

COVER SHEET

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SEC Registration No.

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(Company's Full Name)

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

Atty. Nestor S. Romulo

Contact Person

(632) 706-7888

Contact Telephone No.

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Fiscal Year

3	1
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FORM TYPE

Any day in May

Month Day
Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

818

Total No. of Stockholders

Total Amount of Borrowings

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Domestic

-

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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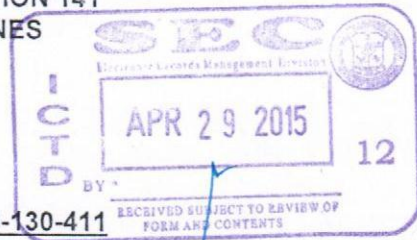
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SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-A
ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES



1. For the fiscal year ended DECEMBER 31, 2014
2. SEC Identification Number 296 3. BIR Tax Identification No. 000-130-411
4. Exact name of issuer as specified in its charter
METRO ALLIANCE HOLDINGS & EQUITIES CORP.
5. PHILIPPINES
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. 35th Flr. One Corporate Centre, Doña Julia Vargas cor. Meralco Aves., Ortigas Center,
Pasig City 1605
Address of principal office Postal Code
8. (632)-706-7888
Issuer's telephone number, including area code
9. 22nd Flr. Citibank Tower, 8741 Paseo De Roxas, Makati City
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common – Class A	183,673,470
Common - Class B	122,448,979
Debt outstanding	<u> </u>
11. Are any or all of these securities listed on a Stock Exchange.
Yes ☒ [x] No ☐ []
- If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange
Common – Class A
Common – Class B
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 Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);
Yes ☒ [x] No ☐ []
 - (b) has been subject to such filing requirements for the past ninety (90) days.
Yes ☒ [X] No ☐ []
13. Aggregate market value of the voting stock held by non-affiliates : Php283,997,334

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business

A. Description of Business

(1) Business Development

Metro Alliance Holdings & Equities Corp. (MAHEC or the Company) is a holding company with investments in various subsidiaries. The Company and its subsidiaries (collectively referred to as "the Group") are involved in the manufacture of chemicals and contract logistics. In 2007, the Company's interest in certain subsidiaries previously engaged in the importation and distribution of polypropylene resin and pharmacy management has cease operations.

MAHEC was first incorporated in October 15, 1929 as a management and trading company called Marsman & Company, Inc. (Marsman). Marsman was listed on the Philippine Stock Exchange in 1947. The Company changed its name to Metro Alliance Holdings & Equities Corp. as approved by the stockholders on the annual meeting on April 6, 1999 and subsequently approved by Securities and Exchange Commission on October 11, 1999.

The registered office address of the Company is at 22nd Citibank Tower, 8741 Paseo De Roxas, Makati City. They transferred to 35th Flr. One Corporate Centre, Doña Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig City last November 2010. Amendment of articles of incorporation due to change of business address is still pending before the Securities and Exchange Commission.

Status of Operation

The Company and Polymax Worldwide Limited (Polymax), its special purpose entity incorporated in British Virgin Island entered into a series of acquisition transactions (see details below) to acquire ownership of the petrochemical plant of NPC Alliance Corp. (NPCA), which resulted in a 2006 disputed sale of Polymax's 60% interest in NPCA to NPC International Limited (NPCI) and Petrochemical Industries Investment Company (PIIC). Subsequently on August 27, 2013 the Company and Polymax entered into a settlement agreement with NPCI, PI and NPC to resolve the dispute. On the basis of the settlement agreement, the previously issued 2006 consolidated financial statements of the Company and its subsidiaries were restated to reflect the sale of Polymax's 60% interest I the petrochemical plant.

The remaining 40% of Polymax's interest which is valued at P900 million, which is estimated recoverable amount from the sale of investment. The realization of the Company's advances to Polymax (an unconsolidated special purpose entity in 2007) and the settlement Polymax's past due liabilities for which the Company is jointly and severally liable, depends on whether sufficient cash flows can be generated from Polymax's 40% interest in NPCA, which is for sale, and from a letter of comfort issued by the Wellex Group of Companies in favor of the Company. The consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

The Group's last audited consolidated financial statements was for the year ended December 31, 2006. Due to uncertainties surrounding the acquisition transactions of the Bataan petrochemical plant, as discussed on succeeding paragraphs, the scope of the 2007-2013 audit was completed by the independent auditors and the reports was approved by the Board of Directors on October 10, 2014.

Acquisition Transactions

On December 4, 2003, the Company entered into a Memorandum of Agreement (MOA) with Polymax, whereby the Company confirmed the designation of Polymax as the acquiring company in the proposed acquisition of the senior secured debt papers of BPC from International Finance Corporation (IFC). Under the MOA, the Company and Polymax agreed

that (a) the acquisition of the secured debt paper would be for the account and benefit of the Company; (b) the funding for the acquisition would be provided and arranged by the Company; and (c) the exercise of creditor rights arising from the secured debts via foreclosure and takeover of the assets of BPC would be directed by and for the account and benefit of the Company. In addition, the Company would make certain advances to Polymax.

On December 19, 2003, Polymax and IFC entered into an Assignment and Transfer Agreement (the Agreement) for the purchase by the former of the senior secured debt papers of BPC. The Company advanced to Polymax the initial deposit of US\$5 million, which was remitted to IFC for the assignment payment, pursuant to the terms of the Agreement. On February 11, 2004, IFC confirmed that it has received the full payment for the assignment of the senior secured debt papers of BPC.

To partially finance the Company's advances relating to the Petrochemical Project, the Company obtained short-term loans from local banks (see Note 9). With the delay in the completion of the activities and the conditions required for the Petrochemical Project, the Company was unable to pay the bank loans on maturity dates. As of December 31, 2006, the amounts payable to the banks totaled ₱866.7 million, consisting of the outstanding principal balance of ₱378.3 million and finance charges of ₱488.4 million. In 2007 these past due liabilities were transferred to and applied against the advances made to Polymax.

Pursuant to the Company's plan of acquiring full control of BPC, instead of exercising creditor rights, the Company, on April 16, 2004, entered into a Share Purchase Agreement (SPA) with BPC, Tybalt Investment Limited (TIL), BP Holdings International B.V. (BPHI) and Petronas Philippines, Inc. (PPI) with TIL as the purchase of the 83% interest of the foreign shareholders of BPC. As agreed by the parties, the SPA is to take effect as of March 31, 2004, subject to closing conditions, as defined in the SPA, which the parties have to comply with within a period of 60 days or later if the conditions are not met.

On July 7, 2005, Polymax and BPC executed a Deed of Conveyance, transferring to Polymax under an asset for share swap, the petrochemical plant of BPC in exchange for 85 million common shares of Polymax with par value of US\$1 per share, or a total par value of US\$85 million.

On July 20, 2005, the Company, Polymax and NPC International Limited (NPCI) entered into an SPA which provided that, subject to certain conditions, including the transfer of the petrochemical plant of BPC free from encumbrances, NPCI will acquire 60% of the issued share capital of NPC Alliance, Corp. (NPCA) from Polymax.

On August 9, 2005, Polymax and NPCA executed a Deed of Conveyance, transferring to NPCA, under an asset for share swap, the same petrochemical plant in exchange for 4.8 million shares of common stock of NPCA with a total par value of ₱4.8 billion, resulting in 100% ownership interest of Polymax in NPCA.

On November 15, 2005, BPC and Polymax executed a Deed of Assignment whereby BPC transferred and conveyed to Polymax all its rights and interest to Polymax's 85 million shares of common stock, with a total value of US\$85 million, in exchange for the discharge of a portion of BPC's secured debt, which was acquired by Polymax from IFC, up to the extent of the value of the shares transferred. Polymax retired the said shares 10 days from the date the Deed of Assignment.

On December 16, 2005, Polymax, NPCI, Petrochemical Industries Investment Company (PIIC) and the Company entered into an amended SPA whereby NPCI and PIIC will purchase 40% and 20% of NPCA's shares of common stock, respectively, from Polymax. In addition to the conditions set forth in the original SPA, the amended SPA also involves advances to be provided by NPCI amounting to US\$15 million representing an advance payment which may be used to fund the bona fide third party costs of NPCA or BPC for the recommissioning, operation and maintenance of the petrochemical plant or such other third party cost or expenses, taxes or duties as agreed between Polymax and NPCI.

On the same date, the Company, NPCI and PIIC entered into a Guaranteed and Indemnity agreement whereby the Company irrevocably and unconditionally guaranteed the prompt performance and observance by Polymax and the payment on demand by Polymax of all moneys, obligations and liabilities which are now or at any time after the execution of the agreement become due from or owing or incurred by Polymax under or in connection with any of the SPA and the Shareholders' Agreement. The Company also guaranteed that it shall be liable for Polymax's obligations, as if it were a principal debtor, if Polymax's obligations are no longer recoverable from Polymax.

On March 18, 2006, Polymax, NPCI, PIIC and the Company entered into an Agreement of Variation (March 2006 Variation Agreement) to vary and amend the terms of the Amended and Restated Share Purchase Agreement (ARSPA) and the Shareholders' Agreement entered on December 16, 2005. Under the March 2006 Variation Agreement, completion of the conditions and conditions subsequent set forth in the ARSPA was extended to April 30, 2006. Moreover, additional conditions that Polymax needs to satisfy prior to completion were agreed upon.

On the same date, Polymax and NPCI executed a Deed of Absolute Sale whereby Polymax sold, transferred and conveyed to NPCI all the rights, title and interest in 19,090,000 NPCA shares of common stock, equivalent to 40% ownership interest, for a consideration of ₱1.91 billion.

On September 11, 2006, Polymax, NPCI, PIIC, the Company and NPCA entered into another Agreement of Variation (September 2006 Variation Agreement) to further vary and amend the terms of the ARSPA and the Shareholders' Agreement (both initially amended and varied by the March 2006 Variation Agreement). Polymax, in accordance with its obligations under the ARSPA, had notified NPCI and PIIC that it is aware that certain conditions will not be fulfilled by April 30, 2006. As a result, the parties agreed to transfer to PIIC the 9,545,000 NPCA shares of common stock prior to completion, while certain conditions will become conditions subsequent to be completed on December 31, 2006.

On September 20, 2006, Polymax and PIIC executed a Deed of Absolute Sale whereby Polymax sold, transferred and conveyed to PIIC all the rights, title and interest in 9,545,000 NPCA shares of common stock, equivalent to 20% ownership interest, for a consideration of ₱ 954.5 million.

On December 31, 2006, the ARSPA Variation Agreement expired with the conditions subsequent remaining unsettled. Nevertheless NPCI and PCII took control of the petrochemical plant resulting in a dispute with the Company and Polymax, which considered the sale of Polymax's 40% and 20% interest in the petrochemical plant to NPCI and PCII as null and void.

On August 21, 2007, the petrochemical plant started commercial operations under NPCI and PIIC.

Subsequently on August 27, 2013, the Company and Polymax ("Respondents") entered into a settlement agreement with NPCI, PIIC and NPC ("Claimants") to resolve the dispute arising from the uncompleted acquisition transactions described above. Under the agreement, NPCI shall, among others, pay Polymax the remaining balance of the purchase price of the 60% NPCA shares net of deductions agreed by the parties. Simultaneous with the execution agreement, Polymax shall also sell to NPCI an additional 20% of Polymax's interest in NPCA from the remaining 40% equity holding in NPCA at US\$8 million or its equivalent in Philippine peso. In September 2013 and August 2014, the remaining balance due to Polymax was paid by NPCI and the 20% interest of Polymax in NPCA was sold to NPCI, respectively, in accordance with the agreement.

As a result of the foregoing settlement, the arbitration tribunal issued on October 2, 2014 an order for withdrawal of the arbitration cases (under the United Nations Commission on International Trade Law Rules of Arbitration), which were earlier filed by the parties due to the dispute arising from their various agreements.

Business Development of the Subsidiaries:

Metro Combined Logistics Solutions, Inc. (MCLSI) (Formerly GAC Logistics, Inc. (GACL)

MCLSI is 51% owned by MAHEC, by virtue of a joint venture agreement with Gulf Agency Company (GAC) which owns the other 49%. MCLSI was registered with the Securities and Exchange Commission on September 30, 1998. MCLSI is primarily engaged in carrying on all or part of the business of contract logistics and supply chain management services, including third party warehousing and distribution, consultancy and project management and value added services to customers throughout the Philippines. MCLSI's business is steadily growing with the entry of new principals and additional businesses from its existing principals.

Mabuhay Vinyl Corporation (MVC)

Mabuhay Vinyl Corporation (MVC) was 42.69% owned by MAHEC as of December 31, 2006. In 2007, the Company sold its 37.69% interest in MVC, retaining 5% which was reclassified to AFS investments and ceased to be a subsidiary as of December 31, 2007. The remaining 5% was subsequently sold in 2012.

Non-operating Subsidiaries

Consumer Products Distribution Services, Inc. (CPDSI) is a wholly owned subsidiary of Metro Alliance. It was first incorporated on November 11, 1993 as Metro Drug Distribution, Inc. (MDDI). In November 7, 1997, the Securities and Exchange Commission approved the renaming of MDDI to CPDSI. Prior to 2002, CPDSI was involved in providing logistics and administrative services in connection with the sale and distribution of principals' products. The last service agreement expired in 2002. In January 2002, CPDSI shifted into the business of importation and toll manufacturing of propylene and distribution of polypropylene in the local market. In April 2003, CPDSI ceased its polypropylene business operations due to the substantial increase in prices of imported raw materials. Management intends to continue pursuing the petrochemical business. Currently, CPDSI has no business operations.

FEZ-EAC Holdings, Inc. became a wholly owned subsidiary of the Corporation in November 11, 2002. It was incorporated in February 3, 1994. It ceased operations at the end of 2001 following the expiration of the third party logistics contract of its subsidiary with Phillip Morris Philippines, Inc.

Zuellig Distributors, Inc. is a wholly owned subsidiary of the Corporation. It ceased operations in June 30, 1999 following the expiration of its exclusive distribution agreement with its single principal. It was incorporated in October 18, 1985.

Asia Healthcare, Inc. is 60% owned by the Corporation. AHI was first incorporated in July 2, 1918. In August 2000, the Corporation invested in AHI. However, in 2002, it ceased operations due to heavy losses. The low volume and minimal margin on the sales of pharmaceutical products have not been sufficient to cover the costs of the services and products provided by AHI. Consequently, AHI was constrained to terminate contracts with its clients and cease its business operations. On December 17, 2002, AHI filed a voluntary petition for insolvency with the Pasig City Regional Trial Court (RTC). On February 27, 2003, the Pasig City RTC declared AHI as insolvent.

Bankruptcy, receivership and similar proceedings

Except for AHI which filed for insolvency in December 2002, Metro Alliance and its subsidiaries are not involved in any bankruptcy, receivership or similar proceeding.

Material reclassification, merger consolidation or purchase

Aside from the sale of the company's 37.69% and 5% interest in 2007 and 2012, respectively, in Mabuhay Vinyl Corporation (MVC), there is no material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

(2) Business of Metro Alliance

(a) Description of Registrant

(i) Principal products and services

Metro Alliance is a publicly listed holding company with investments in shares of stock of other listed companies and investment in subsidiary involved in contract logistics and supply chain management services, including third party warehousing and distribution, consultancy and project management and value added services to customers throughout the Philippines.

Principal products or services of its subsidiaries MCLSI:

MCLSI

MCLSI provides contract Logistics and Supply Chain Management Services to meet the business needs of major companies in the Philippines. Contract logistics and supply chain management services include third party warehousing and distribution, consultancy and project management services to multinational and local companies which include Rustans Supermarkets, Inc. (RSI), Johnson & Johnson (Phil.), Inc. (J & J), Interphil Laboratories, Inc. (ILI), and Zuellig Pharma Corporation (ZPC), ZPC – Repacking (ZPC-R) and Bayer Animal Health (Phils.) (BAH). Revenue contribution of each principal for the year 2014 is as follows:

Principal	Service Income (millions)	% to Total
RSI	44.69	35%
J&J	29.37	23%
ZPC	19.15	15%
ILI	16.60	13%
ZPC-R	8.94	7%
BAH	6.38	5%
Others	2.56	4%
Total	₱127.69	100%

(ii) Export sales

Metro Alliance and its subsidiaries are not engaged in export sales.

(iii) Distribution Methods of the Products

MCLSI

The core of MCLSI contract logistics services is warehouse and transport management. It leases dedicated warehouses or operates warehouses leased/owned by its principals and contracts dedicated personnel to manage its warehouses. Its principal's products are shipped mostly in four and six-wheeler closed van through a shipping and cargo services company.

