 | | 5,386,406 |
| **Total Noncurrent Assets** | **₱** | **417,484,868** | **₱** | **433,235,158** |
| **TOTAL ASSETS** | **₱** | **573,050,714** | **₱** | **600,578,065** |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | | | |
| **Current Liabilities** | | | | |
| Accounts payable and accrued expenses | ₱ | 19,177,141 | ₱ | 19,455,160 |
| Loan Payable | | - | | - |
| Income tax payable | | - | | - |
| Dividends payable | | 888,714 | | 888,714 |
| **Total Current Liabilities** | **₱** | **20,065,855** | **₱** | **20,343,874** |
| **Noncurrent Liabilities** | | | | |
| Accrued retirement benefits payable | ₱ | 3,344,200 | ₱ | 14,329,068 |
| Deferred income tax asset | | 8,172,691 | | 8,172,691 |
| **Total Noncurrent Liabilities** | **₱** | **11,516,891** | **₱** | **22,501,759** |
| **TOTAL LIABILITIES** | **₱** | **31,582,746** | **₱** | **42,845,633** |
| **Minority Interest** | **₱** | **(9,365,387)** | **₱** | **(9,081,324)** |
| **Stockholders' Equity** | | | | |
| Equity attributable to equity holders of the Parent Company | | | | |
| Capital stock | ₱ | 703,848,178 | ₱ | 703,848,178 |
| Additional Paid-in Capital | | 42,021,503 | | 42,021,503 |
| Equity reserve on acquisition on non-controlling interest | | (53,945,929) | | (53,945,929) |
| Revaluation increment in office condominium | | - | | - |
| Fair value adjustments on financial assets | | 4,548,559 | | 4,049,974 |
| Remeasurement loss on accrued retirement benefits | | 70,373 | | 70,373 |
| Cumulative translation adjustment | | 920,720 | | (4,410,950) |
| Share in cumulative translation adjustment of associates | | 29,010,641 | | 29,010,641 |
| Retained earnings | | (172,400,690) | | (150,590,034) |
| **Total Stockholders' Equity** | **₱** | **554,073,355** | **₱** | **570,053,756** |
| Treasury stock (at cost) | | (3,240,000) | | (3,240,000) |
| **TOTAL STOCKHOLDERS' EQUITY** | **₱** | **550,833,355** | **₱** | **566,813,756** |
| **TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY** | **₱** | **573,050,714** | **₱** | **600,578,065** |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS**
**For the period ended June 30, 2020 and June 30, 2019**

| | For the period ended 30-Jun-20 | For the quarter April-June 2020 | For the period ended 30-Jun-19 | For the quarter April-June 2019 |
|---|---|---|---|---|
| **REVENUES** | | | | |
| Interest, dividends and others | ₱ 1,261,082 | ₱ 515,875 | ₱ 1,756,709 | ₱ 977,314 |
| Management services fees | - | - | 5,836,795 | 1,033,785 |
| Unrealized foreign exchange gain | - | 22,606,337 | 3,382,922 | 457,639 |
| Realized foreign exchange gain | - | - | 17,345 | (3,375) |
| Share in net income of associates | 1,468,033 | - | - | - |
| | **₱ 2,729,115** | **₱ 23,122,212** | **₱ 10,993,771** | **₱ 2,465,363** |
| **COSTS AND EXPENSES** | | | | |
| General and administrative expenses | ₱ 19,192,779 | ₱ 8,850,054 | ₱ 26,339,288 | ₱ 14,848,780 |
| Realized foreign exchange loss | 1,103 | 3,154 | - | |
| Unrealized foreign exchange loss | 5,629,952 | - | - | - |
| Interest expense | - | - | 886,473 | 209,896 |
| Provision for impairment losses | - | - | 12,580,893 | 12,580,893 |
| Share in net loss of associates | - | - | 4,119,086 | 6,239,716 |
| | **₱ 24,823,834** | **₱ 8,853,208** | **₱ 43,925,740** | **₱ 33,879,285** |
| **LOSS BEFORE INCOME TAX** | **₱ (22,094,719)** | **₱ 14,269,004** | **₱ (32,931,969)** | **₱ (31,413,922)** |
| **PROVISION FOR INCOME TAX** | | | | |
| Current | ₱ - | ₱ - | ₱ - | ₱ - |
| Deferred | - | - | - | - |
| | **₱ -** | **₱ -** | **₱ -** | **₱ -** |
| **NET INCOME** | **₱ (22,094,719)** | **₱ 14,269,004** | **₱ (32,931,969)** | **₱ (31,413,922)** |
| Minority Interest | (284,063) | 1,153,111 | 171,935 | 42,412 |
| | **₱ (21,810,656)** | **₱ 13,115,894** | **₱ (33,103,904)** | **₱ (31,456,334)** |
| RETAINED EARNINGS AT BEGINNING OF THE YEAR/QUARTER | (150,590,034) | (185,516,584) | (15,810,752) | (17,458,322) |
| **RETAINED EARNINGS AT END OF THE YEAR/QUARTER** | **₱ (172,400,690)** | **₱ (172,400,691)** | **₱ (48,914,656)** | **₱ (48,914,656)** |
| **Earnings (Loss) per Share** | **₱ (0.0077)** | **₱ 0.0047** | **₱ (0.0118)** | **₱ (0.0112)** |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED STATEMENT OF CASH FLOWS**
**For the period ended June 30, 2020 and June 30, 2019**

