

SEC Registration Number

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Company Name

L	O	D	E	S	T	A	R		I	N	V	E	S	T	M	E	N	T		H	O	L	D	I	N	G	S		
C	O	R	P	O	R	A	T	I	O	N																			

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

7	F		P	e	a	k	s		u	n		B	u	i	l	d	i	n	g		1	5	0	5		P	r	i	n	c
t	o	n		S	t	.	,		c	o	r	.		S	h	a	w	,		B	l	v	d	.	,					
B	r	g	y		W	a	c	k	-	W	a	c	k	,		G	r	e	e	n	h	i	l	i	s					
E	a	s	t	,		M	a	n	d	a	l	u	y	o	n	g		C	i	t	y									

Form Type

1	7	Q	2
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Department requiring the report

C	R	M	D
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Secondary License Type, If Applicable

N	/	A	
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**COMPANY INFORMATION**

Company's Email Address

<a href="http://www.lodestarholdings.com">www.lodestarholdings.com</a>
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Company's Telephone Number/s

<b>(632) 928-9246</b>
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Mobile Number

<b>N/A</b>
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No. of Stockholders

<b>60</b>
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Annual Meeting

<b>2nd Wednesday of May</b>
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Fiscal Year  
Month/Day

<b>12/31</b>
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**CONTACT PERSON INFORMATION**

The designated contact person MUST be an Officer of the Corporation

Name of Contact Person

<b>Venus L. Gregorio</b>
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Email Address

<b>Nitsbeng.gregoriolaw@mydestiny.net</b>
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Telephone Number/s

<b>(632) 920-9306</b>
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Mobile Number

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Contact Person's Address

<b>7F Peaksun Bldg., 1505 Princeton St. corner Shaw Blvd., Mandaluyong City</b>
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**Note:** In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

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  
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the quarterly period ended: **June 30, 2020**
2. SEC Identification Number: **54106**                      3. BIR Tax Identification No.: **200-751-430-000**
4. Exact name of issuer as specified in its charter:

**LODESTAR INVESTMENT HOLDINGS CORPORATION**

5. **Philippines**    6.  (SEC Use Only)  
Province, Country or other jurisdiction of              Industry Classification Code:  
incorporation or organization
7. **7th Floor Peaksun Bldg., 1505 Princeton St.,**  
**Shaw Blvd., Mandaluyong City**    **1555**  
Address of principal office    Postal Code
8. **(632) 8920-9306**  
Issuer's telephone number, including area code
9. **N/A**  
Former name, former address, and former fiscal year, if changed since last report.

10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class <b>(Par value: ₱0.10)</b>	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<b>Common Shares (issued)</b>	<b>3,000,000,000<sup>1</sup></b>
<b>Common Shares (authorized)</b>	<b>3,000,000,000</b>

11. Are any or all of these 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 Common Shares**                      :                      **640,000,000**

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the

<sup>1</sup> Number of issued and outstanding shares based on the records of the Stock and Transfer Agent.

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 [ ]

## **PART I – FINANCIAL INFORMATION**

### **Item 1. Financial Statements**

See attached “Annex A”

The Company’s financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS).

This Financial Statements meeting the requirements of SRC Rule 68, is furnished as specified therein.

In this interim period:

- a) There is no known trend, event or uncertainty that has or is reasonably likely to have a negative impact on the Company’s short-term or long-term liquidity. The Company is not in default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring the Company to make payments;
- b) There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation;
- c) 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;
- d) There are no material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures;
- e) 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;
- f) There are no significant elements of income or loss that did not arise from the Company’s continuing operations;
- g) No seasonal or cyclical factor that affected this quarter’s interim operations.

### **Item 2. Management’s Discussion and Analysis (MD&A) or Plan of Operations**

#### **Plan of Operation**

Part III, Paragraph (A) of Annex “C” of the Securities Regulation Code under Rule 12 states that the information under subparagraph (2) thereof is required for companies that are operational and had revenues from its operations. In this light, the foregoing information only tackles Part III, Paragraph (A) (1) of Annex “C”, insofar as applicable.