(iv) Publicly-announced new product or service.

Metro Alliance and its subsidiaries have no publicly-announced product or service.

(v) Competition

MCLSI

MCLSI is part of the GAC group. GAC is a leading international shipping services and transportation company, operating in the Middle East, Eastern Mediterranean, Red Sea and the Indian Subcontinent and the Far East. Thus, the local GAC subsidiary plays an important role in arranging transport of bulk cargo and providing freight cover for MCLSI at a very competitive rates both domestically and around the region. MCLSI's main competitors include IDS Logistics, DHL-Exel, Shenker, Fast Services, Agility (formerly Geologistics) and Air 21. The quality of MCLSI's services compared to their competitors is extremely difficult to determine. However, the fact that MCLSI has been able to secure new contracts with new principals as well additional contracts with existing principals is indicative that service levels are satisfactory.

(vi) Sources and availability of raw materials and principal supplier

Since the Company ceased to have control or have sold its interest in MVC, which involves in the manufacturing of chemicals which are widely used in household applications, there are no sources and availability of raw materials and principal supplier to be disclosed.

(vii) Dependence on one or few major customers

Metro Alliance and its subsidiaries are not dependent on any one industry, company or customer. Likewise, no single customer accounts for 20% or more of total sales.

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

Metro Alliance has significant transactions with related parties which include the granting and availment of interest and non-interest bearing cash advances. Transactions with and/or dependence on related parties is discussed in detail in Item 12, Certain Relationships and Related Transactions, of this report.

(ix) Patent, trademark, copyright, franchise, concession or royalty agreement

Metro Alliance and its subsidiaries are not covered with any patent, trademark, copyright, franchise, concession or royalty agreement.

(x) Government approval of principal products or services

There is no need for any government approval on principal products of Metro Alliance and its subsidiaries.

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

Since the Company ceased to have control or have sold its interest in MVC, any existing or probable governmental regulations has no effect on the business of Metro Alliance and its remaining operating subsidiary, MCLSI.

(xii) Estimate of the amount spent during each of the last three calendar years on research and development activities

There are no such activities in Metro Alliance and its other subsidiaries.

(xiii) Costs and effects of compliance with environmental laws

Metro Alliance has secured the required permits and clearances from the Health Sanitary Department of the City Government of Pasig to comply with the applicable environmental regulations. A strict compliance with other environmental agencies such as DENR is no longer required since Metro Alliance ceased to have control or have sold its interest MVC, which has manufacturing facilities for producing chemicals.

(xiv) Total Number of Full Time-Employees (as of December 31, 2014):

Metro Alliance

Metro Alliance has two (2) regular employees: one (1) administrative managerial employee and one (1) administrative executive employee. No CBA. There has been no strike or any similar threat for the last 3 years. Except for 14th month and 15th month bonuses and conversion of unused sick leaves, there are no other supplemental and incentive arrangements with its employees.

MCLS

	<i>Rank and File</i>	<i>Supervisors</i>	<i>Managers and up</i>	<i>Total</i>
Operations	167	12	4	183
Administrative	4	2	5	11
Total	171	14	9	194

No CBA. There has been no strike or similar threat within the last three (3) years. There are no supplemental and incentive arrangements with its employees. The number of employees will be increased only upon entry of new principals.

(xv) Major Risks

Metro Alliance

Capital availability, access to credit and high borrowing rates. Negotiations with local and foreign investors, both banking and non-banking institutions are currently being pursued.

Metro Alliance's financial instruments consist of cash, advances to or from affiliates, loans and long-term debt. The carrying amounts of these financial instruments, which are currently due and demandable, approximate their respective fair values as of balance sheet date. The main risk arising from Metro Alliance's financial instruments are interest rate risk, credit risk and liquidity risk. The Board of Directors reviews and approves policies for managing each of the risks.

Interest rate risk. Metro Alliance exposure to the risk for changes in the market interest rates relates to its loan payable and long term debt, which principally bear floating interest rates.

Credit risk. It is Metro Alliance's policy to require all concerned affiliates and /or third party to comply and undergo a credit verification process with emphasis on their capacity, character and willingness to pay. In addition, receivables are closely monitored so that exposure to bad debts is minimized. Metro Alliance deals only with legitimate parties. As to other financial assets of Metro Alliance like cash, the credit risk arises only in case of default of the counterparty and the maximum exposure is limited to the carrying amount of the instruments.

Liquidity risk. Metro Alliance objective is to maintain a balance between flexibility and continuity of funding. However, because of the default on the payment of interest and principal amortizations on existing debts, Metro Alliance access to funds has been limited to those of its related parties in the form of advances. Current working capital requirements will continue to be sourced from short-term loans and advances from related parties.

MCLSI

Contract logistics is basically a risk-free business. During the negotiation stage, budgets and performance standards are defined, discussed and agreed with the principal. All costs and expenses are passed on to the principal. The principal advances the total budgeted cost and expenses at the beginning of the month making the operation sufficiently liquid. Excess cash reverts back to the principal and any overspending by MCLSI is normally discussed, supported and reimbursed.

MCLSI's financial instruments consist of cash, receivables, accounts payables and obligations under finance lease. It is, and has been throughout the year under review, MCLSI's policy that no trading in financial instruments shall be undertaken. The main risk arising from MCLSI's financial instruments are credit risk and liquidity risk. MCLSI's board of directors reviews and approves policies for managing these risks.

(b) Additional Requirements as to Certain Issues or Issuers

Not Applicable

Item 2. Properties

Description of Property

Metro Alliance

Metro Alliance leases a 40 square meter office space located at the 35th Floor, One Corporate Centre, Dona Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig City where it transferred last 2010 from its registered principal office address at 22nd Floor Citibank Tower, 8741 Paseo de Roxas, Makati City. Amendment of the articles of incorporation for the change of official

business address will be recommended for approval at the annual stockholders' meeting. Monthly net rental fee is P22,050. Lease contract is for two years starting April 2014 and renewable every two years.

There are no plans to acquire properties in the next 12 months.

MCLSI

MCLSI leases 9,154 square meters of warehouse space located in Paranaque City for its principal, Johnson & Johnson. Lease rental is approximately Php400,000.00 per month. Lease term is co-terminus with the company's service contract with the principal. For its services to Rustans and Shopwise, the company maintains a lease arrangement with JM Processing & Freezing Services Inc. for the use of its cold storage facilities located in Faraday Makati City. Lease rate is on a per cubic meter of space occupied. The other warehouses for its other principals are either owned or leased by the respective principals.

Starting in January 2012, MCLSI sub-leases 88 square meters of office space at Unit 2002 Antel Corporate Center Valero St. Makati City at a lease rental of P63,000 per month. Initial term of the lease is for two years and was renewed for one year when it expired in January 2014. Current lease is set to expire on January 31, 2015 and will be renewed for another year. To expedite its services to Rustans and Shopwise, the company also leases an 18.7 square meters of office space with Polar Bear Freezing and Storage Corporation located at Bagumbayan Taguig City. The term of the lease is one year starting in May 2013 and renewable annually.

MCLSI also leases six battery and electrical forklifts and 5 units hand pallet for its warehouses in Parañaque and Cebu. Total monthly rentals are P256,000 and P5,600 respectively. Lease term is for one year, renewable at the option of both parties.

Details of the lease are as follows:

Warehouse Equipment	Location	Monthly Lease (in Php)	Lease Term
Hand pallet (2 units)	Parañaque City	5,600	December 1, 2013 to December 31, 2014
Hand pallet (3 units)	Cebu City	5,600	September 1, 2013 to September 30, 2014
Shinko Battery Operated Forklift (2 units)	Parañaque City	26,992	December 1, 2013 to December 31, 2014
Shinko Battery Operated Forklift complete with attachments and accessories (2 units)	Cebu City	114,504	December 8, 2013 to December 31, 2014
Shinko Battery Operated Forklift complete with attachments and accessories (2 units)	Cebu City	114,504	March 31, 2013 to March 31, 2014

There are no planned acquisitions or lease of properties within the next 12 months.

Item 3. Legal Proceedings

Metro Alliance

Metro Alliance

Case Title : **Metro Alliance vs Commissioner of Internal Revenue**
Factual basis : Assessment for deficiency withholding taxes for the year 1989, 1990 and 1991
Status : On July 5, 2002, the Parent Company received a decision from the Court of Tax Appeals (CTA) denying the Parent Company's Petition for Review and ordering the payment of ₱83.8 million for withholding tax assessments for the taxable years 1989 to 1991. The Parent Company filed a Motion for Reconsideration on July 31, 2002 but this was subsequently denied by the CTA. A Petition for Review was filed with the CTA on November 8, 2002, which was also denied by the CTA. The Parent Company then appealed the decision of the CTA to the Court of Appeals (CA), which likewise denied the appeal and upheld the assessment against the Parent Company. The Parent Company, through its legal counsel, filed a Motion for Reconsideration with the CA in December 2003.

On July 9, 2004, the Parent Company received the CA resolution denying the Motion for Reconsideration. On July 22, 2004, the Parent Company filed with the CA a Motion for Extension of time to file an appeal to the Supreme Court (SC). On August 20, 2004, the Parent Company filed said appeal. On October 20, 2004, the Parent Company received the resolution of the SC denying its Petition for Review for lack of reversible error. The Parent Company filed a Motion for Reconsideration. On January 10, 2005, the SC issued an Order stating that it found no ground to sustain the Parent Company's appeal and dismissed the Parent Company's petition with finality.

On April 26, 2006, the Parent Company filed a Petition for Review before the CTA en banc. On March 7, 2007, the CTA en banc dismissed the Petition for lack of merit. The CTA en banc affirmed the CTA's decision granting the Motion for Issuance of Writ of Execution filed by the Commissioner of Internal Revenue.

Relief Sought : As of December 31, 2014, the Parent Company has not received any order of Execution relative to this case. Accordingly, the related obligation is not currently determinable. Management believes, however, that the ultimate outcome of the case will not have a material effect on the consolidated financial statements.

Case Title : **Metro Alliance and Philippine Estate Corporation vs Philippine Trust Company, et al**
Factual basis : Civil Action for Declaratory Relief, Accounting, Reformation of Contracts, Annulment in Decrease in Interest Rates, Service Charge, Penalties and Notice of Sheriffs Sales plus Damages
Name of Court : Regional Trial Court, Fourth Judicial Region, Branch 18, Tagaytay City
Status : On September 14, 2005, Metro Alliance and Philippine Estate Corporation filed a Civil Action for Declaratory Relief, Accounting, Reformation of Contracts, Annulment in Decrease in Interest Rates, Service Charge, Penalties and Notice of Sheriffs Sale, plus Damages with prayer for the Issuance of a Temporary Restraining Order and/or Writ of Preliminary Injunction. Damages

sought are P1,000,000 as and by way or exemplary damages and P500,000 as and by way of attorney's fees; litigation expenses and cost of suit. The case is now pending with the Regional Trial Court of Tagaytay City, Branch 180 SCA No. TG-05-2519.

The case stemmed from the imminent extra-judicial foreclosure of properties covered by Transfer Certificate of Title Nos. T-35522, T-35524 and T-35552 subject to the real Estate Mortgage executed by Metro Alliance and Philippine Estate Corporation on the amount of P42,000,000 which amount was never received. On October 6, 2005, the Regional Trial Court (RTC) of Tagaytay City issued and granted the Writ of Preliminary Injunction. Management believes that the same will be made permanent by the RTC.

Issuance of a Temporary Restraining Order and/or Writ of Preliminary Injunction and damages sought are P1,000,000 and other charges of P500,000.

Case Title	:	Metro Alliance vs The Philippine Stock Exchange ("PSE")
Factual basis	:	The Company has an outstanding obligation to the PSE in the amount of P2,450,000 as of March 21, 2014 for the repeated violations of the rules and regulations of the PSE starting May 2007 until December 2012. The case was related to the same violation the Company has with the SEC where it also required submitting structured reports such as Annual and Quarterly Report from 2007 until 2013. (Please refer to preceding paragraph for the discussion of the Company's inability to file such reports). The PSE suspend the trading of the Company last May 2007.
Relief Sought	:	The Company has made provisions on its financial statement sufficient enough to cover such liability.

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

No matter was submitted during the fourth quarter of the fiscal year covered by this report to a vote of security holders.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

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

(1) Market Information

- a) The principal market of Metro Alliance Holdings & Equities Corp.'s common equity is the Philippine Stock Exchange (PSE) where it was listed 1947. The high and low sales prices by quarter for the last three (3) years are as follows:

		Class A		Class B	
		High	Low	High	Low
2014	First Quarter	-	-	-	-
	Second Quarter	-	-	-	-
	Third Quarter	-	-	-	-
	Fourth Quarter	-	-	-	-
2013	First Quarter	-	-	-	-
	Second Quarter	-	-	-	-
	Third Quarter	-	-	-	-
	Fourth Quarter	-	-	-	-
2012	First Quarter	-	-	-	-
	Second Quarter	-	-	-	-
	Third Quarter	-	-	-	-
	Fourth Quarter	-	-	-	-

As observed, there are no high and sales prices for the last three years since the Philippine Stock Exchange suspended the trading of the Company for non-compliance with the submission of structured reports such as annual and quarterly report since 2007. (Please refer to 'Summary of Material Trends, Events and Uncertainties').

The high, low and close market price of Class "A" and Class "B" were P0.70 and P0.84 as of May 17, 2007, the last practicable trading date before the PSE suspended the Company's trading last 2007.

(2) Holders

a) There are 306,122,449 shares outstanding: 183,673,470 shares are Class "A" and 122,448,979 shares are Class "B". As of December 31, 2014, there are 632 holders of Class "A" shares and 403 holders of Class "B" shares.

Metro Alliance's Top 20 Stockholders as of December 31, 2014 are as follows:

Stockholder's Name		Number of Shares		Percentage
		Class A	Class B	to Total
1	Creston Global Limited		56,378,388	18.42
2	PCD Nominee Corporation (Filipino)	16,190,768	26,754,464	14.03
3	Chesa Holdings, Inc.	40,500,000		13.23
4	Pacific Wide Realty & Development Corp.	31,498,000		10.29
5	Forum Holdings Corporation	16,376,856	13,432,644	9.11
6	Misons Industrial and Development Corp.	22,000,000		7.19
7	Pacific Concorde Corporation	6,329,500	9,503,908	5.17
8	Rexlon Realty Group, Inc.	12,200,000	2,673,112	4.86
9	Chartered Commodities Corp.	11,296,000		3.69
10	Mizpah Holdings, Inc.	10,128,700		3.31
11	William T. Gatchalian	2,091,000	1,481,500	1.17
12	Pacific Rehouse Corp.	1,258,000	1,670,000	0.96
13	Kenstar Industrial Corp.	2,312,331		0.76
14	PCD Nominee Corporation (Non-Filipino)		2,030,952	0.66
15	Nancy Saw		1,846,500	0.60
16	Tin Fu Or Trajano		820,000	0.27
17	Severin Haselmann		730,000	0.24
18	CTBC TA#5-C184; Zuellig Corp.	684,829		0.22
19	UBP Capital Corporation	645,000		0.21
20	Rexlon T. Gatchalian	600,000		0.20
	Others	9,562,486	5,127,511	5.41
	Total	183,673,470	122,448,979	100.00

(3) Dividends

No dividends were declared by Metro Alliance in the last two fiscal years and in the interim period. There are no restrictions that limit the ability to pay dividends.

(4) Recent sales of unregistered or exempt securities

There are no recent sales of unregistered or exempt securities.

Item 6. Management's Discussion and Analysis or Plan of Operation

(1) Plan of Operation

The Group, having resolved its disputes with the foreign parties involved in the Bataan petrochemical project, will explore business opportunities for the next twelve months. The Group will reorganize its operations; evaluate its remaining assets; review all pending legal cases; and settle and resolve its outstanding issues with other regulatory government bodies. The Group assures the public that it will focus on traditionally stable industries or sunrise sectors in order to maintain strong and healthy cash flows, and at the same time, aspiring for maximized potential earnings.

The Group still holds 40% interest in the petrochemical plant as of December 31, 2014. The Board will discuss on their succeeding meetings on how best to proceed on this investment. The Board will outline business target projects including possible investment in mining industry. MAHEC's remaining operating subsidiary, MCLSI, is steadily growing with additional businesses from its existing principals.