| | For the period ended 30-Jun-20 | For the quarter April-June 2020 | For the period ended 30-Jun-19 | For the quarter April-June 2019 |
|---|---|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | | |
| **Net Income (loss)** | **₱ (22,094,719)** | **₱ 14,269,004** | **₱ (32,931,969)** | **₱ (31,413,922)** |
| **Adjustment to reconcile net income to net cash provided by operating activities:** | | | | |
| Interest income | ₱ 1,261,082 | ₱ 515,875 | ₱ (1,756,709) | ₱ (2,536,104) |
| Depreciation,depletion and amortization | 181,430 | (8,121) | 2,567,941 | 1,272,856 |
| Loss (gain) on sale of property and equipments and investments | | | | |
| Fair Value Adjustment on financial assets at FVPL and Impairment losses on AFS | | | | |
| Foreign Exchange Gain/Loss | 5,631,055 | (22,603,183) | (3,400,267) | (454,265) |
| Dividend Income | | | | |
| **Operating income (loss) before working capital changes** | **₱ (15,021,152)** | **₱ (7,826,425)** | **₱ (35,521,004)** | **₱ (33,131,435)** |
| **Changes in assets and liabilities** | | | | |
| **Decrease (Increase) in asset/s:** | | | | |
| Financial assets at fair value through profit or loss | ₱ - | ₱ - | ₱ - | ₱ - |
| Receivables | (96,395) | 404,096 | 91,750,610 | (1,010,867) |
| Other assets | | | | |
| Prepayments and other current assets | (460,165) | 448,752 | (1,281,096) | (258,235) |
| **Increase (Decrease) in liabilities** | | | | |
| Accounts payable & accrued expenses | (278,019) | 649,227 | 763,344 | 920,367 |
| Loan payable | - | - | (50,000,000) | (30,000,000) |
| Accrued retirement benefits payable | (10,984,868) | 1,066,224 | 2,624,985 | 1,312,492 |
| Other Liabilities | - | - | - | - |
| **Cash generated from (used in) operations** | **₱ (26,840,599)** | **₱ (5,258,126)** | **₱ 8,336,839** | **₱ (62,167,678)** |
| Interest received | (1,261,082) | (515,875) | 1,756,709 | 2,536,104 |
| Taxes paid | - | - | (216,908) | (216,908) |
| **Net cash flows from (used) in operating activities** | **₱ (28,101,681)** | **₱ (5,774,001)** | **₱ 9,876,640** | **₱ (59,848,482)** |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | | |
| **Additions (Deductions) to:** | | | | |
| Financial assets at FVOCI | ₱ 17,501,415 | ₱ (274,697) | ₱ (1,426,504) | ₱ (305,524) |
| Refundable deposits | - | - | (23,427,184) | - |
| Investment in associates | (1,468,033) | (0) | 2,319,201 | 6,239,716 |
| Unrealized gain on fair value adjustments | 498,585 | 274,697 | 1,426,503 | 305,522 |
| Deferred charges | (117,855) | - | 12,394,378 | 12,440,300 |
| Property & equipment | - | - | - | - |
| **Net cash flows from (used) in investing activities** | **₱ 16,414,112** | **₱ (0)** | **₱ (8,713,606)** | **₱ 18,680,014** |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | | |
| Proceeds from issuance of capital stock | ₱ - | ₱ - | ₱ - | ₱ - |
| Proceeds from deposit for future subscription | - | - | - | - |
| **Net cash flows from (used) in financing activities** | **₱ -** | **₱ -** | **₱ -** | **₱ -** |
| Effect of foreign exchange rate chnages in cash & cash equivalent | ₱ (5,631,055) | ₱ 22,603,183 | ₱ 3,400,267 | ₱ 454,265 |
| Cumulative translation adjusment | 5,331,670 | (23,335,562) | (3,661,081) | (837,010) |
| **NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENT** | **₱ (11,986,954)** | **₱ (6,506,380)** | **₱ 902,220** | **₱ (41,551,213)** |
| Cash and cash equivalent at beginning of the year/quarter | 106,866,340 | 101,385,766 | 42,093,952 | 84,547,386 |
| **CASH AND CASH EQUIVALENT AT END** | **₱ 94,879,386** | **₱ 94,879,385** | **₱ 42,996,173** | **₱ 42,996,172** |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**
**For the period ended June 30, 2020 and June 30, 2019**