## **Business**

On January 3, 1974, Lodestar Mining Corporation (now Lodestar Investment Holdings Corporation) ("LIHC" or the Company) was incorporated in the Philippines and established initially as a mining and natural resources exploration company. The Company was engaged in the development of several gold and chromite mining claims in Masbate, Cebu, Negros Occidental and Palawan.

In 1988, the Company filed an application for listing of its 30,000,000 common shares with the Philippine Stock Exchange ("PSE") formerly known as the Manila and Makati Stock Exchanges. On October 11, 1988, the SEC issued to the Company a Certificate of Permit to Offer Securities for Sale and rendered the Registration Statement to be effective. The Company was able to complete its initial public offering and the listing of the Company's shares was made effective on May 26, 1989.

In October 2003, the name and primary purpose of the Company were changed to reflect a change from a mining company to an investment holding company.

On July 7, 2005, the Board of Directors approved the write-off of the aforementioned mining properties or claims in its financial statement as of June 30, 2005. The mining properties were reviewed as to impairment in accordance with SFAS 36/IAS 36: Impairment of Assets.

On 11 December 2015, during the Annual Stockholders' Meeting of the Company, the shareholders confirmed, ratified and re-adopted the 2009 Stockholders' approval of the increase in the authorized capital stock of LIHC. Said resolution was passed during the 17 December 2009 Annual Meeting wherein shareholders, holding at least 2/3 majority of the outstanding capital stock, voted in favor of the capital increase from one hundred million pesos (₱100,000,000.00) divided into one hundred million (100,000,000) shares at a par value of one Peso (₱1.00) per share to three hundred million Pesos (₱300,000,000.00) divided into three billion (3,000,000,000) shares at the reduced par value of Ten centavos (₱0.10) per share without stockholders' pre-emptive right.

On September 26, 2008, the Board of Directors authorized the Company to enter into a Heads of Agreement with Abacus Consolidated Resources and Holdings, Inc. ("ABACON") and Musx Corporation ("Musx") for the joint acquisition by the Company and Musx of all the outstanding and issued shares of Abacus Coal Exploration and Development Corporation ("ABACOAL") with a sharing arrangement of fifty five percent (55%) for Musix and forty five (45%) for the Company. The Company and Musx have likewise entered into an Agreement for Joint Investment whereby the investment parameters for such investment into ABACOAL were set forth.

On May 21, 2009, the Company executed an Amendment to the Agreement for Joint Investment with Musx Corporation. The amendment primarily consists in the assignment to the Company of Musx's fifty-five percent (55%) interest in ABACOAL subject to the terms and conditions provided in the said agreement. As a result, the Company acquired the right to purchase one hundred percent (100%) of the shares of stock of ABACOAL which necessitated a bigger capital expenditure on the part of the Company.

On May 31, 2009, the Company executed a Memorandum of Agreement with Oriental Vision Mining Corporation ("Oriental") to undertake exploration and development activities of the coal properties of ABACOAL. Under the agreement, Oriental shall develop and operate the Coal Property and pay the Company a royalty fee of Eight Percent (8%) of gross coal price per ton based on FOB loaded to vessel.

On July 21, 2015, the Company entered into Cancellation of the Heads of Agreement, Amended Heads of Agreement and Allied Contracts with Abacus Consolidated Resources Holdings, Inc. (ABACORE) and Abacus Coal Exploration and Development Corporation (ABACOAL). The cancellation was necessitated by the fact that the Merger with ABACOAL was not approved by LIHC

shareholders for lack of quorum during the Annual Shareholder's Meeting called for the three (3) years prior.

The Company thus, no longer has any contractual interest over ABACOAL as a result of the cancellation of other Heads of Agreement and its allied contracts.