Projected Plan for the next 12 months:

- a) The Group will still outline its business target projects, including of which, is possible investment in mining industry. The Group has three options to infuse capital to finance its project: a) increasing the authorized capital stock to Php3.0 billion thereby requiring new subscription of Php456 million shares of both classes by way of fresh cash by the company; b) offer rights issue at Php1 per share to fully subscribe the remaining 893,879,511 shares thus raise Php893,879,511; and entry of new investor by way of capital infusion amounting to P893,879,511 thus diluting the existing shareholders by 75%. This option will result to a new book value per share (Php 0.84 per share), the best option to meet the capital build up.
- b) The Group does not expect significant changes in the number of employees as it still in the stage of exploring new business opportunities. Manpower will be outsourced if needed.
- c) The Group will make purchases of equipment and machineries in the future if needed especially when investment in mining industry will materialize.

(2) Management's Discussion and Analysis

a) Key Performance Indicators

Metro Alliance and its majority-owned subsidiaries key performance indicators follow:

Metro Alliance

Metro Alliance's key performance indicators include the following:

1. Net income
2. Earnings per share – net income attributable to each share of common stock (net income / weighted number of shares outstanding)
3. Return on average equity – ability to generate returns on investment of stockholders.

- (net income / average equity)
4. Debt to total asset ratio – the proportion to total assets financed by creditors.
(total debt / total assets)
 5. Debt to Equity ratio – an indicator of which group has the greater representation in the assets of the company
(total debt / equity)

Metro Alliance parent company registered a net loss of P13.8 million in 2014 as against P5.7 million net loss in 2013. The increase in net loss in 2014 by P8.1 million or 142% is due to net effect of increase in representation expense (P0.7 million), finance cost charged (P7.2 million) and increase in general and administrative expenses in 2013 (P1.6 million). Interests and bank charges on the loans obtained for the petrochemical project were passed on to Polymax Worldwide Limited and included in the Advances to Polymax Worldwide Limited account in the parent company balance sheets.

Comparative analysis of Metro Alliance's key performance indicators follows:

Performance indicator	December 31		
	2014	2013	2012
Earnings (loss) per share (in Php)	(0.045)	(0.019)	0.008
Return (loss) on average equity	(0.059)	(0.024)	0.009
Debt to total assets ratio	0.725	0.757	0.751
Debt to equity ratio	2.634	3.123	3.014

MCLSI

MCLSI's key performance indicators include the following:

1. Profitability
 - a. Gross profit margin – measures the profitability of revenues (services) in relation to the cost of services
(gross profit / revenues)
 - b. Net profit margin – ability to generate surplus for stockholders.
(net income / sales)
 - c. Return on assets – ability to generate returns from assets.
(net income / assets)
 - d. Return on equity – ability to generate returns on investment of stockholders.
(net income / stockholders equity)
2. Liquidity ratios
 - a. Current ratio – capacity to meet current obligations out of its liquid assets
(current assets / current liabilities)
 - b. Receivables turnover and days' sales in receivables – measures the ability to collect receivables
(net credit sales / average trade receivables)
(365 days / receivables turnover)

The decrease in MCLSI's gross profit and net profit margins resulted mainly from additional logistics service provided with lower gross profit rates lower than the existing principals.

With the decrease in operating income brought about by the additional business with lower gross profit rates, return on assets and return on equity decreased.

Current ratio increased due to the increase in prepayments related to the additional business.

Comparative analysis of MCLSI's key performance indicators follows:

Performance indicator	December 31		
	2014	2013	2012
Profitability			
a. Gross profit margin	0.200	0.163	0.252
b. Net profit margin	(0.051)	(0.032)	0.009
c. Return on assets	(0.079)	(0.074)	0.071
d. Return in equity	(0.249)	(0.004)	0.009

<u>Liquidity</u>			
a. Current ratio	1.390	1.095	1.094
b. Receivables turnover	1.65	1.65	1.17
c. Days' sales in receivables	221	221	312

CPDSI, FEZ-EAC, ZDI and AHI

Currently, CPDSI, FEZ-EAC, ZDI and AHI have no performance indicators because these are non-operating companies as mentioned above.

Financial Highlights

The following companies are included in Metro Alliance consolidated financial statement: MCLSI, CPDSI, FEZ-EAC, ZDI and AHI. The Group's last audited consolidated financial statements was for the year ended December 31, 2006. Due to uncertainties surrounding the acquisition transactions of the Bataan petrochemical plant, the scope of the 2007-2013 audits was completed by the independent auditors and the reports was approved by the Board of Directors on October 10, 2014.

The table below shows the consolidated financial highlights of Metro Alliance for the years ended December 31, 2014, 2013 and 2012:

Balance Sheet	As of December 31 (In Php'000)		
	2014	2013	2012
Current assets	911,894	1,071,686	1,055,155
Noncurrent assets	17,135	12,613	16,311
Total Assets	929,029	1,084,299	1,071,466
Current liabilities	835,634	978,757	964,164
Noncurrent liabilities	5,571	5,571	6,286
Total Liabilities	841,205	984,329	970,450
Stockholder's Equity	87,824	99,970	101,016
Total Liabilities and Stockholder's Equity	929,029	1,084,299	1,071,466

Income Statement	As of December 31 (In Php'000)		
	2014	2013	2012
Sales and services	127,690	123,507	98,062
Cost of sales and services	(102,106)	(103,411)	(73,398)
Gross profit	25,584	20,097	24,664
Expenses – net	(32,788)	(23,270)	(21,478)
Net Income (Loss) Before Tax	(7,204)	(3,173)	3,185
Income Tax – Current	(2,962)	(2,985)	(523)
Deferred	164	2,186	(1,752)
Net Income (Loss) After Tax	(10,002)	(3,972)	909
Earnings (Loss) Per Share	(P 0.04)	(P 0.02)	(P 0.003)

The Group, having resolved its disputes with the foreign parties involved in the Bataan petrochemical project, will commence to explore business opportunities. As of report date, biggest contributor to the Group's revenue is its logistic arm, MCLSI when it steadily growing for the past several years after. The Group will reorganize its operations; evaluate its remaining assets; review all pending legal cases; and settle and resolve its outstanding issues with other regulatory government bodies. The Group assures the public that it will focus on traditionally stable industries or sunrise sectors in order to maintain strong and healthy cash flows, and at the same time, aspiring for maximized potential earnings.

CHANGES IN OPERATING RESULTS

2014 COMPARED TO 2013

Net Income and Earnings (Loss) Per Share

The Group registered a consolidated net loss of P10 million in 2014 as against net loss of P3.9 million in 2013 or an increase of P6.1 million or 156%. Earnings (loss) per share for 2014 and 2013 for equity holders of the Parent Company are (P0.04) and (P0.02), respectively. The increase in net loss was net effect of (a) finance cost charged by affiliated company on the long outstanding loan of the parent company for the current year (P7.2 million); (b) decrease in delivery cost of products and services (P1.3 million); (c) additional logistics service provided during the current year (P4.2 million) and increase in general and administrative expenses (P2.6 million). Since certain subsidiaries have ceased operations, MCLSI is the only subsidiary that contributed to the revenue of the Group.

Sales and Services

The Group registered gross service revenue of P127.7 million and P123.5 million for the years ended December 31, 2014 and 2013. The increase in revenue of P4.2 million or 3% in 2014 is due to additional businesses from MCLSI's existing principal resulting to new service contracts on its logistics and warehousing operations.

Cost of Sales and Services And Operating Expenses

Total cost and operating expenses for the years 2014 and 2013 amounted to P128.1 million and P126.9 million, respectively. The increase of P1.2 million or 1% is proportion to the increase in sales and net effect of (a) decrease in delivery cost of products and services in 2014 (P1.3 million); (b) increased in general and administrative expenses of operating and non-operating subsidiaries such as increase in personnel cost (P1 million), increase in business taxes and licenses (P0.5 million) and increase in other operating expenses (P1 million).

Other Income (Expenses)

Other income (charges) for the years 2014 and 2013 amounted to (P6.8 million) and P0.2 million, respectively or a decrease of P7 million or 3500%. The decrease pertains to finance cost charged by affiliated companies on the long outstanding payable of the parent company amounting to P7.2 million and a decrease on the dividend income received for the year.

CHANGES IN FINANCIAL CONDITION

2014 COMPARED TO 2013

As discussed in Note 3 to the Consolidated Financial Statements, the following companies are included in Metro Alliance consolidated financial statement: MCLSI, CPDSI, FEZ-EAC, ZDI and AHI. A subsidiary is an entity in which the Company has control. Subsidiaries are consolidated from the date on which control is transferred out of the Company.

Mabuhay Vinyl Corporation (MVC) was 42.69% owned by MAHEC as of December 31, 2006. In 2007, the Company sold its 37.69% interest in MVC, retaining 5% which was reclassified to AFS investments and ceased to be a subsidiary as of December 31, 2007.

Polymax is the Group's special purpose entity incorporated in British Virgin Island solely for the purpose of acquiring the petrochemical plant of NPCA which resulted in a 2006 disputed sale of Polymax's 60% interest in NPCA to NPC International Limited (NPCI) and Petrochemical Industries Investment Company (PIIC). Subsequently on August 27, 2013 the Company and Polymax entered into a settlement agreement with NPCI, PII and NPC to resolve the dispute. On the basis of the settlement agreement, the previously issued 2006 consolidated financial statements of the Company and its subsidiaries were restated to reflect the sale of Polymax's 60% interest in the petrochemical plant.

The remaining 40% of Polymax's interest which is valued at P900 million, which is estimated recoverable amount from the sale of investment. The realization of the Company's advances to Polymax (an unconsolidated special purpose entity in 2007) and the settlement Polymax's past due liabilities for which the Company is jointly and severally liable, depends on whether sufficient cash flows can be generated from Polymax's 40% interest in NPCA, which is for sale, and from a letter of comfort issued by the Wellex Group of Companies in favor of the Parent Company. The consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties. As explained in the notes to financial statements, management's plan is to infuse additional capital to address the going concern uncertainty.

Assets

Cash and cash equivalents for the years 2014 and 2013 amounted to P22.1 million and P14.4 million, respectively. The increase by P7.7 million or 53% in 2014 is net effect of net cash received from operating activities due to increase in revenue from MCLSI operations amounting P6.6 million, net cash generated from investing activities of P166.6 million and net cash used in financing activities of (P165.6 million).

Receivables amounted to P80.3 million in 2014 and P75.9 million in 2014 (net of allowance for doubtful accounts of P10.8 million and P10.3 million as of December 31, 2014 and 2013). Trade and other receivables went up by P4.4 million or 6% due to the net effect of increase in credit sales from MCLSI operations (P9.8 million or 30%), decrease in other receivables (P4.8 million or 11%), decrease in due from related parties (P0.2 million or 2%) and additional provision for doubtful accounts of P0.4 million in 2014. Other receivables represent non-interest bearing receivables from third party business partners of Polymax that are subject to liquidation and advances to related parties. The Group reviews the carrying amount of receivables at each balance sheet date to reduce the balance to their estimated recoverable amounts.

Prepaid expenses and other current assets amounts to P20.8 million in 2014 and P21.1 million in 2013 (net of allowance for probable losses of P14 million for both years 2014 and 2013). In 2014, the decrease by P0.3 million is net effect of decrease in creditable withholding taxes (P0.9 million), increase in input taxes (P0.3 million), increase in refundable deposits (P0.7 million) and decrease in other prepayments (P0.3 million). The Group reviews the carrying amount at each balance sheet to reduce the balance to their estimated recoverable amounts.

Asset held for sale amounting to P788.7 million and P960.3 million as of December 31, 2014 and 2013 (which constitute 85% and 89%, respectively of the Group's total assets as of December 31, 2014 and 2013, respectively) represents advances to Polymax, the Group's special purpose entity incorporated in British Virgin Island solely for the purpose of acquiring the petrochemical plant of NPC Alliance Corporation (NPCA). The decrease of P171.6 million in 2014 pertains to collections from Polymax which is directly applied or paid to the outstanding obligations of the Parent Company to third party creditors.

On March 18, 2006 and September 20, 2006, 40% and 20%, respectively, of Polymax's interest in NPCA was sold. Thereafter management decided to discontinue operations and cease operating as a going concern and exclude the accounts of Polymax in the Group's consolidated financial statements. The remaining 40% interest which is for sale is valued at P900 million, which is the estimated recoverable amount from the sale of investment.

The realization of the Company's advances to Polymax and the settlement of Polymax's past due liabilities for which the Company is jointly and severally liable, are dependent on whether sufficient cash flows can be generated from the sale of Polymax's remaining 40% interest in NPCA. In this regard and to ensure the recoverability of the Parent Company's advances to Polymax, for which the Parent Company is jointly and severally liable, the Parent Company's major stockholders issued a letter of comfort in favor of the Company on September 30, 2014.

During 2014, 20% and 40% remaining interest of Polymax in NPCA was sold. To reiterate assurance of the collectability of the Parent Company's advances to Polymax, a comfort letter dated April 10, 2015 was issued by the major stockholders of the Parent Company.

Available-for-sale-investments amounted to P6.6 million in 2014 and P6.1 million in 2013. This account includes shares of stocks owned in publicly listed companies. The P0.5 million increased in 2014 pertains to increase in the value of shares of stock in the market. The fair value of these shares has been determined directly by reference to published prices in the active market. Accumulated AFS reserve amounted to P2.8 million and P2.4 million as of December 31, 2014 and 2013.

Property, plant and equipment-net amounted to P5.1 million in 2014 and P1.9 million in 2013. Net increase in property, plant and equipment in 2014 by P3.2 million pertains net effect to depreciation charge for the year amounting to P1.2 million and additional acquisitions of transportation and office equipment of MCLSI amounting to P4.4 million. Transportation equipment included under office furniture, fixtures and equipment with a carrying value of nil and P79,310 as of December 31, 2014 and 2013, respectively, is mortgaged as collateral for long-term debt.

The Group has no outstanding contractual commitments to acquire certain property and equipment as of December 31, 2014 and 2013. In 2014 and 2013, the Group carried out a review of the recoverable amounts of its property and equipment. The Group has determined that there is no indication that an impairment loss has occurred on its property and equipment.

Other non-current assets for the years 2014 and 2013 amounted to nil and P750,000, respectively. This intangible asset pertains to non-exclusive software license cost for use in MCLSI's warehouse management system.

Liabilities

Current Liabilities

Accounts payable and accrued expenses for the years 2014 and 2013 amounted to P418.9 million and P403.6 million, respectively. Trade payables are noninterest bearing and have credit terms of 30 to 60 days. Accrued expense and other liabilities mainly include accruals for manufacturing and operating expenses, other taxes payable, advances from customers and provisions for liabilities arising in the ordinary conduct of business, which are either pending decision by government authorities or are being contested, the outcome of which is not presently determinable. In the opinion of management and its legal counsel, adequate provisions have been made to cover tax and other liabilities that may arise as a result of an adverse decision that may be rendered.

The increase for year 2014 by P15.3 million or 4% is mainly due to (a) MAHEC recognition of finance costs on its loan for the petrochemical project (which were passed on to Polymax) and accrual of its fixed expenses such as legal and audit fee and administrative expenses; (b) MCLSI trade payables arising from its trucking and warehousing operations.

Due to related parties for the years 2014 and 2013 amounted to P416.7 million and P574.9 million, respectively. The Group, in the normal course of business, has transactions with related parties. Such transactions are unsecured, non-interest bearing and with no definite terms of repayment period. The Group did not provide nor received any guarantee on its transaction with related parties. The decrease of P158.2 million in 2014 pertains to Metro Alliance settlement of advances to third party creditors, fund of which come from collections from Polymax. Polymax has sold another 20% interest in 2014 for total proceeds of P347.7 million. Significant portion of these advances were used to by Polymax to finance its planned acquisition of petrochemical plant in prior years.

Loans payable (current and long term) amounted to nil in 2014 and P179,415 in 2013. Long-term debt represents loans obtained by MCLSI which is fully settled in 2014.

The account pertains to MCLSI's two loan agreements entered last July 21, 2009 for a total principal amount of P988,800 covering the acquisition of transportation equipment. The loan is payable monthly with interest at 19% per annum up to July 30, 2014 for the (first contract) and August 22, 2014 (for the second contract).

Total interest expense on the loans amounted to P32,640 in 2014 and P48,960 in 2013.

Accrued retirement benefit cost amounted to P5.6 million as of December 31, 2014 and 2013. MAHEC and MCLSI has unfunded, non-contributory defined benefit requirement plan providing retirement benefits to all its regular employees. An independent actuary, using the projected unit credit method, conducts an actuarial valuation of the fund. The accrued actuarial liability is determined according to the plan formula taking into account the years of service rendered and compensation of covered employees as of valuation date. There is no provision for retirement benefit for 2014 as the management determined that current accrual is sufficient enough to cover retirement benefits of remaining employees. The Group expects no contributions are to be made yet in the future years out of the defined benefit plan obligation.