| | Jan to June | | Quarters ended June 30 | |
|---|---|---|---|---|
| | **2020** | **2019** | **2020** | **2019** |
| **CAPITAL STOCK** | | | | |
| Par value: Php0.25 per share; Authorized: 10,000,000,000 shares | | | | |
| Issued and subscribed | 2,815,392,714 | 2,815,392,714 | 2,815,392,714 | 2,815,392,714 |
| Paid-up capital at beginning of the year | ₱ 703,848,179 | ₱ 703,848,179 | 703,848,179 | 703,848,179 |
| Additional subscription | - | - | - | - |
| **Paid-up capital at end of the period/quarter** | **₱ 703,848,179** | **₱ 703,848,179** | **₱ 703,848,179** | **₱ 703,848,179** |
| **ADDITIONAL PAID-IN CAPITAL** | | | | |
| Balance at beginning of the year | ₱ 42,021,502 | ₱ 42,021,502 | ₱ 42,021,502 | ₱ 42,021,502 |
| Additional subscription | - | - | - | - |
| **Balance at end of the period/quarter** | **₱ 42,021,502** | **₱ 42,021,502** | **₱ 42,021,502** | **₱ 42,021,502** |
| Revaluation increment in office condominium | ₱ - | ₱ 15,747,863 | ₱ - | ₱ 15,747,863 |
| Equity reserve on acquisition of non-controlling interest | (53,945,929) | (53,945,929) | (53,945,929) | (53,945,929) |
| Fair value adjustments on financial assets | 4,548,559 | 2,609,882 | 4,548,559 | 2,609,882 |
| Remeasurement loss on accrued retirement benefits | 70,373 | 1,751,984 | 70,373 | 1,751,984 |
| Cumulative translation adjustment | 920,720 | (8,035,696) | 920,720 | (8,035,696) |
| Cumulative translation adjustment of associates | 29,010,641 | 27,544,449 | 29,010,641 | 27,544,449 |
| Retained earnings (deficit) | | | | |
| Balance at beginning of the year | (150,590,034) | (15,810,752) | (185,516,584) | (17,458,322) |
| Net income (loss) for the period | (21,810,656) | (33,103,904) | 13,115,893 | (31,456,334) |
| Balance at the end of the period/quarter | ₱ (172,400,690) | ₱ (48,914,656) | ₱ (172,400,691) | ₱ (48,914,656) |
| **Total** | **₱ 554,073,355** | **₱ 682,627,579** | **₱ 554,073,355** | **₱ 682,627,579** |
| Treasury stock (at cost) | (3,240,000) | (3,240,000) | (3,240,000) | (3,240,000) |
| **TOTAL STOCKHOLDERS' EQUITY** | **₱ 550,833,355** | **₱ 679,387,579** | **₱ 550,833,355** | **₱ 679,387,579** |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**SCHEDULE OF ACCOUNTS RECEIVABLES**
**As of June 30, 2019**

| | | |
|---|---|---|
| Receivable from Panphil Aqua Culture Corp | ₱ | 21,198,672 |
| Receivable from Associates | | 9,916,005 |
| Receivable from CSR | | 405,332 |
| Receivable from Stockholders | | 1,718,887 |
| Accrued Interest Receivable | | 190,929 |
| Advances to Officers & Employees | | 1,135,702 |
| Others | | 2,807,029 |
| | **₱** | **37,372,556** |
| Less: Allowance for uncollectible accounts | | (2,142,006) |
| | **₱** | **35,230,550** |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**AGING OF ACCOUNTS RECEIVABLE**
**As of June 30, 2019**

| | Total | 1 month | 2-3 months | 4-6 months | 7 Months to 1 Year | 1-2 Years | 3-5 Years | 5 Years and above | Past due accounts & items in litigation |
|---|---|---|---|---|---|---|---|---|---|
| **TRADE RECEIVABLES** | | | | | | | | | |
| 1) | ₱ - | - | - | - | - | - | - | - | - |
| 2) | - | - | - | - | - | - | - | - | - |
| 3) | - | - | - | - | - | - | - | - | - |
| **Total trade receivables** | **₱ -** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| Less: Allowance for doubtful accounts | - | - | - | - | - | - | - | - | - |
| **Net trade receivables** | **₱ -** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |
| **NON-TRADE RECEIVABLES** | | | | | | | | | |
| 1) Receivable from Panphil Aqua Culture Corp | ₱ 21,198,672 | | 3,866 | 4,014 | | 21,190,792 | | | - |
| 2) Receivable from Associates | 9,916,005 | | | 1,197,595 | 5,836,796 | 2,881,614 | | | - |
| 3) Receivable from CSR | 405,332 | | 10,579 | | | 358,648 | 36,105 | | - |
| 4) Receivable from Stockholders | 1,718,887 | | | | | | | 1,718,887 | - |
| 5) Accrued Interest Receivable | 190,929 | 132,357 | 58,571 | | | | | | |
| 6) Advances to Officers & Employees | 1,135,702 | | | 1,135,702 | | | | | |
| 7) Others | 2,807,029 | | | 2,254,752 | | 16,800 | 65,937 | 469,541 | - |
| **Total non-trade receivables** | **₱ 37,372,556** | **132,357** | **73,016** | **4,592,062** | **5,836,796** | **24,447,854** | **102,043** | **2,188,428** | **-** |
| Less: Allowance for doubtful accounts | 2,142,006 | - | - | - | - | - | - | 2,142,006 | - |
| **Net non-trade receivables** | **₱ 35,230,550** | **132,357** | **73,016** | **4,592,062** | **5,836,796** | **24,447,854** | **102,043** | **46,422** | **-** |
| **NET RECEIVABLES** | **₱ 35,230,550** | **132,357** | **73,016** | **4,592,062** | **5,836,796** | **24,447,854** | **102,043** | **46,422** | **-** |