On October 25, 2016, the Board of Directors authorized the execution, delivery and implementation of the Subscription Agreement with Mr. Nathaniel C. Go for the subscription, via private placement, to two hundred sixty million (260,000,000) shares at the subscription price of ten centavos (₱0.10) per share. The subscribed shares were issued from the Company's current authorized capital stock of one hundred million pesos (₱100,000,000.00) consisting of one billion (1,000,000,000) common shares with a par value of ten centavos (₱0.10) per share. Likewise, on the same date, the Board of Directors authorized the execution, delivery and implementation of the Subscription Agreement with Ms. Socorro P. Lim, for the subscription, via private placement, to two billion (2,000,000,000) shares at the subscription price of ten centavos (₱ 0.10) per share. The subscribed shares were issued from the increase in the Company's authorized capital stock from one hundred million pesos (₱100,000,000.00) consisting of one billion (1,000,000,000) common shares with a par value of ten centavos (₱0.10) per share to three hundred million pesos (₱300,000,000.00) consisting of three billion (3,000,000,000) common shares, with a par value of ten centavos (₱0.10) per share.

On December 8, 2016, the stockholders representing approximately 67.23% of the outstanding capital stock of the Company affirmed, ratified and re-adopted the increase in the authorized capital stock of the Company which was approved by the Board of Directors on November 6, 2009 and by shareholders owning and representing more than 2/3 of the authorized capital stock on December 17, 2009. The stockholders in the same manner, approved the sales and issuance of a total of two billion two hundred sixty million (2,260,000,000) common shares, listing of said shares in the Philippine Stock Exchange ("PSE") and waiver of the requirement to conduct a rights or public offering of the shares approved by a majority vote representing the outstanding shares held by the minority present or represented in said meeting.

On June 14, 2017, the Securities and Exchange Commission approved the increase of the Company's authorized capital stock.

#### **Business Plan:**

Still in line with the primary purpose of the Company as a holdings corporation, business outlook for 2020 is geared towards looking for other business ventures. Thus, the Company may again tap into various sources to look for opportunities in the various business sectors that are viable, growing and profitable. The Company's strategy will be to invest, buy-in or acquire businesses where the Company will at least own a significant stake or interest in the investee Company's outstanding capital. The said investment amount will allow the Company to recognize its proportionate share of the equitized earnings from its investee companies.

The Company with the approval of the SEC, implemented an increase in its Authorized Capital. This capital raising plan is intended to provide the Company investable funds and working capital for prospective projects. Specifics of such deals, if any, will be properly disclosed in accordance with the continuing disclosure requirements of the SEC and the PSE.

Likewise, the Company's cash requirements were satisfied from the proceeds/collection of Advances from stockholders and the proceeds of private placements with investors.

#### **Management's Discussion and Analysis for the Interim Period Ended June 30, 2020 as compared with June 30, 2019:**

##### **Revenues**

The Company did not earn any revenue during the six-month period ended June 30, 2020 as it has not undertaken commercial operations.

##### **Expenses**

Expenses went down by ₱ 31.17 thousand or 6.44% from ₱ 483.80 thousand in June 2019 to ₱452.62 thousand in June 2020. The decrease was attributed mainly to lower expenses incurred during the period.

### Net Loss

After deducting interest income from regular savings account, the Company posted a net loss of ₱ 408.92 thousand for the interim period ended June 2020 which is 7.75% or ₱ 33.41 thousand lower as compared to net loss of ₱ 442.33 thousand incurred for the same period in 2019.

### Financial Condition

The Company's Total Assets comprising of Current Assets amount to ₱ 240.92 million which is 0.27% or ₱ 659.04 thousand higher than that of June 30, 2019 balance amounting to ₱240.26 million.

The Company's Total Liabilities increased by ₱ 793 thousand or 3,223.86% from ₱ 24.60 thousand in June 2019 to ₱ 817.60 thousand in June 2020.