(i) Summary of Material Trends, Events and Uncertainties

On December 4, 2003, the Company entered into a Memorandum of Agreement (MOA) with Polymax, whereby the Company confirmed the designation of Polymax as the acquiring company in the proposed acquisition of the senior secured debt papers of BPC from International Finance Corporation (IFC). Under the MOA, the Company and Polymax agreed that (a) the acquisition of the secured debt paper would be for the account and benefit of the Company; (b) the funding for the acquisition would be provided and arranged by the Company; and (c) the exercise of creditor rights arising from the secured debts via foreclosure and takeover of the assets of BPC would be directed by and for the account and benefit of the Company. In addition, the Company would make certain advances to Polymax.

On December 19, 2003, Polymax and IFC entered into an Assignment and Transfer Agreement (the Agreement) for the purchase by the former of the senior secured debt papers of BPC. The Company advanced to Polymax the initial deposit of US\$5 million, which was remitted to IFC for the assignment payment, pursuant to the terms of the Agreement. On February 11, 2004, IFC confirmed that it has received the full payment for the assignment of the senior secured debt papers of BPC.

To partially finance the Company's advances relating to the Petrochemical Project, the Company obtained short-term loans from local banks (see Note 9). With the delay in the completion of the activities and the conditions required for the Petrochemical Project, the Company was unable to pay the bank loans on maturity dates. As of December 31, 2006, the amounts payable to the banks totaled ₱866.7 million, consisting of the outstanding principal balance of ₱378.3 million and finance charges of ₱488.4 million. In 2007 these past due liabilities were transferred to and applied against the advances made to Polymax.

Pursuant to the Company's plan of acquiring full control of BPC, instead of exercising creditor rights, the Company, on April 16, 2004, entered into a Share Purchase Agreement (SPA) with BPC, Tybalt Investment Limited (TIL), BP Holdings International B.V. (BPHI) and Petronas Philippines, Inc. (PPI) with TIL as the purchase of the 83% interest of the foreign shareholders of BPC. As agreed by the parties, the SPA is to take effect as of March 31, 2004, subject to closing conditions, as defined in the SPA, which the parties have to comply with within a period of 60 days or later if the conditions are not met.

On July 7, 2005, Polymax and BPC executed a Deed of Conveyance, transferring to Polymax under an asset for share swap, the petrochemical plant of BPC in exchange for 85 million common shares of Polymax with par value of US\$1 per share, or a total par value of US\$85 million.

On July 20, 2005, the Company, Polymax and NPC International Limited (NPCI) entered into an SPA which provided that, subject to certain conditions, including the transfer of the petrochemical plant of BPC free from encumbrances, NPCI will acquire 60% of the issued share capital of NPC Alliance, Corp. (NPCA) from Polymax.

On August 9, 2005, Polymax and NPCA executed a Deed of Conveyance, transferring to NPCA, under an asset for share swap, the same petrochemical plant in exchange for 4.8 million shares of common stock of NPCA with a total par value of ₱4.8 billion, resulting in 100% ownership interest of Polymax in NPCA.

On November 15, 2005, BPC and Polymax executed a Deed of Assignment whereby BPC transferred and conveyed to Polymax all its rights and interest to Polymax's 85 million shares of common stock, with a total value of US\$85 million, in exchange for the discharge of a portion of BPC's secured debt, which was acquired by Polymax from IFC, up to the extent of the value of the shares transferred. Polymax retired the said shares 10 days from the date the Deed of Assignment.

On December 16, 2005, Polymax, NPCI, Petrochemical Industries Investment Company (PIIC) and the Company entered into an amended SPA whereby NPCI and PIIC will purchase 40% and 20% of NPCA's shares of common stock, respectively, from Polymax. In addition to the conditions set forth in the original SPA, the amended SPA also involves advances to be provided by NPCI amounting to US\$15 million representing an advance payment which may be used to fund the bona fide third party costs of NPCA or BPC for the recommissioning, operation and maintenance of the petrochemical plant or such other third party cost or expenses, taxes or duties as agreed between Polymax and NPCI.

On the same date, the Company, NPCI and PIIC entered into a Guaranteed and Indemnity agreement whereby the Company irrevocably and unconditionally guaranteed the prompt performance and observance by Polymax and the payment on demand by Polymax of all moneys, obligations and liabilities which are now or at any time after the execution of the agreement become due from or owing or incurred by Polymax under or in connection with any of the SPA and the Shareholders' Agreement. The Company also guaranteed that it shall be liable for Polymax's obligations, as if it were a principal debtor, if Polymax's obligations are no longer recoverable from Polymax.

On March 18, 2006, Polymax, NPCI, PIIC and the Company entered into an Agreement of Variation (March 2006 Variation Agreement) to vary and amend the terms of the Amended and Restated Share Purchase Agreement (ARSPA) and the Shareholders' Agreement entered on December 16, 2005. Under the March 2006 Variation Agreement, completion of the conditions and conditions subsequent set forth in the ARSPA was extended to April 30, 2006. Moreover, additional conditions that Polymax needs to satisfy prior to completion were agreed upon.

On the same date, Polymax and NPCI executed a Deed of Absolute Sale whereby Polymax sold, transferred and conveyed to NPCI all the rights, title and interest in 19,090,000 NPCA shares of common stock, equivalent to 40% ownership interest, for a consideration of ₱1.91 billion.

On September 11, 2006, Polymax, NPCI, PIIC, the Company and NPCA entered into another Agreement of Variation (September 2006 Variation Agreement) to further vary and amend the terms of the ARSPA and the Shareholders' Agreement (both initially amended and varied by the March 2006 Variation Agreement). Polymax, in accordance with its obligations under the ARSPA, had notified NPCI and PIIC that it is aware that certain conditions will not be fulfilled by April 30, 2006. As a result, the parties agreed to transfer to PIIC the 9,545,000 NPCA shares of common stock prior to completion, while certain conditions will become conditions subsequent to be completed on December 31, 2006.

On September 20, 2006, Polymax and PIIC executed a Deed of Absolute Sale whereby Polymax sold, transferred and conveyed to PIIC all the rights, title and interest in 9,545,000 NPCA shares of common stock, equivalent to 20% ownership interest, for a consideration of ₱954.5 million.

On December 31, 2006, the ARSPA Variation Agreement expired with the conditions subsequent remaining unsettled. Nevertheless NPCI and PCII took control of the petrochemical plant resulting in a dispute with the Company and Polymax, which considered the sale of Polymax's 40% and 20% interest in the petrochemical plant to NPCI and PCII as null and void.

On August 21, 2007, the petrochemical plant started commercial operations under NPCI and PIIC.

Subsequently on August 27, 2013, the Company and Polymax ("Respondents") entered into a settlement agreement with NPCI, PIIC and NPC ("Claimants") to resolve the dispute arising from the uncompleted acquisition transactions described above.

By letter dated October 31, 2013, the Claimants informed the Tribunal that the Parties to all three arbitrations had settled their disputes and that they wished to cease the proceedings. A request was made, to which the Respondents concurred by letter dated November 21, 2013, that the Tribunal issue a procedural order to record that the proceedings be withdrawn by agreement.

By letter dated November 22, 2013, the Tribunal agreed to make the order requested and said that it would fix the cost of the arbitration. In response to the Tribunal's enquiry about the Parties' own legal costs and expenses, the Respondents said that no party was seeking an order that another party should contribute to its legal cost.

The Claimants requested time to seek instructions from their clients in response to the Tribunal's enquiry. On October 2, 2014, the Claimants requested the Tribunal to issue Orders in each arbitration recording withdrawal of the Proceedings by agreement of the Parties, and fixing costs and returning the Claimants deposit against costs, following the deduction of any outstanding sums owing to the Tribunal. It is apparent from this letter as well as the response of the Respondent that none of the Parties are seeking an order in respect of their own cost.

It is also apparent from the Parties' submissions to the Tribunal that they agreed that this arbitration should be terminated and that the Tribunal should fix the costs of the arbitration. Further, as only the Claimants have made deposits towards those costs, it is appropriate that, after deducting from those deposits the cost of the arbitration as fixed by this Order, the balance held by the London Court of International Arbitration (LCIA) should be returned to the Claimants.

Legal cases

This has been discussed in detail in Item 3, Legal Proceedings, of this report.

(ii) Events that will Trigger Direct Contingent or Financial Obligation

Having resolved its disputes with foreign parties involved in the Bataan petrochemical project there are no additional known events that will trigger direct or contingent financial obligation that is material to Metro Alliance, including the default of acceleration of an obligation.

(iii) Material Off-balance Sheet Transactions, Arrangements, Obligations

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of Metro Alliance with unconsolidated entities or other persons created during the reporting period. Completed transactions in connection with our investment in the petrochemical project were fully disclosed in the audited consolidated financial statements.

(iv) Commitment For Capital Expenditures

Since CPDSI has ceased operations and MVC ceased to be a subsidiary of MAHEC, the Group has no commitment for capital expenditures.

(v) Any Known Trends, Events of Uncertainties (Impact On Net Sales / Net Income)

Since CPDSI, AHI, FEZ-EAC and ZDI have ceased commercial operations and MCLSI is the only operating subsidiary among the Group, sales will rely solely on MCLSI's results of operations.

(vi) Significant Element of Income or Loss That Did Not Arise From Continuing Operations.

There is no significant element of income or loss that did not arise from continuing operations.

(vii) Material Changes on Line Items in the Financial Statements

Material changes on line items in the financial statements are presented under the captions "Changes in Financial Condition" and "Changes in Operating Results" above.

(viii) Effect of Seasonal Changes in the Financial Condition or Results of Operations of the Corporation

The financial condition or results of operations is not affected by any seasonal change.

Item 7. Financial Statements

The consolidated financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules are filed as part of this Form 17-A.

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

Information on Independent Accountant and other Related Matters

(1) External Audit Fees and Services

- (a) Audit and related fees for Metro Alliance is P320,000 for the year 2014 and P300,000 for the years 2013 and in 2012 for expressing an opinion on the financial statements and assistance in preparing the annual income tax return. In addition, to bring to the attention of management, any deficiencies in internal control and detected misstatements and fraudulent or illegal acts.
- (b) Tax fees - there were no tax fees paid for the years 2014, 2013 and 2012.
- (c) Other fees – there were no other fees paid for the years 2014, 2013 and 2012.
- (d) Audit committee's approval policies and procedures for the above services – the committee will evaluate the proposals from known external audit firms. The review will focus on quality of service, commitment to deadline and fees as a whole, and no one factor should necessarily be determinable.

(2) Changes and disagreements with Accountants on Accounting and Financial Disclosure

No independent accountant who was previously engaged as the principal accountant to audit Metro Alliance financial statements, or an independent accountant on whom the principal accountant expressed reliance in its report regarding a significant subsidiary, has resigned (or indicated it has declined to stand for re-election after the completion of the current audit) or was dismissed in the two most recent fiscal years or any subsequent interim period. Furthermore, there was no disagreement with the former accountant on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure.

PART III– CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Issuer

(1) Directors, including Independent Directors, and Executive Officers

There are seven (7) members of the Board, two (2) of whom are independent directors. The term of office of each director is one (1) year.

The current Directors and Executive Officers are as follows:

Name	Age	Citizenship	Position and Office
Renato B. Magadia	77	Filipino	Chairman of the Board and President
Lamberto B. Mercado, Jr.	50	Filipino	Director
Reno I. Magadia	45	Filipino	Director
Ricardo M. Dela Torre	73	Filipino	Director
Nestor S. Romulo	70	Filipino	Director/Corporate Secretary
Rogelio D. Garcia	76	Filipino	Independent Director
Miguel B. Varela	73	Filipino	Independent Director
James B. Palit-Ang	51	Filipino	Treasurer

Business experience during the past five years and other directorships

Name	Corporation	Position
Renato B. Magadia Chairman of the Board & President Filipino 77 years old Bachelor of Science in Business Administration University of the Philippines Certified Public Accountant -1960	Present: MAHEC MAHEC MAHEC Philippine Estate Corp. Waterfront Phils., Inc. CPDSI FEZ and ZDI Asia Healthcare, Inc. Acesite (Phils.) Hotel Corp. ZetaMark, Inc. Previous: The Zuellig Corporation Mabuhay Vinyl Corporation	Chairman of the Board since 1999 President since 2001 Director since 1998 Director Chairman of the Board/Director since 1999 Chairman of the Board since 1999 Chairman and President since 2004 Chairman of the Board, 2001-2003 Chairman and President, since 2004 Vice Chairman Chairman President & CEO, 1980-99 Chairman & CEO, 2001-2007

James B. Palit-Ang Director/Treasurer Filipino 50 years old B.S.B.A., Accounting Philippine School of Business Administration	Present: MAHEC Noble Arch Realty & Construction Corp. Crisanta Realty and Development Corp. Philippine Estates Corporation East Asia Oil and Mining Companies Previous: DMI Construction	Director and Treasurer Chairman and President since 2010 Chairman and President since 2008 Director since 2010 Chairman & CEO since 2005 Chief Operations Officer 2003-2004
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Lamberto B. Mercado, Jr. Director Filipino 50 years old Bachelor of Laws (L.L.B.) Ateneo de Manila University School of Law Lawyer – 1991	Present: MAHEC AHI, FEZ and ZDI Waterfront Phils., Inc. Forum Pacific, Inc. The Wellex Group, Inc. Previous: Subic Bay Metropolitan Authority	Director since 2003 Director, 2004 Director since 1999 Director since 1998 Vice President for Legal since 1998 Deputy Administrator for Administration, 1997-98
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Rogelio D. Garcia Independent Director Filipino 76 years old Bachelor of Laws (LLB) University of the Philippines 1961	Present: MAHEC Garco Pacific Consultants Previous: ConyBio Philippines, Inc. NIR Placement Center Inc.	Director since 2003 Chief Executive Officer since 1993 Chief Executive Officer, 1997- 2000 Executive Consultant, 1998-2000
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Ricardo M. Dela Torre Director Filipino 73 years old Advanced Management Program – 1994 (Asian Institute of Management, Indonesia) Masters in Business Management – 1970 (Asian Institute of Management, Philippines) Bachelor of Science in Accounting – 1963 (Ateneo de Naga, Philippines) Certified Public Accountant – 1964	Present Metro Alliance Holdings & Equities Corp. Metro Combined Logistics Solutions, Inc. Previous Banco de Oro BPI – Family Bank BPI – Family Bank BPI Card Corporation BPI/MS Insurance FGU Insurance Corporation Santiago Land Ford Credit Philippines Ford Credit Philippines Filiol Corporation	Director since 2005 Director Consultant, Consumer Financing (July 2003-July 2005) Senior Vice President (1984-2002) Director Director Director Director Director General Manager Sales and Distribution Manager Corporate Planning Manager
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Reno I. Magadia Director Filipino 45 years old BA, TV and Radio Broadcasting California State University, Los Angeles Master's Degree – Business Administration Pepperdine University, Los Angeles, California	Present: MAHEC Metro Combined Logistics Solutions, Inc. (formerly GAC Logistics, Inc.). Misons Industrial & Development Corp. Previous: Mercator Filter Manufacturing Corp. Papa Securities Corp.	Director since 2006 Managing Director since Nov. 2011 Managing Director Vice President, 1996-2003 Head Portfolio Manager, 1993- 1996
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Nestor S. Romulo Corporate Secretary/Director Filipino 70 years old Bachelor of Laws (LLB) University of the Phils., 1970 Lawyer - 1971	Present: Metro Alliance Holdings & Equities Corp. Winbank (Savings Bank) Westmont Investment Corp Wincorp Securities Romulo, Serrano and Camello Law Offices Reyno, Tiu, Domingo and Santos Law Offices JP Consultancy Resources and Management, Inc. JMP Development Corp. Margarita Properties, Inc. Zuellig Distributors Inc. Asia Healthcare, Inc. FEZ-EAC Holdings, Inc. Previous: EPCIB PCIB	Corporate Secretary since February 2004 Director since 2005 Chairman of the Board Chairman of the Board Director Partner Consultant Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Consultant, 1999-2000 VP and Head, Legal Services Group, 1995-1999
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Name	Corporation	Position
Atty. Miguel B. Varela Independent Director Filipino 73 years old Liberal Arts San Beda College Bachelor of Law Ateneo De Manila University	Present: Metro Alliance Holdings & Equities Corp. Wellex Industries, Inc. Megaworld Corporation Global Estates Resorts, Inc. Emperador, Inc. Philippine Estates Corporation	Independent Director since December 19, 2014 Independent Director since 2008 Independent Director/Vice Chair 2006 – present Independent Director since 2012 Independent Director since 2012 Independent Director

(2) Significant Employees

There are no other employees other than the officers mentioned in the preceding subsection who are expected to make significant contribution to the business.