**BASIC ENERGY CORPORATION AND SUBSIDIARIES**
**SCHEDULE OF ACCOUNTS PAYABLE AND ACCRUED EXPENSES**
**As of June 30, 2019**

| | | |
|---|---|---|
| Accounts Payable | ₱ | 13,369,343 |
| Accrued Expense Payables | | 5,083,885 |
| SSS/Philhealth/HDMF/BIR Payables | | 371,627 |
| Others | | 352,285 |
| | **₱** | **19,177,141** |

**ADDITIONAL DISCLOSURES**

**Part I – Financial Information**

**Philippine Financial Reporting Standards. Notes to Interim Financial Statements:**
**(SEC Memorandum Circular No. 6, Series of 2013)**

**Changes in Accounting Policies and Disclosures**

The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2019. Adoption of these pronouncements did not have any significant impact on the Group's financial position or performance.

- PFRS 16, *Leases*
- Philippine Interpretation IFRIC-23, *Uncertainty over Income Tax Treatments*
- Amendments to PFRS 9, Prepayment Features with Negative Compensation
- Amendments to Philippine Accounting Standards (PAS) 19, *Employee Benefits*, Plan Amendment, Curtailment or Settlement
- Amendments to PAS 28, Long-term Interests in Associates and Joint Ventures
- Annual Improvements to PFRSs 2015–2017 Cycle
    - Amendments to PFRS 3, *Business Combinations*, and PFRS 11, *Joint Arrangements*, Previously Held Interest in a Joint Operation
    - Amendments to PAS 12, Income Tax Consequences of Payments on Financial Instruments Classified as Equity
    - Amendments to PAS 23, *Borrowing Costs*, Borrowing Costs Eligible for Capitalization

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

*Effective Beginning on or after January 1, 2020*

- Amendments to PFRS 3, Definition of a Business
- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*, Definition of Material

*Effective Beginning on or after January 1, 2021*

- PFRS 17, *Insurance Contracts*

*Deferred Effectivity*

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

**Summary of Significant Accounting Policies**

Presentation of Consolidated Financial Statements
The Group has elected to present all items of recognized income and expense in two statements: a statement displaying components of profit or loss (consolidated statement of income) and a second

statement beginning with profit or loss and displaying components of other comprehensive income (OCI; consolidated statement of comprehensive income).

Current versus Noncurrent Classification
The Group presents assets and liabilities in the consolidated statement of financial position based on current/noncurrent classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within 12 months after the end of the financial reporting period; or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least 12 months after the end of the financial reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the end of the financial reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the end of the financial reporting period.

The Group classifies all other liabilities as noncurrent.

Fair Value Measurement
The Group measures financial assets at FVOCI and investment properties, at fair value at each end of the reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to the Group.

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

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to quoted market close prices at the close of business at the end of the financial reporting period.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include comparison to similar investments for which market observable prices exist and discounted cash flow (DCF) analysis or other valuation models.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level in the fair value hierarchy as explained above.
An analysis of the fair values of financial assets at FVOCI and investment properties and further details as to how they are measured are provided in Note 25.

<u>Cash and Cash Equivalents</u>
Cash includes cash on hand and in banks. Cash in banks earn interest at floating rates based on daily bank deposit rate.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and are subject to an insignificant risk of change in value.

<u>Financial Instruments (Prior to Adoption of PFRS 9)</u>

*Date of Recognition*. The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date (i.e., the date that the Parent Company commits to purchase or sell the asset).

*Initial Recognition and Measurement.* The Group determines the classification of financial instruments at initial recognition and where allowed and appropriate, re-evaluates this designation at every end of the financial reporting period.
Financial instruments are recognized initially at fair value. Directly attributable transaction costs are included in the initial measurement of all financial assets and financial liabilities, except for financial instruments at fair value through profit or loss (FVPL).

- *Financial Assets.* Financial assets within the scope of PAS 39 are classified into the following categories: financial assets at FVPL, loans and receivables, held-to-maturity (HTM) investments, and available-for-sale (AFS) financial assets or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The classification depends on the purpose for which the investments were acquired and whether they are quoted in an active market.

- *Financial Liabilities*. Also under PAS 39, financial liabilities are classified as financial liabilities at FVPL, derivatives designated as hedging instruments in an effective hedge, or as other financial liabilities. The Group determines the classification at initial recognition and, where allowed and appropriate, re-evaluates such designation at every financial reporting date.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual agreement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are reported as expenses or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

*Subsequent Measurement*. The subsequent measurement of financial assets and liabilities depends on their classification as follows:

- *Loans and Receivables*. Loans and receivables are nonderivative financial assets with fixed or determinable payments and fixed maturities that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivables. After initial measurement, such financial assets are subsequently measured in the consolidated statement of financial position at amortized cost using the effective interest rate (EIR) method, less any provision for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of EIR. The losses arising from impairment are recognized in the consolidated statement of income when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Loans and receivables are included in current assets if maturity is within 12 months from the financial reporting date or within the Parent Company's operating cycle. Otherwise, these are classified as noncurrent assets.