Stockholders' equity posted a 0.06% or ₱ 133.97 thousand decrease from ₱240.24 million in June 2019 to ₱240.11 million in June 2020, attributable mainly to expenses incurred during the period.

### Material Changes to the Company's pro-forma Balance Sheet as of June 30 2020 as compared with pro-forma Balance Sheet as of June 30, 2019 (increase/decrease of 5 % or more)

35.47 % or ₱ 625 thousand decrease in advances to a stockholder from ₱ 1.76 million in June 2019 to ₱1.14 million in June 2020. This is due to collections received.

3,223.86% or ₱ 793.01 thousand increase in liabilities from ₱ 24 thousand in June 2019 to ₱ 817.60 thousand in June 2020 due to accrual of legal fees.

### Key Performance Indicators

Considering the Company's non-operational status, the key performance indicators of the Company are as follows:	June 30, 2020	June 30, 2019
Current Ratio (1)	294.67x	9,767.62x
Quick Ratio (2)	289.11x	9,560.63x
Debt-equity ratio (3)	0.003x	0.0001x
Book value per share (4)	0.08x	0.08x
Net Profit Margin (5)	NA	NA

(1) *Current Assets / Current Liabilities*

June 2020 (₱ 240,923,006 / ₱ 817,603)

June 2019 (₱ 240,263,970 / ₱ 24,598)

(2) *Cash / Current Liabilities*

June 2020 (₱ 236,375,608 / ₱ 817,603)

June 2019 (₱ 235,172,373 / ₱ 24,598)

(3) *Debt / Equity*

June 2020 (₱ 817,603 / ₱240,105,403)

June 2019 (₱ 24,598 / ₱240,239,372)

(4) *Equity /Subscribed Shares*

June 2020 (₱240,105,403 / 3,000,000,000)

June 2019 (₱240,239,372 / 3,000,000,000)

The Current Ratio is the general measure of a company's liquidity. It represents the ratio of all current assets to all current liabilities. It is sometimes called the "Working Capital Ratio" because working capital is the excess of current assets over current liabilities.

The Quick Ratio is another measure of a company's liquidity. It is used to measure a company's ability to pay its liabilities using assets that are cash or very liquid. Since the Company does not have any marketable securities and accounts receivables, the computation of this ratio was based on cash alone. Quick ratio for the current period is lower as compared to the same period of last year.

The Debt to Equity Ratio is a measure of leverage, or the relative amount of funds provided by lenders and owners. This measures the amount of debt being used by the Company. The ratio for the current period is higher as compared with that of last year due to accrual of legal fees.

Book value Per Share is a measure of stockholders' equity. It represents the difference between total assets and total liabilities divided by the total number of shares outstanding.

Net Profit Margin Ratio related to the profits of a company to its sales, assets or equity. It indicates the rate of profit from sales and other revenues. The Company is still in a no-operation status. The reported revenues are purely interests earned from bank deposits.

#### **Additional Financial Soundness Indicators**

	<b>June 30, 2020</b>	<b>June 30, 2019</b>
Asset to equity ratio (1)	1.00x	1.00x
Interest Rate coverage ratio (2)	NA	NA
Gross Profit Margin (3)	NA	NA

*(1) Total Assets / Total Equity*

*June 2020* (₱ 240,923,006 / ₱240,105,403)  
*June 2019* (₱ 240,263,970/ ₱240,239,372)

*(2) Income before Interest and Taxes / Interest Expense*

*June 2020* N/A  
*June 2019* N/A

*(3) Gross Profit / Sales*

*June 2020* N/A  
*June 2019* N/A

Asset to Equity ratio measures the financial leverage and long term solvency of the Company. It is derived by dividing the total asset from its total equity.

Interest Coverage Ratio determines how easily a company can pay interest on outstanding debt. The Company did not incur any interest on its advances.

Gross Profit Margin is derived by dividing gross profit by the sales. The Company is still in a no-operation status. The reported revenues are purely interests earned from bank deposits.