(3) Family Relationships

With the exception of the father-son relationship between Renato B. Magadia (Chairman and President) and Reno I. Magadia (Director), there are no family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers, persons nominated or chosen by the Corporation to become directors, or executive officers.

(4) Involvement in Certain Legal Proceedings

To the knowledge and/or information of Metro Alliance, none of the directors/nominees and officers were involved during the past five (5) years in any bankruptcy proceedings. Neither have they been convicted by final judgment in any criminal proceeding, or been subject to any order, judgment or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, nor found in an action by any court or administrative bodies to have violated a securities and commodities law.

Item 10. Executive Compensation

(1) Summary Compensation Table – Annual Compensation

The following table lists the names of the Corporation's Directors and Executive Officers Annual Compensation for the two most recent years including the estimated compensation for year 2014. As observed, there was no compensation, in any form, to all Directors and key officers for the previous years due to the Company's tight cash position resulting from the trading suspension from PSE and subsidiaries that have ceased operations.

(a) Summary Compensation Table – Annual Compensation

	Name and Principal Position	Year	Salary	Bonus	Other compensation
1	Renato B. Magadia Chairman of the Board and President	2014	-	-	-
		2013	-	-	-
		2012	-	-	-
2	James B. Palit-Ang Treasurer	2014	-	-	20,000
		2013	-	-	-
		2012	-	-	-
3	Nestor S. Romulo Corporate Secretary and Legal Counsel	2014	-	-	600,000
		2013	-	-	600,000
		2012	-	-	600,000
4	Other directors	2014	-	-	40,000
		2013	-	-	-
		2012	-	-	-
5	All directors and Officers as a Group unnamed	2014	-	-	660,000
		2013	-	-	600,000
		2012	-	-	600,000

Note: Renato B. Magadia's management fee was waived by him until the Company gets back to operations and became profitable again.

(2) Compensation of Directors

Except for a nominal amount of per diem amounting to P10,000 during attendance in special meetings, there is no standard arrangement with regard to election, any bonus, profit sharing, pension/retirement plan, granting of any option, warrant or right to purchase any securities. There are no other arrangements or consulting contracts or other form of services with directors.

(3) Employment Contracts and Termination of Employment and Change-in-Control Arrangements

There is no employment contract and termination of employees and change-in control arrangement with directors and executive officers.

(4) Warrants and Options Outstanding: Repricing

There are no warrants and options outstanding held by Metro Alliance's CEO, executive officers and all officers and directors as a group. There is no repricing made.

Item 11. Security Ownership of Certain Beneficial Owners and Management

(1) Security Ownership of Certain Record and Beneficial Owners

As of December 31, 2014, Metro Alliance knows of no one who beneficially owns in excess of 5% of the its common stock except as set forth in the table below.

Title of Class	Name, address of Record owner and Relationship with issuer	Name of Beneficial Owner* and relationship with record owner	Citizenship	No. of Shares Held	Percent
Common Shares – Class B	Creston Global Limited C/o #9 Cardinal St., St. Dominic Subd., Bahay Toro, Congressional Ave, Quezon City (1 st major stockholder)	John Torres – Authorized signatory (Designated representative)	British	56,378,388	18.42%
Common Shares – Class A 16,190,768 Class B 26,779,182	PCD Nominee Corp. 37F Tower 1, The Enterprise Center, 6766 Ayala Avenue cor. Paseo De Roxas, Makati City (2 nd major stockholder)	PCD Participants and their clients (see Schedule A)	Filipino	42,945,232	14.03%
Common Shares – Class A	Chesa Holdings, Inc. Unit 401 Joy Bldg., Brgy. Balingasa, Quezon City (3 rd major stockholder)	Perlie Alpuerto – Corporate Treasurer (Designated representative)	Filipino	40,500,000	13.23%
Common Shares – Class A	Pacific Wide Realty & Development Corp. Unit 401 Joy Bldg., Brgy. Balingasa, Quezon City (4 th major stockholder)	Chona Chua – Corporate Treasurer (Designated representative)	Filipino	31,498,000	10.29%
Common Shares – Class A 14,442,356 Class B 13,432,644	Forum Holdings Corp. Unit 401 Joy Bldg., Brgy. Balingasa, Quezon City (5 th major stockholder)	Ellen T. Balunsat Corporate Treasurer (Designated representative)	Filipino	27,875,000	9.11%
Common Shares – Class A	Misons Industrial and Development Corp. Unit 2002 20 th Antel 2000 Corporate Center 121 Valero St., Salcedo Village, Makati City (6 th major stockholder)	Renato B. Magadia	Filipino	22,000,000	7.19%

Common Shares – Class A 6,329,500	Pacific Concorde Corp. Unit 401 Joy Bldg., Brgy. Balingasa, Quezon City (7 th major stockholder)	Irene F. San Roque Corporate Treasurer (Designated representative)	Filipino	15,833,408	5.17%
Class B 9,503,908					

* Person designated to exercise investment power over the equity

(2) Security Ownership of Management

As of December 31, 2014, the security ownership of individual directors, executive officers and nominees of Metro Alliance is as follows:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	%
Common–Class A	Renato B. Magadia	125,010 / Direct	Filipino	0.041
Common–Class A	Reno I. Magadia	100 / Direct	Filipino	0.000
Common–Class A	Nestor S. Romulo	1 / Direct	Filipino	0.000
Common–Class A	James B. Palit-Ang	1 / Direct	Filipino	0.000
Common–Class A	Lamberto B. Mercado, Jr.	1 / Direct	Filipino	0.000
Common–Class A	Rogelio D. Garcia	1 / Direct	Filipino	0.000
Common–Class A	Ricardo M. Dela Torre	1 / Direct	Filipino	0.000
Total		125,115		

(3) Voting Trust Holders of 5% Or More

There are no voting trust holders of 5% or more.

(4) Changes in Control

There is no change in control of Metro Alliance and there is no arrangement which may result in change in control.

Item 12. Certain Relationships and Related Transactions

The Group, in the normal course of business, has transactions with related parties. The following table summarizes the transactions with related parties for the year ended December 31, 2014 and 2013. Please refer to Note 14 of the Audited Consolidated Financial Statements attached to this report for the broad discussions.

a. Due from/to related parties

The amounts due from related parties included under receivables are unsecured and noninterest bearing advances, which have no definite repayment terms.

The amounts due to related parties pertain to advances provided to the Parent Company to finance its working capital requirements, capital expenditures, Petrochemical Project support and for other investments and have no definite repayment terms. These are unsecured and noninterest bearing, except the liability to WPI, which is interest bearing but the related finance charges are being charged to Polymax, since the corresponding liability were obtained in relation to the Petrochemical Project.

b. Payables for shared operating expenses

On November 30, 2011, Gulf Agency Company Holdings (BV) and the Parent Company executed a Deed of Assignment in which the former offered to assign, transfer, cede and convey to the latter all its rights, title and interests in and to its shares, and the latter has accepted the offer. Accordingly, the former's shares were cancelled on May 7, 2012.

In accordance with the Deed of Assignment, it is agreed that the outstanding liabilities of MCLSI with Gulf Agency Company Holdings (BV) referred to in the Memorandum of Agreement dated November 30, 2011 will be honored and paid, should the latter's shares be sold to other persons.

- c. Compensation of key management personnel follows:

Particulars	<u>2014</u>	<u>2013</u>
Short-term employee benefits	₱ 8,161,952	₱ 10,147,884
Retirement benefits	—	1,656,702
Total	<u>₱ 8,161,952</u>	<u>₱ 11,804,586</u>

There are no agreements between the Group and any of its directors and key officers providing for benefits upon termination of employment, except for such benefits to which they may be entitled under their respective entity's retirement plan.

- d. The related amounts applicable to the Group's transactions with related parties are as follows:

	<u>Amount of Transactions</u>		<u>Outstanding</u>	
	<u>Increase (Decrease)</u>		<u>Receivable/Payable</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
<u>Asset Held For Sale</u>				
Advances to Polymax (special purpose entity)	(₱171,627,717)	₱5,646,912	₱788,662,261	₱960,289,978
<u>Due from Related Parties</u>				
<i>Operating subsidiary</i>				
MCLSI	₱ —	₱ —	₱ 500,000	₱ 500,000
<i>Entity under common control</i>				
The Wellex Group, Inc.	(5,384,826)	(5,268,421)	5,416,174	10,801,000
Others	—	—	293,487	293,487
	(₱ 5,384,826)	(₱5,268,421)	₱ 6,209,661	₱11,594,487
<u>Due to Related Parties</u>				
<i>Under Common Control</i>				
Waterfront Philippines, Inc.(WPI)	(₱3,042,977)	₱6,896,540	₱365,933,148	₱368,976,125
Acesite (Phils.) Hotel Corporation	—	—	6,239,733	6,239,733
Wellex Mining Corp.	(225,000)	—	—	225,000
Gulf Agency Company Holdings (BV)	—	1,640,269	22,670,814	22,567,469
The Wellex Group, Inc.	22,491,481	—	22,491,481	—
GAC Shipping and Cargo System (Phils.), Inc.	—	—	—	—
<i>Stockholders</i>	(181,753,940)	—	—	181,753,940
<i>Others</i>	(4,195,534)	(7,651,661)	(605,492)	(4,801,026)
	(₱166,725,970)	₱885,148	₱416,729,684	₱574,961,241
<u>Accrued Finance Charges</u>				
WPI	₱7,175,160	₱137,930	₱14,209,630	₱7,034,470

(2) Transactions with promoters

Metro Alliance and its subsidiaries have no transaction with promoters.

PART IV – CORPORATE GOVERNANCE

Item 13. Corporate Governance

Please refer to attached “Annual Corporate Governance Report (ACGR)”

PART V – EXHIBITS AND SCHEDULES

Item 14. Exhibits and Reports on SEC Form 17-C

(a) Exhibits

Financial Statements

- Statement of Management’s Responsibility for Financial Statements
- Report of Independent Public Accountant
- Balance Sheets as of December 31, 2014 and 2013
- Statements of Income for each of the three years ended December 31, 2014, 2013, and 2012
- Statements of Changes in Equity for each of the three years ended December 31, 2014, 2013 and 2012
- Statements of Cash Flows for each the three years ended December 31, 2014, 2013 and 2012
- Notes to Financial Statements

Supplementary Schedules

Report of Independent Public Accountants on Supplementary Schedules:

- Financial Soundness
- Map of Conglomerate or Group of Companies Within Which the Company Belongs (Not Applicable)
- Standards and Interpretations Effective For Annual Periods Beginning January 1, 2014
- Financial Assets
- Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
- Amounts Receivable From Related Parties Which Are Eliminated During the Consolidation of Financial Statements
- Indebtedness of Unconsolidated Subsidiaries and Affiliates
- Intangible Assets - Other Assets
- Long-term Debt
- Indebtedness to Affiliates and Related Parties (Long-Term Loans from Related Companies)
- Guarantees of Securities of Other Issuers
- Capital Stock

(b) Reports on SEC Form 17- C filed during the last six months of 2014:

Report Date: April 30, 2014

Postponement of 2014 Annual Stockholders’ Meeting (ASM) from May 30, 2014 to November 28, 2014 at 2:00 in the afternoon at One Café, 6th Floor One Corporate Centre, Doña Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig City. All stockholders of record as of October 27, 2014 are entitled to participate in said Annual Stockholders’ Meeting.

Further postponed the 2013, 2012, 2011, 2010, 2009, 2008 and 2007 Annual Stockholders’ Meeting (ASM) from May 30, 2014 to November 28, 2014 at 2:00 in the afternoon at One Café,

6th Floor One Corporate Centre, Doña Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig City. All stockholders of record as of October 27, 2014 are entitled to participate in said Annual Stockholders' Meeting.

The postponement of the annual stockholders' meetings is due to the delayed completion of the 2007, 2008, 2009, 2010, 2011 and 2012 audited consolidated financial statements that resulted from the unresolved complicated legal and accounting issued between Polymax Worldwide Limited and NPC Alliance Corporation, companies both related to Metro Alliance Holdings & Equities Corp. The Corporation is exerting all efforts to settle all the legal disputes which it optimistically expects to achieve very soon.

Report Date: October 10, 2014

The Board of Directors, in its regular meeting held on October 10, 2014, has approved the Amendment of Article III of its Article of Incorporation to change the principal office address from 22nd Flr. Citibank Tower, 8741 Paseo De Roxas, Makati City to 35th Flr. One Corporate Center, Doña Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig City which amendment will be submitted for the ratification of the stockholders on November 28, 2014.

Report Date: October 24, 2014

Postponement of 2014 Annual Stockholders' Meeting (ASM) from November 28, 2014 to December 19, 2014 at 2:00 in the afternoon at One Café, 6th Floor One Corporate Centre, Doña Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig City. All stockholders of record as of November 27, 2014 are entitled to participate in said Annual Stockholders' Meeting.

Further postponed the 2013, 2012, 2011, 2010, 2009, 2008 and 2007 Annual Stockholders' Meeting (ASM) from May 30, 2014 to November 28, 2014 at 2:00 in the afternoon at One Café, 6th Floor One Corporate Centre, Doña Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig City. All stockholders of record as of November 27, 2014 are entitled to participate in said Annual Stockholders' Meeting.

The postponement of the annual stockholders' meetings is due to the delayed completion of the 2007, 2008, 2009, 2010, 2011 and 2012 audited consolidated financial statements that resulted from the unresolved complicated legal and accounting issued between Polymax Worldwide Limited and NPC Alliance Corporation, companies both related to Metro Alliance Holdings & Equities Corp. The Corporation is exerting all efforts to settle all the legal disputes which it optimistically expects to achieve as soon as possible.

Report Date: November 26, 2014

The Board of Directors, on its special meeting held on November 26, 2014, has accepted and approved the resignation of James B. Palit-Ang as director of the Corporation effective immediately. Further approved that the vacancy created by such resignation be filled up by electing a new director at the annual stockholders' meeting on December 19, 2014.

The Corporation also reports that in said meeting, its Board of Directors has approved the change of designation of Director Ricardo M. Dela Torre from Independent director to Regular Director effective immediately.

Report Date: December 2, 2014

The Corporation submitted the List of Stockholders as of Record Date of November 27, 2014 for the Annual Stockholders' Meeting of the Corporation on December 19, 2014 which list was submitted by its Stock and Transfer Agent, Banco De Oro.

Report Date: December 8, 2014

The Corporation submitted copies of certificates of the directors and key officers on Good Corporate Governance Seminar held last December 4, 2014 at Manila Pavillion Hotel, Ermita, Manila conducted by SEC accredited training institution, Risks, Opportunities, Assessment and Management (ROAM), Inc.

Report Date: December 19, 2014

The Corporation reports the result of the Annual Stockholders' Meeting and the Organizational Meeting of the Board of Directors held on December 19, 2014 at One Café, 6th Flr. One Corporate Center, Doña Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig City agenda of which are:

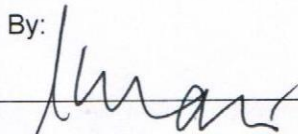
1. Election of Members of the Board of Directors for ensuing year 2014-2015
2. Approval of the Amendment of the Article III of the Articles of Incorporation (change of official business address from 22nd Citibank Tower, 8741 Paseo De Roxas, Makati City to 35th Flr. One Corporate Center, Doña Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig City.
3. Appointment of External Auditors
4. Election among directors composition of the Corporation's Committee

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on APR 27 2015.

Pursuant to the requirements of Section 17 of the Securities Regulation Code and Section 141 of the Corporation Code of the Philippines, the registrant has duly caused this report to be signed on behalf by the undersigned, thereunto duly authorized, in the City of Makati on APR 27 2015.

By:



RENATO B. MAGADIA
Chairman of the Board and President
(Principal Executive and Operating Officer)


NESTOR S. ROMULO
Corporate Secretary
JAMES B. PALIT-ANG
Corporate Treasurer

SUBSCRIBED AND SWORN to before me this APR 27 2015 day of 2015, affiants exhibiting to me their Tax Identification No. as follows:

AFFIANTS

Renato B. Magadia
Nestor S. Romulo
James Palit-Ang

TAX IDENTIFICATION NO.