- *AFS Financial Assets*. AFS financial assets include investments in equity and debt securities. Equity investments classified as AFS financial assets are those which are neither classified as held for trading nor designated at FVPL. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial measurement, AFS financial assets are subsequently measured at fair value with unrealized gains or losses recognized in the consolidated statement of comprehensive income in the "Net unrealized gain on changes in fair value of AFS financial assets" account until the investment is derecognized, at which time the cumulative gain or loss is recognized in the consolidated statement of income, or determined to be impaired, at which time the cumulative loss is reclassified to consolidated statement of income and removed from OCI.

The Group evaluated its AFS financial assets whether the ability and intention to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intention to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances.
Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or until maturity. Reclassification to the HTM category is permitted only when the entity has the ability and intention to hold the financial asset accordingly.

For a financial asset reclassified out of the AFS financial assets category, any previous gain or loss on that asset that has been recognized in equity is amortized to the consolidated statement of income over the remaining life of the investment using the EIR method. Any difference between the new amortized cost and the expected cash flows is also amortized over the remaining life of the asset using the EIR. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to consolidated statement of income.

- *Other Financial Liabilities*. Issued financial instruments or their components which are not designated as at FVPL are classified as other financial liabilities, where the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole, the amount separately determined as the fair value of the liability component on the date of issue.

After initial measurement, other financial liabilities are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the EIR. Other financial liabilities are classified as current liabilities when it is expected to be settled within 12 months from the end of the reporting period or the Group does not have an unconditional right to defer settlement of the liabilities for at least 12 months from the end of the reporting period.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization shall be included in "Other income (charges) - net" in the consolidated statement of income.

Other financial liabilities are included in current liabilities if settlement is to be made within 12 months from the financial reporting date. Otherwise, these are classified as noncurrent liabilities.

Impairment of Financial Assets (Prior to Adoption of PFRS 9)
The Group assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event'), has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

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

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The present value of the estimated future cash flows is discounted at the financial assets' original EIR.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in the consolidated statement of income. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of "Interest income" in the consolidated statement of income.

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

In relation to receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Group will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through the use of an allowance account. Impaired receivables are derecognized when they are assessed as uncollectible.

*AFS Financial Assets*. For AFS financial assets, the Group assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired.

In case of equity investments classified as AFS financial assets, this would include a significant or prolonged decline in the fair value of the investments below its cost. The determination of what is "significant" or "prolonged" requires judgment. The Group treats "significant" as 20% or more and "prolonged" as greater than 12 months for quoted equity securities. Where there is evidence of impairment, the cumulative loss measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in consolidated statement of comprehensive income is removed from OCI and recognized in consolidated statement of income.

Impairment losses on equity investments are not reversed through consolidated statement of income while increases in the fair value after impairment are recognized directly in equity.

In the case of debt instruments classified as AFS financial assets, impairment is assessed based on the same criteria as financial assets carried at amortized cost. Interest continues to be accrued at the original effective interest rate on the reduced carrying amount of the asset and is recorded as a component of "Interest income" account in the consolidated statement of income. If, subsequently, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in consolidated statement of income, the impairment loss is reversed through consolidated statement of income.

Financial Instruments (Upon Adoption of PFRS 9)
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

*Financial Instruments: Financial Assets*

*Initial Recognition and Measurement.* Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, FVOCI, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

*Subsequent Measurement.* For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

*Financial assets at Amortized Cost (Debt Instruments).* The Group measures financial assets at amortized cost if both of the following conditions are met:

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

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost includes "Cash and cash equivalents", "Receivables", and "Refundable deposits" in the consolidated statement of financial position.

*Financial Assets at Fair Value through OCI (Debt Instruments).* The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at fair value through OCI, interest income is recognized in the consolidated statement of income while foreign exchange revaluation and impairment losses or reversals are recognized in the consolidated statement of comprehensive income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

The Group's debt instruments at fair value through OCI includes investments in quoted debt instruments.

*Financial Assets at Fair Value through OCI (Equity Instruments)*. Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the consolidated statement of income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably its investments in unquoted equity securities under this category.

*Impairment of Financial Assets*. The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

*Financial Instruments: Financial Liabilities*

*Initial Recognition and Measurement.* Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss (FVTPL), loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include "Accounts payable and accrued expenses", "Loan payable", "Dividends payable" and other obligations that meet the above definition (other than liabilities covered by other accounting standards).

*Subsequent Measurement - Loans and Borrowings.* This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs under the "Interest expense" in the consolidated statement of comprehensive income.

<u>Derecognition of Financial Assets and Financial Liabilities (Prior to Adoption of PFRS 9)</u>

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

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

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Where continuing involvement takes the form of a written and/or purchased option (including a cash-settled option or similar provision) on the transferred asset, the extent of the Group's continuing involvement is the amount of the transferred asset that the Group may repurchase, except that in the case of a written put option (including a cash-settled option or similar provision) on an asset measured at fair value, the extent of the Group's continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

*Financial Liabilities*. A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

Offsetting of Financial Instruments

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

Investments in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Group's investments in its associates are accounted for using the equity method.

Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The consolidated statement of income reflects the Group's share of the results of operations of the associates. Any change in other comprehensive income of those investees is presented as part of the Group's other comprehensive income. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associates.

The financial statements of the associates are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the loss in the consolidated statement of income.

Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

Value-added Tax (VAT)

Revenues, expenses and assets are recognized net of the amount of VAT, if applicable. When VAT from sales of services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position to the extent of the recoverable amount.

Investment Properties

Investment properties, consisting of parcels of land owned by the Group, are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in the consolidated statement of income in the year in which they arise.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses from derecognition of an investment property are recognized in consolidated statement of income in the year of retirement or disposal.

Property and Equipment

Property and equipment, other than office condominium, are carried at cost less accumulated depreciation and amortization and any impairment in value.

Office condominium is carried at revalued amount less depreciation and any impairment in value charged subsequent to the date of the revaluation. Valuations are performed frequently enough to ensure that the fair value of revalued asset does not differ materially from its carrying amount.

Any revaluation increment is credited to the "Revaluation increment in office condominium" account in the equity section of the consolidated statement of financial position, net of the related deferred income tax liability. An annual transfer from the "Revaluation increment in office condominium" account to retained earnings is made for the difference between the depreciation based on the revalued carrying amount of the asset and the depreciation based on the asset's original cost. Additionally, accumulated depreciation at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation increment relating to the particular asset sold is transferred to retained earnings.

The initial costs of property and equipment consist of their purchase price and any directly attributable costs of bringing the assets to their working condition and location for their intended use. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance costs, are recognized in the consolidated statement of income in the year in which costs are incurred.

In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment. Major maintenance and major overhaul costs that are capitalized as part of property and equipment are depreciated on a straight-line basis over the shorter of their estimated useful lives, typically the period until the next major maintenance or inspection.

Depreciation and amortization are computed using the straight-line method to allocate the related assets' cost to their estimated useful lives. The annual rates of depreciation for each category are based on the following useful lives of related assets:

| | Number of Years |
|---|---|
| Machinery and equipment | 10 |
| Transportation equipment | 5 |
| Building and building improvements | 15 |
| Office equipment, furniture and fixtures | 3 |
| Office condominium | 15 |

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

Depreciation of property and equipment begins when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of income in the year the item is derecognized.
Fully depreciated assets are retained in the accounts until they are no longer in use.

Deferred Exploration Costs

All exploration and evaluation costs incurred in connection with the participation of the Group in the determination of technical feasibility and assessment of commercial viability of an identified resource are capitalized and accounted for under the "successful efforts method" [determined on the basis of each Service Contract (SC) or Geophysical Survey and Exploration Contract]. These costs include materials and fuel used, surveying costs, drilling costs and payments made to contractors.

Once the legal right to explore has been acquired, costs directly associated with an exploration and evaluation are capitalized and amortized at the start of commercial operations. All such capitalized costs are subject to technical, commercial and management review, as well as review for indicators of impairment at least once a year. This is to confirm the continued intent to develop or otherwise extract value from the discovery. When an SC is permanently abandoned, all related capitalized exploration costs are written-off. SCs are considered permanently abandoned if the SCs have expired and/or if there are no definite plans for further exploration and/or development.

Impairment of Nonfinancial Assets

*Deferred Exploration Costs*. The Group assesses at each reporting period whether there is an indication that its deferred exploration costs may be impaired. If any indication exists, or when an annual impairment testing for such items is required, the Group makes an estimate of their recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use, and is determined for an individual item, unless such item does not generate cash inflows that are largely independent of those from other assets or group of assets or CGUs. When the carrying amount exceeds its recoverable amount, such item is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows to be generated by such items are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the asset or CGU.

*Investment Properties, Property and Equipment and Other Nonfinancial Assets*. The Group assesses at each reporting period whether there is an indication that an asset may be impaired. If any such indication exists and where the carrying values exceed the estimated recoverable amounts, the assets or cash generating unit (CGU) are written down to their estimated recoverable amounts. The estimated recoverable amount of an asset is the greater of the fair value less cost to sell and value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an arm's-length transaction less the costs of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the estimated recoverable amount is determined for the CGU to which the asset belongs. Impairment losses of continuing operations are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each financial reporting date whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed by a credit to current operations (unless the asset is carried at a revalued amount in which case the reversal of the impairment loss is credited to the revaluation increment of the same asset) to the extent that it does not restate the asset to a carrying amount in excess of what would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in consolidated statement of income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such reversal, the amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on systematic basis over its remaining useful life.

Equity

*Capital Stock*. Capital stock is measured at par value for all shares issued and outstanding. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and number of shares issued and outstanding.

*Additional Paid-in Capital*. When the shares are sold at a premium, the difference between the proceeds and the par value is credited to the "Additional paid-in capital" account. When shares are issued for a consideration other than cash, the proceeds are measured by the fair value of the consideration received. In case the shares are issued to extinguish or settle the liability of the Group, the shares shall be measured either at the fair value of the shares issued or fair value of the liability settled, whichever is more reliably determinable. Incremental costs that are directly attributable to the issuance of new shares are charged to this account.

*Other Comprehensive Income*. Other comprehensive income comprises items of income and expense (including items previously presented under the consolidated statement of changes in equity) that are not recognized in the consolidated statement of income for the year in accordance with PFRSs.