## **PART II – OTHER INFORMATION**

There are no contingent liabilities or contingent assets or known trend and events that may materially affect the company's operation nor are there estimates of amounts reported in prior periods that may have a material effect on the attached financial statements.

**SIGNATURES**

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in Mandaluyong City on August 05, 2020.

By:



**ANTONIO VICTORIA ONO F. GREGORIO III**  
Chairman and President



**DELFIN S. CASTRO, JR.**  
Treasurer



LODESTAR INVESTMENT HOLDINGS CORPORATION  
STATEMENTS OF FINANCIAL POSITION

" ANNEX A "

	Notes	Unaudited June 30, 2020	Audited December 31, 2019
<b>ASSETS</b>			
Current Assets			
Cash and cash equivalents	₱	236,375,608	₱ 236,853,407
Due from related parties		1,137,076	1,562,076
Other current assets		3,410,322	3,406,149
	₱	240,923,006	₱ 241,821,632
<b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>			
Liabilities			
Accounts payable and accrued expenses	3	₱ 817,603	₱ 1,307,306
Total Liabilities		817,603	1,307,306
Stocholder's Equity			
Capital Stock - P0.10 par value	4	300,000,000	300,000,000
Additional Paid-In Capital		65,714,858	65,714,858
Deficit		(125,609,455)	(125,200,532)
Total Stockholders' Equity		240,105,403	240,514,326
	₱	240,923,006	₱ 241,821,632

LODESTAR INVESTMENT HOLDINGS CORPORATION  
 STATEMENTS OF INCOME  
 (Unaudited)

	April 1 to June 30, 2020 (Three Months)	January 1 to June 30, 2020 (Six Months)	April 1 to June 30, 2019 (Three Months)	January 1 to June 30, 2019 (Six Months)
REVENUES	P	P	P	P
EXPENSES	<b>79,605</b>	<b>452,623</b>	<b>85,304</b>	<b>483,795</b>
INCOME (LOSS) BEFORE OTHER LOSSES	<b>(79,605)</b>	<b>(452,623)</b>	<b>(85,304)</b>	<b>(483,795)</b>
INTEREST INCOME	<b>230</b>	<b>43,701</b>	<b>206</b>	<b>41,466</b>
<b>NET INCOME (LOSS)</b>	<b>P (79,375) P</b>	<b>P (408,923) P</b>	<b>P (85,098) P</b>	<b>P (442,329) P</b>
NUMBER OF COMMON SHARES	<b>3,000,000,000</b>	<b>3,000,000,000</b>	<b>3,000,000,000</b>	<b>3,000,000,000</b>
Loss Per Share	<b>(0.000)</b>	<b>(0.000)</b>	<b>(0.000)</b>	<b>(0.000)</b>

*Note: No dividends declared during the period*

LODESTAR INVESTMENT HOLDINGS CORPORATION  
STATEMENTS OF CHANGES IN EQUITY

	Unaudited June 30, 2020		Audited Dec. 31, 2019		Unaudited June 30, 2019		Audited Dec. 31, 2018	
<b>CAPITAL STOCK - P 0.10 par value</b>								
Beginning Balance	P	300,000,000	P	300,000,000	300,000,000	P	300,000,000	
Additional Subscription								-
Balance at end of period	P	300,000,000	P	300,000,000	300,000,000	P	300,000,000	
<b>ADDITIONAL PAID-IN CAPITAL</b>								
Beginning Balance	P	65,714,858	P	65,714,858	65,714,858	P	65,714,858	
Subscribed								-
Balance at end of period	P	65,714,858	P	65,714,858	65,714,858	P	65,714,858	
<b>DEPOSIT FOR FUTURE SUBSCRIPTION</b>								
		-		-	-			-
<b>DEFICIT</b>								
Beginning Balance	P	(125,200,532)	P	(125,033,157)	(125,033,157)	P	(124,792,250)	
Net Income (loss)		(408,923)		(167,375)	(442,329)		(240,907)	
Balance at end of period	P	(125,609,455)	P	(125,200,532)	(125,475,486)	P	(125,033,157)	
<b>STOCKHOLDERS' EQUITY, END</b>								
	P	240,105,403	P	240,514,326	240,239,372	P	240,681,701	