207-278-104
107-200-723
151-671-333

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Book No. 2
Series of 6


NOTARY PUBLIC
ATTY. RICHARD L. ANOLIN
NOTARY PUBLIC UNTIL DECEMBER 31 2015
COMMISSION NO. 2014-059
FOR THE CITY OF MANILA PHILIPPINES
IBP LIFETIME NO. 05179/02 25-05/MLA
PTR NO. 3828182 01/05/15/MLA
ROLL NO. 33586
MCLE COMPLIANCE NO. IV-002385018/16/14
RODULFO ANOLIN AND ASSOCIATES LAW OFFICE
2/F YMCA OF MANILA BLDG
150 ANTONIO VILLEGAS ST
ERMITA MANILA TEL 525-05-86
Email: ranolin@yahoo.com

COVER SHEET

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SEC Registration No.

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(Company's Full Name)

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

Atty. Nestor S. Romulo

Contact Person

(632) 706-7888

Contact Telephone No.

1	2	3	1
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Fiscal Year

A	C	G	R	-	1	4
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FORM TYPE

Any Business day of May

Month Day
Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

818

Total No. of Stockholders

Total Amount of Borrowings

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Domestic

--

Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

2014 Annual Corporate Governance Report: MAHEC

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

1. For the Calendar Year ended December 31, 2014
2. SEC Identification Number: 296
3. BIR Tax Identification No.: 000-130-411-000
4. **METRO ALLIANCE HOLDINGS & EQUITIES CORP.**
Exact name of registrant as specified in its charter—
5. **Metro Manila, Philippines**
(Province, country or other jurisdiction of incorporation or organization)
6. (SEC Use only)
Industry Classification Code
7. **35th Flr. One Corporate Centre, Doña Julia Vargas cor. Meralco Aves., Ortigas Center,
Pasig City**
Address of principal office
8. **Telephone No. 706-7888**
Registrant's telephone number, including area code
9. **MARSMAN & COMPANY INC.**
Former name, former address, and former fiscal year, if changed since last report.

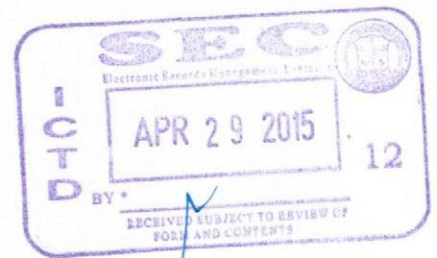


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A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	7
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Actual number of Directors for the year	7
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(a) Composition of the Board

The Board has an optimum combination of Executive, Non-Executive and Independent Directors, and is in conformity with Securities Regulation Code and listing agreements entered into with the stock exchange in which the Company's common shares are listed, the Philippine Stock Exchange. The composition of the Board as of December 31, 2014 is as follows:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If Nominee, identify the principal	Nominator in the last election (If ID, state the relationship with the nominator)	Date first elected	Date last elected (If ID, state the number of years served as ID)	Elected when (Annual/Special Meeting)	No. of years served as director
Renato B. Magadia	ED	-	Nomination Committee	05/29/1998	12/19/2014	Elected at Annual Meeting	16
Reno I. Magadia	NED	-	Nomination Committee	10/27/2009	12/19/2014	Elected at Annual Meeting	5
Lamberto B. Mercado Jr.	NED	-	Nomination Committee	07/25/2003	12/19/2014	Elected at Annual Meeting	11
Ricardo M. Dela Torre	NED	-	Nomination Committee	08/18/2005	12/19/2014	Elected at Annual Meeting	9
Nestor S. Romulo	ED	-	Nomination Committee	03/01/2010	12/19/2014	Elected at Annual Meeting	5
Miguel B. Varela	ID	-	Nomination Committee	12/19/2014	12/19/2014 (half month as ID)	Elected at Annual Meeting	0.5 mos
Rogelio D. Garcia	ID	-	Nomination Committee	07/25/2003	12/19/2014 (half month as ID)	Elected at Annual Meeting	11

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

Corporate Governance Policy

The Corporation adheres to the principles and practices of good corporate governance, as embodied in its Corporate Governance Manual and related SEC Circulars. Continuous improvement and monitoring of policies have been undertaken to ensure that the Corporation observes good governance and management practices. This is to assure the shareholders that the Corporation conducts its business with the highest level of integrity, transparency and accountability.

The Board of Directors is elected during the annual meeting and has the overall responsibility to oversee the activities of the company. The Board conducts itself with honesty and integrity to ensure a high standard of best practice on governance for the Company and to promote and protect the interest of the Company, its stockholders and other stakeholders.

The Company realizes its duty to protect the rights and benefits of shareholders and to place the importance on fair and equal treatment of shareholders. It is the Company's policy to disclose information with respect to business operation with accuracy and transparency, including any issues that could impact the Company's business and the rights in which shareholders and minority shareholders are entitled to, such as shareholders' participation in the shareholders' meeting to exercise their voting rights, the rights to receive dividend, or the rights to approve a decrease or an increase of capital, etc.

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

The vision and mission of the Company has been subject to a regular review annually and at such frequency as may be determined by the Board of Directors. The Board believes that establishing the mission and vision of the Company should be an ongoing process of review to ensure that they are still relevant for the current challenges and environment.

(d) Directorship in Other Companies

(i) Directorship in the Company's Group

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

Director's Name	Corporate Name of the Group of Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman
Renato B. Magadia	Metro Combined Logistics Solutions, Inc. Consumer Products Distribution Services, Inc. FEZ-EAC Holdings, Inc. Asia Healthcare, Inc. Zuellig Distributors, Inc.	Non-executive; Chairman Non-executive; Chairman Executive; Chairman Executive; Chairman Executive; Chairman
Reno I. Magadia	Metro Combined Logistics Solutions, Inc.	Executive
Ricardo M. Dela Torre	Metro Combined Logistics Solutions, Inc.	Non-executive
Lamberto B. Mercado, Jr.	Metro Combined Logistics Solutions, Inc. Consumer Products Distribution Services, Inc. FEZ-EAC Holdings, Inc. Asia Healthcare, Inc. Zuellig Distributors, Inc.	Executive Non-executive Non-executive Non-executive Non-executive
Nestor S. Romulo	FEZ-EAC Holdings, Inc. Asia Healthcare, Inc. Zuellig Distributors, Inc.	Non-executive Non-executive Non-executive

(ii) Directorship in Other Listed Companies

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

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman
Renato B. Magadia	Philippine Estate Corp. Waterfront Philippines, Inc. Acesite (Phils) Hotel Corporation	Non-executive Non-executive; Chairman Non-executive
Rogelio D. Garcia	Forum Pacific, Inc. Wellex Industries, Inc.	Non-executive Non-executive
Miguel B. Varela	Wellex Industries, Inc. Megaworld Corporation	Independent Independent
Lamberto B. Mercado Jr.	Forum Pacific Inc. Wellex Industries, Inc. Waterfront Philippines, Inc. Acesite (Phils.) Hotel Corporation	Non-executive Non-executive Non-executive Non-executive

(iii) Relationship within the Company and its Group

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

Director's Name	Name of the Significant Shareholder	Description of the relationship
Reno I. Magadia	Misons Industrial & Development Corp.	Mr. Magadia is Managing Director of Misons Industrial & Development Corp.

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly described other guidelines:

	Guidelines	Maximum Number of Directorships in other companies
Executive Director	No limits placed	N/A
Non-Executive Director	No limits placed	N/A
CEO	No limits placed	N/A

(e) Shareholding in the Company

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

Title of Class	Name of Director	Number of Direct shares	Citizenship	% of Capital Stock
Common	Renato B. Magadia	125,010 (direct)	Filipino	0.041%
Common	Reno I. Magadia	100 (direct)	Filipino	0.000%
Common	Nestor S. Romulo	1 (direct)	Filipino	0.000%
Common	Lamberto B. Mercado Jr.	1 (direct)	Filipino	0.000%
Common	Rogelio D. Garcia	1 (direct)	Filipino	0.000%
Common	Ricardo M. Dela Torre	1 (direct)	Filipino	0.000%
Common	Miguel B. Varela	1 (direct)	Filipino	0.000%
TOTAL		125,115		0.041%

Chairman and CEO

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

Yes

☐

No

☒

Identify the Chair and CEO:

Chairman of the Board	Renato B. Magadia
CEO/President	Renato B. Magadia

Check and balance for a combined role of Chairman and President:

To ensure that the Board gets the benefit of independent views, audit committee was assigned to monitor, assess and evaluate the Chairman/CEO performance semi-annually. The rest of the Board will also check out for themselves periodically if the current leadership structure is still effective. Otherwise, matter should be taken to the Board for discussion.

- (b) Roles, Accountabilities and Deliverables

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

	Chairman	Chief Executive Officer
Role	Leads/presides the meeting of the board of directors and stockholders	- Have administration and direction of the day-to-day business affairs of the corporation - Presides at the meeting of the Board of Directors in the absence of the Chairman or Vice-Chairman of the Board

		of Directors
Accountabilities	• Ensure that the meetings are held in accordance with the By-Laws • Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary • Maintain qualitative and timely lines of communication and information between the Board and Management	• Initiate & develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation • Make reports to the Board of Directors and stockholders • Ensure that the administrative and operational policies of the Corporation are carried out under his supervision and control
Deliverables	• Organizes and follow all rules and regulations imposed by state law and corporation's by-laws and other agreements in order to ensure the effectiveness in all meetings • Comply with principles of good governance	• Achieve revenue growth and increase the company's market share

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

If any of the offices becomes vacant for whatever cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term. Elected officers are normally come from within the organizations with qualifications known to the Board.

3) **Other Executive, Non-Executive and Independent Directors**

Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.

The company strives to promote diversity within the Board too. Positions that are not taken up by the major shareholders are filled by members who have relevant experience and can bring new ideas and opinions to the company. Profiles of director are maintained and updated annually and at such frequency as needed. Directors are directed also to inform the corporate secretary of their latest seminars and trainings attended.

Does it ensure that at least one non-executive director has experience in the sector or industry the company belongs to? Please explain.

The company ensures that at least one of its non-executive directors have relative experience in holding and mining companies (industries where the company belongs). It prefers its independent directors to be well versed in corporate matters, especially in financial or industry matters.

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

	Executive	Non-Executive	Independent Director
Role	• To design, develop and implement strategic plans for the company in a cost-effective and time-efficient manner • Responsible for the day-to-day operation of the company, including managing committees and staff and developing business plans in collaboration with the board for the future of the company	• Custodian of the governance process • Monitor the executive activity and contribute to the development of business strategy and act in the interest of the stockholders	• Improves corporate credibility and governance standards • Plays vital role in risk management and active role in various committees (e.g. audit committee) to ensure good governance
Accountabilities	• Accountable to the Chairman of the Board and reports to the board and stockholders on a regular basis (quarterly, semiannually or annually) about the results of operation and financial condition of the company	• Provide an independent view of the company, distinct from its day-to-day operations • Appointed to bring to the board: independence, impartiality, wide experience, specialist knowledge and personal qualities	• To acquire proper understanding of the business of the company • Have fiduciary duty to act in good faith and in the interest of the company • Constructively challenge and independently contribute to the work of the board
Deliverables	• Meet corporate objectives	• Ensures performance of executive management is monitored with regard to the progress being made towards achieving agreed company strategy and objectives	• Provides credible financial conditions and result of operations reports as being part of committee conducting review of financial statements and material matters

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

The Company believes that independence is evidenced by ability to constructively challenged and independently contribute to the work of the Board. An independent director shall mean a person other than an officer or employee of the Company, its parent or its subsidiaries or any other individual having a relationship with the Company as would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

It is the Company's Board's policy that each Board committee (Audit and Remuneration Committee) should have at least one independent director.

Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.

Prior to issuance of SEC Memorandum Circular No. 9, Series of 2011, the Company does not have a term limit for independent directors. In compliance with the new memorandum, the Company will observe the term limits for independent directors in succeeding years in order to enhance the effectiveness of independent directors and encourage the infusion of fresh ideas in the board of directors.

As stated in the new memorandum, independent directors, after completion of the five-year service period, will recommend undergoing a “cooling off” period of two (2) years. After the cooling off period, the Company still wishes bring them back and limit their term pursuant to the new memorandum of another five (5) years.

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

(a) Resignation/Death/Removal

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

Name	Position	Date of Cessation	Reason
James B. Palit-Ang	Regular Director	November 25, 2014	Resignation due to some other pressing matters requiring his personal attention

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

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

Procedure	Process Adopted	Criteria
a. Selection/Appointment		
(i) Executive Directors	Nominated & Pre-screened by Nomination Committee/Elected	Ex-officio, competence & performance
(ii) Non-Executive Directors	Nominated & Pre-screened by Nomination Committee/Elected	• Capable of providing an independent and impartial view of the board's considerations and decisions while also identifying strongly with the company's affairs • Pragmatic and have the ability to compromise • Integrity, common sense, good judgment, tenacity and diplomacy
(iii) Independent Directors	Nominated & Pre-screened by Nomination Committee/Elected	• Have at least one (1) share of stock of the corporation • At least a college graduate or has sufficient management experience to substitute for such formal education or he shall be engaged or exposed to the business of the corporation for at least five (5) years • He shall be twenty on (21) years old up to seventy (70) years old, however, due to consideration shall be given to qualified independent directors up to the age of eighty (80) • He shall have been proven to possess integrity and probity • He shall be assiduous

Procedure	Process Adopted	Criteria
b. Re-appointment		
(i) Executive Directors	Election at Annual Stockholders' Meeting	One vote for one share (criteria same with Selection/Appointment)
(ii) Non-Executive Directors	Election at Annual Stockholders' Meeting	One vote for one share (criteria same with Selection/Appointment)
(iii) Independent Directors	Election at Annual Stockholders' Meeting	One vote for one share (criteria same with Selection/Appointment)
c. Permanent Disqualification – No Directors Who Permanently Disqualified		
(i) Executive Directors	Evaluated by the Board grounds for disqualification and vote by majority	Convicted by final judgment or order by a court or competent administrative body of any crime, offense of moral turpitude, offense punishable by imprisonment and such other offenses
(ii) Non-Executive Directors	Same process for executive directors	Same criteria for executive directors
(iii) Independent Directors	Same process for executive directors	Same criteria for executive directors • If becomes an officer, employee or consultant of the Corporation
d. Temporary Disqualification – No Directors Who Temporarily Disqualified		
(i) Executive Directors	Will be given sixty (60) business days from such disqualification to take appropriate action to remedy or correct the disqualification. If fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.	• Refusal to comply with the disclosure requirements of Securities Regulation Code and its implementing Rules & Regulation • Absence of more than 50% of all regular and special meetings of the Board • Dismissal or termination for cause as director of any public or listed corporation
(ii) Non-Executive Directors	Same process for executive directors	Same criteria for executive directors
(iii) Independent Directors	Same process for executive directors	• If equity ownership in the Corporation exceeds 2% of the subscribed capital stock • Same with criteria for executive directors
e. Removal – No Directors Removed from Office		
(i) Executive Directors	N/A	N/A
(ii) Non-Executive Directors	N/A	N/A
(iii) Independent Directors	N/A	N/A
f. Re-instatement – No directors re-instated into office		
(i) Executive Directors	N/A	N/A
(ii) Non-Executive Directors	N/A	N/A
(iii) Independent Directors	N/A	N/A
g. Suspension – No Directors Suspended		
(i) Executive Directors	N/A	N/A
(ii) Non-Executive Directors	N/A	N/A
(iii) Independent Directors	N/A	N/A

Voting Result of the last Annual General Meeting:

Name of Director	Votes Received
Renato B. Magadia	246,616,555 or 80.60%
Rogelio D. Garcia	246,616,555 or 80.60%
Ricardo M. Dela Torre	246,616,555 or 80.60%
Nestor S. Romulo	246,616,555 or 80.60%
Lamberto B. Mercado, Jr.	246,616,555 or 80.60%
Reno I. Magadia	246,616,555 or 80.60%
Miguel B. Varela	246,616,555 or 80.60%

5) Orientation and Education Program

- (a) Disclose details of the company's orientation program for new directors, if any.

No formal orientation program for new directors but each new incoming Board Member is given detailed briefing on the company's background by the CEO and/or other officers. Other Board members may also provide inputs about the company and various issues facing the company.

- (b) State any in-house training and external courses attended by Directors and Senior Management for the past three (3) years:

The Company, in coordination with other affiliated public companies organized an in-house training on Corporate Governance for all its directors last December 4, 2014 provided by Risk, Opportunities, Assessment and Management (ROAM), Inc. at Manila Pavillion, Ermita, Manila.