*Deficit*. The amount included in deficit includes cumulative profit or loss attributable to the Parent Company's stockholders and reduced by dividends. Dividends are recognized as a liability and deducted from equity when they are approved by the Parent Company's BOD. Dividends for the period that are approved after the end of the financial reporting date are dealt with as an event after the financial reporting period. Deficit may also include the effect of changes in accounting policy as may be required by the accounting standard's transitional provisions.

Basic/Diluted Loss per Share

*Basic Loss per Share*. Basic loss per share amounts are calculated by dividing the net loss attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the year.

*Diluted Loss per Share*. Diluted loss per share amounts are calculated by dividing the net loss attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding, adjusted for any stock dividends declared during the year plus weighted average number of ordinary shares that would be issued on the conversion of all the dilutive ordinary shares into ordinary shares, excluding treasury shares.

Revenue Recognition
The Group recognizes revenue when it satisfies an identified performance obligation by transferring a promised good or service to a customer. A good or service is considered to be transferred when the customer obtains control. The Group determines, at contract inception, whether it will transfer control of a promised good or service over time. If the Group does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Prior to 2018, revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as a principal or an agent.

*Management Fee*. Management fee is recognized when the Group satisfied the performance obligation specified in the management service contracts (e.g., goods are delivered and construction works are completed using percentage of completion method).

Other Income

*Interest Income*. Interest income from bank deposits is recognized as it accrues using the effective interest rate method.

*Dividend Income*. Dividend income is recognized when the Group's right to receive payment is established.
*Other Income*. Other income, which normally includes sale of property and equipment, is recognized as revenue when earned and received.

Expenses
Expenses are decreases in economic benefits during the accounting period in the form of outflows or occurrences of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Expenses are generally recognized when the services are used or the expense arises while interest expenses are accrued in the appropriate financial reporting date.

Retirement Benefits
The net retirement benefits liability or asset is the aggregate of the present value of the retirement benefit obligation at the end of the financial reporting date reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the retirement benefit plans is actuarially determined using the projected unit credit method.

Retirement benefit costs comprise the following:

- Service cost
- Net interest on the net retirement benefit liability or asset
- Remeasurements of net retirement benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in the consolidated statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net retirement benefit liability or asset is the change during the period in the net retirement benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net retirement benefit liability or asset. Net interest on the net retirement benefit liability or asset is recognized as expense or income in consolidated statement of income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on retirement benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods. Remeasurements recognized in OCI after the initial adoption of Revised PAS 19, *Employee Benefits*, are not closed to retained earnings account. These are retained in OCI until full settlement of the liability.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the retirement benefit obligation, the measurement of the resulting retirement benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group's right to be reimbursed of some or all of the expenditure required to settle a retirement benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Income Taxes

*Current Income Tax*. Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that have been enacted or substantively enacted at the financial reporting date.

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

*Deferred Income Tax*. Deferred income tax is provided, using the balance sheet liability method, on all temporary differences at the financial reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognized for all taxable temporary differences, except:

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

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

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

The carrying amount of deferred income tax assets is reviewed at each financial reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred income tax assets are reassessed at each financial reporting date and are recognized to the extent that it has become probable that sufficient future taxable profits will be available to allow the deferred income tax assets to be recovered.

Deferred income tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realized or the liability is settled, based on the tax rate and tax laws that have been enacted or substantively enacted at the financial reporting date.

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

<u>Related Party Transactions</u>
Transactions with related parties are accounted for based on the nature and substance of the agreement, and financial effects are included in the appropriate asset, liability, income and expense accounts.

Segment Information
The Group considers investment holding and geothermal energy projects as its primary activities. The Group has no geographical segmentation as the Group's operating business segments are neither organized nor managed by geographical segment.

Foreign Currency Transactions
Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange ruling at the end of the financial reporting period. All differences are taken to the consolidated statement of income under "Unrealized foreign exchange gain (loss)" account.

On consolidation, the assets and liabilities of foreign operations are translated into Philippine Peso at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI as "Cumulative translation adjustment" or "Share in cumulative translation adjustments of associates". On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

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

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

**Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the consolidated financial statements in compliance with PFRSs requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements. The judgments and estimates used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Future events may occur which can cause the assumptions used in arriving at those judgments and estimates to change. The effects of the changes will be reflected in the consolidated financial statements as they become reasonably determinable.

Accounting judgments, estimates and assumptions are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

*Determination of Significant Influence over an Investee Company*. The Group has 15% interest each in VEPC and VINTER, which is below the 20% threshold where significant influence is presumed under PAS 28. The Group considers its 15% investments each in VEPC and VINTER as investments in associates as it concluded that it has significant influence over the operating and financial policies of its investments in associates due to the following:

- representation in the BOD;
- participation in policy-making processes, including participation in decisions about dividends and other distributions; and
- material transactions between the investor and investee.

*Classification of Investment Property*. The Group classifies its land as investment property or owner-occupied property based on its current intentions where it will be used. When the land is held for capital appreciation or when management is still undecided as to its future use, it is classified as investment property. The land which is held for rent are classified as investment property.