LODESTAR INVESTMENT HOLDINGS CORPORATION  
 STATEMENTS OF CASH FLOWS  
 (Unaudited)

	April 1 to June 30, 2020 (Three Months)	January 1 to June 30, 2020 (Six Months)	April 1 to June 30, 2019 (Three Months)	January 1 to June 30, 2019 (Six Months)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Income (loss) before income tax	₱ (79,375)	₱ (408,923)	₱ (85,098)	₱ (442,329)
Adjustment for:				
Interest Income	(230)	(43,701)	(206)	(41,466)
Net loss before working capital changes	(79,605)	(452,624)	(85,304)	(483,795)
Adjustment to reconcile net loss to net cash provided by operating activities				
Changes in operating assets and liabilities				
Decrease (increase) in :				
Other current assets	-	(4,173)	11,709	(35,802)
Increase (decrease) in :				
Accounts payable and accrued expenses	(179,575)	(489,703)	(418,554)	(2,123,778)
Net cash provided by operating activities	(259,180)	(946,500)	(492,149)	(2,643,375)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Interest received	230	43,701	206	41,466
Disposals (acquisitions) of property and equipment	-	-	-	-
Net cash used in investing activities	230	43,701	206	41,466
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Collection from a stockholder	40,000	425,000	-	280,000
Receipts of payment of subscription to capital stocks				
Net cash provided by (used in) financing activities	40,000	425,000	-	280,000
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(218,950)	(477,799)	(491,943)	(2,321,909)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	236,594,558	236,853,407	235,664,316	237,494,282
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	₱ 236,375,608	₱ 236,375,608	₱ 235,172,373	₱ 235,172,373

**LODESTAR INVESTMENT HOLDINGS CORPORATION**  
**NOTES TO FINANCIAL STATEMENT**

**1. SIGNIFICANT ACCOUNTING POLICIES**

The accompanying financial statements are prepared in accordance with the Philippine Financial Reporting Standards. The company has followed the same accounting policies and methods of computation used with the most recent annual financial statement. No new accounting policy has been adopted for this interim report.

**2. RELATED PARTY TRANSACTIONS**

In 2012, the Company granted non-interest bearing advances to a stockholder for working capital purposes. The advances to the stockholder are unsecured and are due and demandable anytime. These advances are generally settled in cash.

As at June 30, 2020, based on management's assessment, the outstanding balance of the Company's advances to a stockholder amounting to ₱1,137,076 is not impaired, hence, no impairment loss is recognized.

**3. ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

This account consists of accrued expenses which represent expenses continuously incurred for maintaining the operational and listing status of the Company with the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE). This is composed of legal fees, audit fees and withholding taxes.

**4. CAPITAL STOCK**

To address the Company's liquidity shortfalls and raise the needed fund for investment into Abacoal, the Company increased its authorized capital stock from Fifty Million Pesos (₱50,000,000.00) divided into Fifty Million (50,000,000) shares to One Hundred Million Pesos (₱100,000,000.00) divided into One Hundred Million (100,000,000) shares, both with a par value of One Peso (₱1.00) per share. The capital increase was approved by the Securities and Exchange Commission on 30 July 2009. To fund the capital increase, the Company entered into private placement transactions with several investors at the price of ₱1.20 per share. Full payment was made to the Company during the first quarter of 2010. Said shares were approved by the Philippine Stock Exchange for listing on July 14, 2010.