- (c) Continuing education programs for directors: programs and seminars and roundtables attended during the year:

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Renato B. Magadia	Dec.04, 2014	Corporate Governance Seminar	Risk Opportunity Assessment & Management (ROAM),Inc
Ricardo M. Dela Torre	Dec. 04, 2014	Corporate Governance Seminar	Risk Opportunity Assessment & Management (ROAM),Inc.
Rogelio D. Garcia	Dec. 04, 2014	Corporate Governance Seminar	Risk Opportunity Assessment & Management (ROAM),Inc.
Reno I. Magadia	Dec. 04,2014 Oct.21,2014	Corporate Governance Seminar Corporate Governance Forum	Risk Opportunity Assessment & Management (ROAM),Inc. SEC/ PSE/USAID/MBC
Nestor S. Romulo	Dec. 04, 2014	Corporate Governance Seminar	Risk Opportunity Assessment & Management (ROAM),Inc.
Lamberto B. Mercado, Jr.	Dec. 04, 2014	Corporate Governance Seminar	Risk Opportunity Assessment & Management (ROAM),Inc.
Miguel B. Varela	March 7, 2012 May 18, 2010 August 27, 2010	Tax Seminar; Joint Seminar of Philippine Chamber of Commerce, Inc. & Management Association of the Phils. Business & Opportunities in Cambodia Seminar Seminar on Canada Labor Requirements	Bureau of Internal Revenue Department of Trade & Industry Department of Trade & Industry

B. CODE OF BUSINESS CONDUCT & ETHICS

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

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	- Must openly disclose a potential, real or perceived conflict of interest - Do not vote on activities in which there is a conflict of interest	- To act at all times in the Company's best interests - Are not allowed to be involved in the decision making process if conflict of interest is present	- To act at all times in the Company's best interests - Are not allowed to be involved in the decision making process if conflict of interest is present
(b) Conduct of Business and Fair Dealings	- Should follow best practices and company policy - Must be on arm's-length terms and free of favorable treatment	Should follow best practices and company policy	Should follow best practices and company policy
(c) Receipt of gifts from third parties	- Must be avoided or terminated unless, after disclosure to the Board, is not harmful to the Company - Social amenities customarily associated with legitimate business relationships are permissible (lunch, dinner or occasional gifts of modest value)	- Must be avoided or terminated - To act at all times in the Company's best interests	- Must be avoided or terminated - To act at all times in the Company's best interests
(d) Compliance with Laws & Regulations	Must adhere and commit to meeting high ethical standards to comply with all applicable laws & regulations	Must adhere and commit to meeting high ethical standards to comply with all applicable laws & regulations	Must adhere and commit to meeting high ethical standards to comply with all applicable laws & regulations
(e) Respect for Trade Secrets/Use of Non-public Information	Discourage from using such information	Discourage from using such information	Discourage from using such information
(f) Use of Company Funds, Assets and Information	Regulated through Manual on Corporate Governance and related Company Policies and Procedures Manual	Regulated by Company Policies and Procedures Manual	Regulated by Company Policies and Procedures Manual and Employee Handbook
(g) Employment & Labor Laws & Policies	Meet at least the minimum criteria set by the labor authorities	Meet at least the minimum criteria set by the labor authorities	Meet at least the minimum criteria set by the labor authorities
(h) Disciplinary action	Based on Manual on Corporate Governance	Based on Company Policies and Procedures Manual	Based on Company Policies and Procedures Manual and Employee Handbook
(i) Whistle Blower	No formal company policy	Based on Company Policies and Procedures Manual	Based on Company Policies and Procedures Manual and Employee Handbook
(j) Conflict Resolution	Based on Manual on Corporate Governance	Based on Company Policies and Procedures Manual	Based on Company Policies and Procedures Manual and Employee Handbook

- 2) *Has the code of ethics or conduct been disseminated to all directors, senior management and employees?*

Rules and procedures of the company have been disseminated to senior management and employees. Directors are furnished copies of Manual on Corporate Governance for guidance.

- 3) *Discuss how the company implements and monitors compliance with the code of ethics or conduct.*

The Company has an annual review of the directors, senior management and employees' performance. It also conducts general assembly to re-orient employees and review them on the implementing code of conduct and business ethics of the company. Any infringement of the rules & regulation are reported to appropriate level of management and suitable action is taken within the bounds of law and guidance of the policies and procedures manual of the company.

4) *Related Party Transactions*

(a) Policies and Procedures

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

Related Party Transactions	Policies and Procedures
(1) Parent Company	All related party transactions especially those involving material interest must be reviewed and approved by audit committee. Such transactions have to be on arm's-length basis and supported by documents for recording.
(2) Joint Ventures	All related party transactions especially those involving material interest must be reviewed and approved by audit committee. Such transactions have to be on arm's-length basis and supported by documents for recording.
(3) Subsidiaries	All related party transactions especially those involving material interest must be reviewed and approved by audit committee. Such transactions have to be on arm's-length basis and supported by documents for recording.
(4) Entities Under Common Control	All related party transactions especially those involving material interest must be reviewed and approved by audit committee. Such transactions have to be on arm's-length basis and supported by documents for recording.
(5) Substantial Stockholders	All related party transactions especially those involving material interest must be reviewed and approved by audit committee. Such transactions have to be on arm's-length basis and supported by documents for recording.
(6) Officers including spouse/children/siblings/parents	All related party transactions especially those involving material interest must be reviewed and approved by audit committee. Such transactions have to be on arm's-length basis and supported by documents for recording.
(7) Directors including spouse/children/siblings/parents	All related party transactions especially those involving material interest must be reviewed and approved by audit committee. Such transactions have to be on arm's-length basis and supported by documents for recording.
(8) Interlocking director relationship of Board of Directors	Directors involved must notify the Board of any related party transactions subject to review and evaluation of the audit committee.

(b) *Conflict of Interest*

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

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

	Details of Conflict of Interest (Actual or Probable)
Name of Directors	No conflict of interest noted
Name of Officers:	No conflict of interest noted
Name of Significant Shareholders: Misons Industrial & Development Corp.	The company is billed for the administrative expense for the share in the expense of the office of Chairman/President

(ii) *Mechanism*

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

	Directors/Officers/Significant Shareholders
Company	The Company recognized the significance of a whistle blower policy. Any detection of possible conflict of interest should be notified and reported to appropriate level of management (Board of Directors) and resolved within the Board.
Group	The Company recognized the significance of a whistle blower policy. Any detection of possible conflict of interest should be notified and reported to appropriate level of management (Board of Directors) and resolved within the Board.

5) *Family, Commercial and Contractual Relations*

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

Name of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
N/A	N/A	N/A

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

Name of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
N.A.	N.A.	N.A.

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

No such shareholders agreements in place that may impact on the control, ownership and strategic direction of the company

Name of Shareholders	% of Capital Stock Affected (Parties)	Brief Description of the Relationship
N.A.	N.A.	N.A.

6) Alternative Dispute Resolution

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

	Alternative Dispute Resolution System
Corporation & Stockholders	No conflicts or differences occurred for the last three (3) years
Corporation & Third Parties	No conflicts or differences occurred for the last three (3) years
Corporation & Regulatory Authorities	No conflicts or differences occurred for the last three (3) years

The Company has not had disputes in the last three (3) years with the stockholders, third parties or regulatory parties. Though there is no formal alternative dispute resolution in place, the Company adheres to the observation of due process in resolving conflict. In case of significant matters, the Company will opt to seek external advice (legal, independent parties, etc.)

C. BOARD MEETINGS & ATTENDANCE

- 1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

Regular meetings of the Board of Directors are held as needed. The Company generally decides on these meetings a few weeks in advance of the date these take place rather than pre-scheduling before or at the beginning of the year.

- 2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Renato B. Magadia	12/19/2014	4	4	100
Member	Reno I. Magadia	12/19/2014	4	4	100
Member	Ricardo M. Dela Torre	12/19/2014	4	4	100
Member	Lamberto B. Mercado Jr.	12/19/2014	4	4	100
Member	Nestor S. Romulo	12/19/2014	4	4	100
Independent	Rogelio D. Garcia	12/19/2014	4	4	100
Independent	Miguel B. Varela	12/19/2014	4	1	25

- 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times? **No**
- 4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

As per Corporation's By-Laws, a majority of the number of directors constitutes a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at the meeting at which there is a quorum is valid as a corporate act except for the election of officers which requires the vote of a majority of all the members of the Board.

5) Access to Information

- (a) *How many days in advance are board papers for board of directors meetings provided to the board?*

Generally, all the board papers are sent a week in advance of the meeting.

- (b) *Do board members have independent access to Management and the Corporate Secretary?*

Yes, they do (personally, and via telephone/mobile, e-mail and fax transmission)

- (c) *State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc.?*

The Corporate Secretary shall be the custodian of and shall maintain the corporate books and record and shall be the recorder of the Corporation's formal actions and transactions. His/Her specific duties include recording the minutes and transactions of all meetings of the directors and the stockholders; to keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books; to keep corporate seal and affix it to all papers and documents requiring a seal and to attest by his signature all corporate documents requiring the same; to attend to the giving and serving of all notices of the Corporation and assists the Chairman in preparing the agenda; to certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations; and to act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote.

Yes, the function of the Corporate Secretary includes assisting in the preparation of the agenda of the meetings. Being a lawyer, the Corporate Secretary also counsels and advises the Board on the proper steps and legal implications of taking certain corporate actions such as shares issuances and other forms of exercise of corporate powers. He/She ensures that the Board and the members of senior management have the proper advice in the discharge of their duties to the corporation and the stockholders.

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

The Company's corporate secretary is a lawyer. He is currently a partner in a law firm.

- (e) *Committee Procedures*

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

Yes

☒

No

☐

Committee	Details of the procedures
Executive	No such committee
Audit	Management will notify the members of the committee of any material matters that need to be addressed by the committee. Outline of the agenda will be send through e-mail, fax transmission or sending hard copies to their offices.
Nomination	Any vacancies on the board seat are addressed by this committee. Management provides information with regards to qualifications and professional background of nominees to members of this committee for pre-screening and recommendation on the next meeting of the board.
Remuneration	Copies of presentation and outline of agenda are provided by management to members of this committee.
Others (specify)	No other committees

6) External Advice

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

Procedures	Details
No formal procedure but members can ask for external advice	External advice not requested in the past

7) Change/s in existing policies

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

Existing Policies	Changes	Reason
Not applicable	No changes made	Not applicable

D. REMUNERATION MATTERS

1) Remuneration Process

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

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Based on section 13 of corporation's By-Laws (as amended). Remuneration should be determined by the Board of Directors considering the corporation's culture, industry standards and control environment.	Based on section 13 of corporation's By-Laws (as amended). Remuneration should be determined by the Board of Directors upon recommendation of the CEO/President.
(2) Variable remuneration	Not provided	Not provided
(3) Per diem allowance	CEO/President who is also a director shall receive a per	Based on recommendation of CEO/President in cooperation

	diem allowance for his attendance at each meeting of the Board based on section 8 of corporation's By-Laws (as amended).	with Compensation Committee.
(4) Bonus	Based on annual profitability	Based on annual profitability
(5) Stock options and other financial instruments	Not provided	Not provided
(6) Others (specify)	Not provided	Not provided

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

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

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Executive Directors	As determined by the Board and recommendation of Compensation Committee	Basic pay, performance bonus depending on company profitability	Compensation package as determined by the Compensation Committee less corresponding withholding taxes.
Non-Executive Directors	As determined by the Board and recommendation of Compensation Committee	Nominal amount of per diem during attendance in meetings.	Compensation package as determined by the Compensation Committee less corresponding withholding taxes.

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

Remuneration Scheme	Date of Stockholders' Approval
Not presented to stockholders	Not applicable

3) Aggregate Remuneration

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

Remuneration Item	Executive Directors	Non-executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	-0-	20,000.00	-0-
(b) Variable Remuneration	-0-	-0-	-0-
(c) Per diem allowance	-0-	-0-	40,000.00
(d) Bonuses	-0-	-0-	-0-
(e) Stock options and/or other financial instruments	-0-	-0-	-0-
(f) Others (specify)	-0-	-0-	-0-
Total	-0-	20,000.00	40,000.00

Due to continued losses suffered by the company, other forms of compensation have been suspended.

Other Benefits	Executive Directors	Non-executive Directors (other than independent directors)	Independent Directors
(g) Fixed Remuneration	No other benefits provided	No other benefits provided	No other benefits provided
(h) Variable Remuneration	No other benefits provided	No other benefits provided	No other benefits provided
(i) Per diem allowance	No other benefits provided	No other benefits provided	No other benefits provided
(j) Bonuses	No other benefits provided	No other benefits provided	No other benefits provided
(k) Stock options and/or other financial instruments	No other benefits provided	No other benefits provided	No other benefits provided
(l) Others (specify)	No other benefits provided	No other benefits provided	No other benefits provided
Total	Not applicable	Not applicable	Not applicable

4) Stock Rights, Options and Warrants

(a) Board of Directors

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

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of equivalent shares	Total % from Capital Stock
N/A	N/A	N/A	N/A	N/A

(b) Amendments of Incentive Programs

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

Incentive Program	Amendments	Date of Stockholders' Approval
N/A	N/A	N/A

5) Remuneration of Management

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

Name of Officer/Position	Total Remuneration
None	None

E. BOARD COMMITTEES

1) Number of Members, Functions and Responsibilities

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

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-Executive Directors (NED)	Independent Director (ID)				
Executive	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Audit	1	1	1	Develop a transparent financial management system	Review all financial reports against its compliance	Perform oversight financial management functions	Pre-approve all audit plans and scope of work and issuance of audit reports
Nomination	1	1	1	Attract personnel that can act as guides to the company's expansionary prospects	Pre-screen & shortlist candidates	Review and evaluate the qualifications of all persons nominated to the Board	Decide if candidates possess the right qualifications & can be elected to the Board
Remuneration	1	1	1	Compensate competent personnel adequately to retain their services	Establish procedures to develop policy on remuneration of directors and officers	Provide oversight over remuneration of senior management & other key personnel to ensure that their compensation is consistent with the corporation's culture, strategy and the business environment in which it operates	Designate amount of remuneration to attract and retain personnel
Others (specify)	N/A	N/A	N/A	N/A	N/A	N/A	N/A

2) Committee Members

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ED)	Renato B. Magadia	N/A	1	1	100	15 years
Member (ED)	Nestor S. Romulo	N/A	1	1	100	10 years
Member (NED)	Lamberto B. Mercado, Jr.	N/A	1	1	100	0.5 yrs

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Renato B. Magadia	Dec.19,2014	1	1	100	15 years
Member (NED)	Ricardo M. Dela Torre	Dec.19,2014	1	1	100	9 years
Member (ID)	Rogelio D. Garcia	Dec.19,2014	1	1	100	0.5 mos.

Disclose the profile or qualifications of the Audit Committee members.

Mr. Magadia, 76 years old, Filipino, is a Certified Public Accountant and has been the Chairman of the Board and Audit Committee since 1999. He holds a Bachelors Degree in Business Administration from University of the Philippines. With extensive business experience and knowledge, Mr. Magadia is capable of giving independent view about the company's internal control processes and can give unbiased audit decisions.

Mr. Dela Torre, 72 years old, is also a Certified Public Accountant and holds a degree in Accounting from Ateneo de Naga, Philippines. He took up his Masters in Business Management from Asian Institute of Management, Philippines and an Advance Management Program from Asian Institute of Management, Indonesia. He serves on the Boards of several companies, including banking institutions, insurance, investment and holding companies. His extensive business management skills contribute to the decision making and guidance for complying with the accounting and auditing standards.

Mr. Garcia, 76 years old, holds a law degree from University of the Philippines. He is currently the Chairman of another two public companies, Forum Pacific, Inc. and Wellex Industries, Inc. He seats on the board of other companies ranging from hotels, holding/investment companies, mining, etc. With two public accountants in the committee, his insight in law contributes to the well-guided compliance of the company with the applicable laws, rules and regulations.

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

Prior to the commencement of the external audit, Audit Committee discuss with the external auditors the nature, scope and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts. The committee performs oversight functions over the corporation's internal and external auditors. It ensures that the internal and external auditors act independently from each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions. The committee review reports submitted by the internal and external auditors. It also evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the corporation's overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the corporation's annual report.

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Renato B. Magadia	Dec.19,2014	1	1	100	15 years
Member (ID)	Miguel B. Varela	Dec.19,2014	1	1	100	0.5 mos.
Member (ED)	Nestor S. Romulo	Dec.19,2014	1	1	100	0.5 mos.