*Capitalization of Exploration and Evaluation Costs*. Careful judgment of management is applied when deciding whether the recognition requirements for exploration and evaluation assets relating to the Group's exploration projects have been met. Capitalization of these costs is based, to a certain extent, on management's judgment of the degree to which the expenditure may be associated with finding specific geothermal reserve. This is necessary as the economic success of the exploration is uncertain and may be subject to future technical problems at the time of recognition. Judgments are based on the information available at end of each reporting period.

*Contractual Cash Flows Assessment (Applicable upon adoption of PFRS 9)*. Beginning January 1, 2018, for each financial asset, the Group assesses the contractual terms to identify whether the instrument is consistent with the concept of SPPI.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortization of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Group applies judgment and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

*Evaluation of Business Model in Managing Financial Instruments*. Beginning January 1, 2018, the Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed; and
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realized in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

Estimates and Assumptions

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

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of asset and liabilities within the next financial year are discussed below:

*Estimation of Allowance for Impairment of Receivables (Applicable in 2017)*. The Group reviews its receivables at each reporting date to assess the adequacy of the allowance for impairment. In particular, judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on factors such as, but not limited to, the length of the Group's relationship with the customer, customer's payment behavior and other known market factors.

*Estimation of Provision for Expected Credit Losses (Applicable in 2019 and 2018)*. The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The aggregate carrying value of the Group's financial assets amounted to ₱213.88 million and ₱229.99 million as at December 31, 2019 and 2018, respectively, net of allowance for impairment loss amounting to ₱2.14 million as at December 31, 2019 and 2018 (see Note 7).

*Revaluation of Office Condominium and Investment Properties*. The Group carries its investment properties at fair value with changes in fair value recognized in the consolidated statement of income, and carries its office condominium at revalued amount with changes in fair value recognized in the consolidated statement of changes in equity. The Group engaged an external appraiser to assess the fair value of its investment properties as at December 31, 2019 and 2018.

For investment properties, a valuation methodology based on market approach was used, which is a comparative approach that considers the sales of similar or substitute assets and related market data and establishes a value estimate by processes involving comparison. In addition, it measures the office condominium at revalued amount, with changes in fair value being recognized in OCI. The market approach was used for the office condominium, which provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available. The key assumptions used to determine the fair value of the properties are provided in Note 25.

Revaluation increase on office condominium recognized under OCI in 2019 amounted to ₱29.45 million, net of deferred tax. Net book value of revalued office condominium amounted to nil and ₱23.30 million as at December 31, 2019 and 2018, respectively (see Note 13).

The Group recognized fair value adjustment on its investment properties amounting to ₱13.83 million, ₱21.39 million and nil in 2019, 2018 and 2017, respectively. The carrying value of investment properties amounted to ₱174.71 million and ₱160.88 million as at December 31, 2019 and 2018, respectively (see Note 11).

*Impairment of Property and Equipment*. The Group assesses impairment on property and equipment recorded at cost whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

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

As at December 31, 2019 and 2018, the Group assessed that there were no impairment indicators on its property and equipment. The carrying value of property and equipment, net of accumulated depreciation, amounted to ₱1.33 million and ₱41.03 million as at December 31, 2019 and 2018, respectively (see Note 13).

*Impairment of Investments in Associate.* The Group determines whether there is objective evidence that the investments in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognizes the loss in the consolidated statement of income.

As at December 31, 2019 and 2018, the Group assessed that there were no impairment indicators on its investments in associates. The carrying value of investments in associate amounted to ₱198.59 million and ₱212.30 million as at December 31, 2019 and 2018, respectively (see Note 10).

*Impairment and Write-off of Deferred Exploration Costs*. The Group assesses impairment on deferred exploration costs when facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount. Until the Group has sufficient data to determine technical feasibility and commercial viability, deferred charges need not be assessed for impairment.

Facts and circumstances that would require an impairment assessment as set forth in PFRS 6, *Exploration for and Evaluation of Mineral Resources*, are as follows:

- the period for which the Group has the right to explore in the specific area has expired or will expire in the near future and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

For deferred exploration costs, impairment is recognized when a SC where the Group has participating interest is permanently abandoned. Future events could cause the Group to conclude that these assets are impaired.

The Group recognized provision for impairment of deferred exploration costs amounting to ₱114.55 million, ₱2.95 million and nil in 2019, 2018 and 2017, respectively. The carrying amount of deferred exploration costs, net of allowance for impairment loss, amounted to ₱6.01 million and ₱120.27 million as at December 31, 2019 and 2018, respectively (see Note 12).

*Estimation of Retirement Benefits*. The cost of defined benefit pension plan as well as the present value of the defined benefit obligation is determined using actuarial valuation. The actuarial valuation involves making various assumptions which include the determination of the discount rates, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. The assumptions made by the Group resulted in accrued retirement benefits amounting to ₱14.33 million and ₱7.87 million as at December 31, 2019 and 2018, respectively (see Note 20).

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific country and is modified accordingly with estimates of mortality improvements.

*Realizability of Deferred Income Tax Assets*. Deferred income tax assets are recognized for all temporary deductible differences to the extent that it is probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. Management has determined based on business forecast of succeeding years that there is no sufficient future taxable profits against which the deferred income tax assets will be utilized.

Deductible temporary differences and MCIT for which no deferred income tax assets were recognized as at December 31, 2019 and 2018 are presented in Note 21.