On November 6, 2009, the Company entered into a set of investment agreements with various investors where the investors subscribed, by way of private placement, to 10 million common shares of stock. The shares were subscribed at a price of ₱5.05 per share or for a total of ₱50.5 million. The transaction was approved by the BOD on September 14, 2009 and the gross investment amount was fully paid in March 2011. Listing application for such shares is currently pending with the PSE.

On October 25, 2016, the Board of Directors authorized the execution, delivery and implementation of the Subscription Agreement with Mr. Nathaniel C. Go for the subscription,

via private placement, to two hundred sixty million (260,000,000) shares at the subscription price of ten centavos (₱ 0.10) per share. The subscribed shares was issued from the Company's current authorized capital stock of one hundred million pesos (₱100,000,000.00) consisting of one billion (1,000,000,000) common shares with a par value of ten centavos (₱0.10) per share. On the same date, the Board of Directors authorized the execution, delivery and implementation of the Subscription Agreement with Ms. Socorro P. Lim, for the subscription, via private placement, to two billion (2,000,000,000) shares at the subscription price of ten centavos (₱ 0.10) per share. The subscribed shares was issued from the increase in the Company's authorized capital stock from one hundred million pesos (₱100,000,000.00) consisting of one billion (1,000,000,000) common shares with a par value of ten centavos (₱0.10) per share to three hundred million pesos (₱300,000,000.00) consisting of three billion (3,000,000,000) common shares, with a par value of ten centavos (₱0.10) per share.

On December 8, 2016, the stockholders representing approximately 67.23 % of the outstanding capital stock of the Company affirmed, ratified and re-adopted the increase in the authorized capital stock of the Company approved by the Board of Directors and by shareholders owning and representing more than 2/3 of the authorized capital stock on on November 6, 2009 and December 17, 2009 respectively. The stockholders, in the same manner, approved the sales and issuance of a total of two billion two hundred sixty million (2,260,000,000) common shares, listing of said shares in the Philippine Stock Exchange ("PSE") and waiver of the requirement to conduct a rights or public offering of the shares approved by a majority vote representing the outstanding shares held by the minority present or represented in said meeting.

On June 14, 2017, the Securities and Exchange Commission approved the increase in the Company's authorized capital stock.

## **5. RISK MANAGEMENT**

The Company has continues to be non-operational as of June 30, 2020. It is not exposed to significant financial risk, except for credit risk of its cash in bank and advances to stockholder, and liquidity risk related to its accounts payable. The minimum credit risk exposure of the Company of the company as of June 30, 2020 and December 31, 2019 amounted to ₱ 237,512,684 and ₱ 238,415,483, respectively, representing cash and advances to a stockholder. For cash, management believes that the credit risk is negligible because the counterparty is a reputable bank.

The Company has no significant exposure to foreign currency risk since it has no financial assets and financial liabilities that are denominated in foreign currency.

## **6. FINANCIAL INSTRUMENTS**

### ***6.1 Carrying Amounts and Fair Values By Category***

The Company has no financial instruments carried at fair value. For its financial assets and financial liabilities as of June 30, 2020 and December 31, 2019 that are carried at amortized cost, management has determined their carrying amounts approximate or equal their fair values due to their short-term nature. Accordingly, a comparison of their carrying values and fair values is no longer presented.

## ***6.2 Fair Value Hierarchy***

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

Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e., derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

## ***6.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed.***

The carrying values of the Company's financial instruments carried at amortized cost approximate or equal their fair values, accordingly, no further analysis of fair value in the hierarchy is presented. Nevertheless, among them, on cash is considered Level 1; all the rest are determined to be Level 3 in the fair value hierarchy.

## **7. OTHERS**

- a. These financial reports are prepared in compliance with the quarterly reportorial requirements of the SEC.
- b. There were no material transactions affecting assets, liabilities, equity, net income or cash flows that are unusual because of their nature, size, or incidents.
- c. There were no subsequent material events not reflected in this interim financial statement.
- d. There were no material contingencies and any other events or transactions that are material to the understanding of the interim report.