(d) Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Reno I. Magadia	Dec.19,2014	1	1	100	5 years
Member (ID)	Rogelio D. Garcia	Dec.19,2014	1	1	100	0.5 mos.
Member (ED)	James B. Palit-Ang	Dec.19,2014	1	1	100	0.5 years

(e) Others (specify)

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	N/A	N/A	N/A	N/A	N/A	N/A
Member (ED)	N/A	N/A	N/A	N/A	N/A	N/A
Member (NED)	N/A	N/A	N/A	N/A	N/A	N/A
Member (ID)	N/A	N/A	N/A	N/A	N/A	N/A
Member	N/A	N/A	N/A	N/A	N/A	N/A

3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the change:

Name of Committee	Name	Reason
Executive	Not applicable	Not applicable
Audit	Reno I. Magadia	Replaced by Mr. Rogelio D. Garcia due to company policy to elect at least one independent director on each committee.
Nomination	Reno I. Magadia	Replaced by Mr. Miguel B. Varela due to company policy to elect at least one independent director on each committee.
Remuneration	Renato B. Magadia	He already holds chairmanships in two committees. He was replaced by Mr. Rogelio D. Garcia
Others (specify)	Not applicable	Not applicable

4) Work Done and Issues Addressed

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

Name of Committee	Work Done	Issues Addressed
Executive	Not applicable	Not applicable
Audit	Approval of the audited financial statements	Review of the unfiled reports for the years 2007 – 2013. Discussed and recommended actions for the petition to lift trading suspension in PSE. Assessed and discussed to the Board financial status and outstanding obligations of the company.
Nomination	Considered antecedents of people nominated for the positions	Nominate competent members only
Remuneration	Considered financial condition of the company in connection with providing remuneration to directors and officers	Capability of the company to provide escalated amount of remuneration to directors and officers based on company financial condition
Others (specify)	Not applicable	Not applicable

5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues Addressed
Executive	Not applicable	Not applicable
Audit	Will conduct discussions with regulatory bodies for all reports not filed and	Conditions of PSE to process the petition to lift trading suspension is to file first all the

	possible settlement of fines and penalties corresponding to those reports.	structured reports from year 2007 – 2013; Amount of fines and penalties to be paid.
Nomination	Will continue review & evaluation of qualifications of all nominees	Term limit of independent directors & pre-screen of qualifications of new nominees
Remuneration	Will establish check and balance procedure in providing remuneration package to directors and officers	Capability of the company to provide escalated amount of remuneration to directors and officers based on company financial condition
Others (specify)	Not applicable	Not applicable

F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

Risk management is a fundamental part of the Company's business strategy and effective corporate governance. The Company adopts a risk philosophy aimed at maximizing business opportunities and minimizing adverse outcomes, thereby enhancing shareholder value by balancing risk and reward.

(b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;

The Company's risk management is coordinated with the Board of Directors, and focuses on actively securing the short-term cash flows by minimizing the exposure to financial markets. The Board have reviewed the effectiveness of the risk management system and satisfied itself on its adequacy.

(c) Period covered by the review – current year 2014

(d) How often the risk management system is reviewed and the director's criteria for assessing its effectiveness;

The Board reviews the risk management system annually simultaneous with the on-going audit of financial statements. The Board uses different approach in assessing effectiveness of various risk areas such as: gearing ratio for capital risk, carrying amount of financial assets for credit risk, ratio of cash to current liabilities for liquidity ratio, etc.

(e) Where no review was conducted during the year, an explanation why not.

The Board had conducted review annually.

2) Risk Policy

(a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Credit Risk	This risk is managed on a group basis. It arises from cash, trade and other receivables and advances to affiliates and subsidiaries.	To maintain a strong credit rating and be able to meet financial obligations as they fall due

	Cash – deposit its cash balance in a commercial and universal bank to minimize credit risk exposure. Trade and receivables – assess for indicators of impairment by reviewing the age of accounts Advances to affiliates and stockholders – continue review for any legally enforceable right to offset with liabilities with the expressed intention of the borrower to settle on a net basis.	
Capital Risk	Monitor capital on the basis of the gearing ratio (net debt divided by total capital). Keep the gearing ratio below 50%	To safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for stockholders and maintain an optimal capital structure to reduce the cost of capital.
Liquidity Risk	Regularly monitoring cash position	Be able to meet financial obligations as they fall due

(b) Group

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Credit Risk	This risk is managed on a group basis. It arises from cash, trade and other receivables and advances to affiliates and subsidiaries. Cash – deposit its cash balance in a commercial and universal bank to minimize credit risk exposure. Trade and receivables – assess for indicators of impairment by reviewing the age of accounts Advances to affiliates and stockholders – continue review for any legally enforceable right to offset with liabilities with the expressed intention of the borrower to settle on a net basis.	To maintain a strong credit rating and be able to meet financial obligations as they fall due
Capital Risk	Monitor capital on the basis of the gearing ratio (net debt divided by total capital). Keep the gearing ratio below 50%	To safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for stockholders and maintain an optimal capital

		structure to reduce the cost of capital.
Liquidity Risk	Regularly monitoring cash position	Be able to meet financial obligations as they fall due

(c) Minority Shareholders

Indicate the principal risk of the exercise of controlling shareholders' voting power.

Risk to Minority Shareholders
All shareholders have one vote per share; so minority shareholders voting power is not truncated

3) Control System Set Up

(a) Company

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Credit risk	May not have a good credit ratings when planning to apply for bank loan and join government projects	This risk is managed on a group basis. It arises from cash, trade and other receivables and advances to affiliates and subsidiaries. Cash – deposit its cash balance in a commercial and universal bank to minimize credit risk exposure. Trade and receivables – assess for indicators of impairment by reviewing the age of accounts Advances to affiliates and stockholders – continue review for any legally enforceable right to offset with liabilities with the expressed intention of the borrower to settle on a net basis.
Liquidity Risk	The Company will not be able to meet its financial obligations as they fall due.	Regularly monitoring cash position Maintaining adequate reserves, banking facilities and reserve borrowing facilities Monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities
Capital Risk	The Company will not be able to continue as a going concern and unable to maintain its strong credit rating and healthy capital ratios	Monitoring capital on the basis of gearing ratio and keeping it below 50% as proportion to net debt to capital. Profiles for capital ratios are set in the light of changes in the Company's external environment and the risks underlying the Company's business operations and industry.

(b) Group

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Credit risk	May not have a good credit ratings when planning to apply for bank loan and join government projects	This risk is managed on a group basis. It arises from cash, trade and other receivables and advances to affiliates and subsidiaries. Cash – deposit its cash balance in a commercial and universal bank to minimize credit risk exposure. Trade and receivables – assess for indicators of impairment by reviewing the age of accounts Advances to affiliates and stockholders – continue review for any legally enforceable right to offset with liabilities with the expressed intention of the borrower to settle on a net basis.
Liquidity Risk	The Group will not be able to meet its financial obligations as they fall due.	Regularly monitoring cash position Maintaining adequate reserves, banking facilities and reserve borrowing facilities Monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities
Capital Risk	The Group will not be able to continue as a going concern and unable to maintain its strong credit rating and healthy capital ratios	Monitoring capital on the basis of gearing ratio and keeping it below 50% as proportion to net debt to capital. Profiles for capital ratios are set in the light of changes in the Group's external environment and the risks underlying the Group's business operations and industry.

(c) Committee

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee/Unit	Control Mechanism	Details of its Functions
Audit Committee	Oversight control Financial reporting control	Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk of the corporation including regular receipt from Management of information on risk exposures and risk management activities. Monitor and evaluate the adequacy and effectiveness of corporation's internal control system including financial reporting control and information technology security

G. INTERNAL AUDIT AND CONTROL

1) Internal Control System

Disclose the following information pertaining to the internal control system of the company:

(a) Explain how the internal control system is defined for the company;

Internal controls encompasses a set of rules, policies and procedures the Company implements to provide reasonable assurance that its financial reports are reliable, its operations are effective and efficient and its activities comply with applicable laws and regulations.

(b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;

The Board of Director reviewed the effectiveness of internal control system at regular meetings or at such frequency as needed and satisfied itself on its effectiveness and adequacy.

(c) Period covered by the review – current year 2014

(d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system

The Board of Director reviewed the effectiveness of internal control system at regular meetings or at such frequency as needed using criteria such as control activities, information and communication system and monitoring.

(e) Where no review was conducted during the year, an explanation why not.

There was a review conducted by the Board of Directors

2) Internal Audit

(a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting Process
To provide the Board, senior management and stockholders with reasonable assurance that its key organizational and procedural controls are effective, appropriate and complied with.	Nature and complexity of business and the business culture; volume, size and complexity of transactions; degree of risks; degree of centralization and delegation of authority; extent and effectiveness of information technology; extent of regulatory compliance	In-house internal audit function	Angelika L. Bermundo	Internal Auditor shall report to the Audit Committee. She should submit to the Audit Committee and Management an annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee.

- (b) *Do the appointment and/or removal of the Internal Auditor or the accounting/auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee?*

Yes. It requires approval of the Audit Committee.

- (c) *Discuss the internal auditor's reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel?*

The Internal Auditor shall report to the Audit Committee. Also, the Internal Auditor should submit to the Audit Committee and Management an annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee.

Yes. The internal auditor has a direct and unfettered access to the board, audit committee and to all records, properties and personnel.

- (d) **Resignation, Re-assignment and Reasons**

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reasons
None	N/A

- (e) **Progress against Plans, Issues, Findings and Examination Trends**

State the internal audit's progress against plans, significant issues, significant findings and examination trends.

Progress Against Plans	The audits undertaken are based on the annual internal audit plan approved by the audit committee. Variations to the plan can occur but need to be considered with and agreed by the audit committee. Focus of audit for the current year 2014 was on the review of the status of the Company's operations and management plan and the assessment of risks the Company are exposed to such as credit, liquidity and capital risk. Respondents include legal and executive management, accounting and treasury department. Notice to conduct audit and list of audit requirements (documents, accounting books, survey forms, etc.) were sent to department heads two weeks before the actual conduct of the audit. Audit was completed and report was issued to Audit Committee on its meeting on October 10, 2014.
Issues	Compliance with applicable laws and regulations Liquidity and Capital Risk Management plans
Findings	The company is exposed to liquidity and capital risk. Liquidity risk refers to the risk that the Company will not be able to meet its financial obligation as they fall due. Capital risk, on the other hand, refers to risk that the Company will not be able to continue as a going concern and maintains its strong credit rating and healthy capital ratios to support its business and maximize shareholder value. The company entered into Settlement Agreement with parties involved in the acquisition of Bataan Polyethylene Corp. to resolve fully and finally the dispute arising from the acquisition transactions. As a result of the foregoing settlement, the arbitration tribunal issued on October 2, 2014 an order for withdrawal of the arbitration case (under the United Nations Commission on International Trade Law Rules of Arbitration), which were earlier filed by the parties

	due to the dispute arising from their various agreements. The company has not filed its 2007 to 2013 annual and quarterly reports to SEC and PSE due to the pending case stated above. Finally, the company has caused its reports to be filed last November 19, 2014 after the order for withdrawal of the arbitration case was issued on October 2, 2014.
Examination Trends	Inspection of documents, accounting books, quarterly reports and letter correspondences were conducted. Identified audit procedures applicable on those auditable areas. Quantitative analysis and comparison of year-to-year figures were made. Material findings and significant exceptions were noted. Internal audit report normally includes audit comment and findings, risk and weaknesses and audit suggestions/recommendations to address such weaknesses.

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of pervasive issues and findings ("examination trends") based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.]

(f) Audit Control Policies and Procedures

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column "Implementation".

Policies & Procedures	Implementation
Delivering reports to management timely	Implemented
Periodic audits by an internal auditor to access operations and to ensure compliance of rules and regulations	Implemented; with exceptions noted (e.g. not in compliance with disclosure requirements of SEC)
Properly securing cash and checks within a department	Implemented
Restricting access to sensitive, private, or confidential data to authorized individuals by using password/PIN	Implemented
Procedures in safeguarding assets	Implemented

(g) Mechanism and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
The external auditor of the Corporation shall not at the same time provide it with services of an internal auditor. The Corporation shall ensure that other non-audit work shall not be in conflict with the functions of the external auditor	All requested information are provided; the Company does not interfere in influencing analysts conclusions. Restricted by the company from trading in the company's shares	All requested information are provided; the Company does not interfere in influencing banks' conclusions	Have not hired any rating agencies in the past

- (h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such information must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

Undertaking

The Chairman, president, compliance officer and two independent directors are attesting that the Company complied with the SEC Code of Corporate Governance. They confirmed that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure compliance.

H. ROLE OF STAKEHOLDERS

- 1) Disclose the company's policy and activities relative to the following:

	Policy	Activities
Customers' welfare	Deal with queries and service requests promptly, efficiently and courteously Respond to service/product issues and complaints fully and transparently Publish clear and helpful information about the product/service offered/provide	Providing accurate data on market price of company's share
Supplier/ contractor selection practice	Treat all contractor/supplier equally and based selection on the proposal provided	If fully operational, source of equipment needed in the exploration process. Selection of stock broker for the management of company's various investments in stock.
Environmentally friendly value-chain	Achieve consistently high standards of behavior towards the society and the environment	Consideration of the environment when exploration of mining sites will pursue. Compliance on obtaining permits from regulatory bodies.
Community interaction	Sensitively deal with issued related to the public interest and	Donate to different organizations financial

	participate in activities that are beneficial to communities and environment.	assistance to support their programs
Anti-corruption programmes and procedures	Implement transparency and integrity in all transactions	Preventing factors that prevent transparency and feed corruption
Safeguarding creditors' rights	Avoid dishonest actions or any actions that may infringe upon the rights or creditors as established by law or through mutual agreements	Meet financial and other covenants set by creditors

- 2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?

The annual report of the company generally states its corporate responsibility or sustainability. It doesn't have separate detailed report.

- 3) Performance-enhancing mechanisms for employee participation.

- (a) What are the company's policy for its employees' safety, health and welfare?

The Group adopted Republic Act No. 7641 as its arrangement to provide retirement benefits to all its regular employees. In case of retirement, employees shall be entitled to receive such retirement benefits as may have been earned under existing laws. Management believes that the defined benefit obligation computed using the provisions of R.A. 7641 is not materially different with the amount computed using the projected unit credit method as required under PAS 19, Employee Benefits. The Group should also provide such other benefits as mandated by the labor laws such as SSS, Philhealth and HDMF contributions to its employees.

- (b) Show data relating to health, safety and welfare of its employees.

Total amount of SSS, Philhealth, HDMF and health card premiums paid for the year was P61,124.

- (c) State the company's training and development programmes for its employees. Show the data.

The Company has an orientation program for all new employees conducted by the Human Resources personnel. Employees' team building activities was done for the year 2014 in Laiya, Batangas and the company spent P7,458.00 for the training expenses. The Company also sponsor registration fees for seminars employees attended for continuing professional education such as Tax Seminar conducted by the BIR and disclosures seminar by the Philippine Stock Exchange.

- (d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.

The company's compensation policy is based on the firm's profitability.

- 4) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behavior? Explain how employees are protected from retaliation.

The company encourages employees to report any illegal behavior and practices to the supervisors as soon as they come to their notice. All justified complaints are handled with all seriousness and promptly investigated and acted upon.

I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

(a) Holding 5% shareholding or more

Title of Class	Name, address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	% of total o/s shares
Common	Creston Global Limited, C/o #9 cardinal St., St. Dominic Subd., Bahay Toro, Congressional Ave., Quezon City (1 st major stockholder)	John Torres Authorized Signatory (designated representative)	British	56,378,388	18.42%
Common	PCD Nominee Corp. 37F Tower 1, The Enterprise Center, 6766 Ayala Avenue cor. Paseo de Roxas, Makati City (2 nd major stockholder)	PCD Participants and their clients (see schedule A)	Filipino	42,945,232	14.03%
Common	Chesa Holdings, Inc. Unit 401 Joy Bldg., Brgy. Balingasa Quezon City (3 rd major stockholder)	Perlie Alpuerto Corporate Treasurer (Designated representative)	Filipino	40,500,000	13.23%
Common	Pacific Wide Realty & Development Corp. Unit 401 Joy Bldg., Brgy. Balingasa, Quezon City (4 th major stockholder)	Chona S. Chua Corporate Treasurer (Designated representative)	Filipino	31,498,000	10.29%
Common	Forum Holdings Corp. Unit 401 Joy Bldg., Brgy. Balingasa, Quezon City (5 th major stockholder)	Ellen T. Balunsat – Corporate Treasurer (Designated representative)	Filipino	27,875,000	9.11%
Common	Misons Industrial and Development Corp. Unit 2002 20/F Antel 2000 Corporate Center 121 Valero St., Salcedo Village, Makati City (6 th major stockholder)	Renato B. Magadia Chairman (Designated Representative)	Filipino	22,000,000	7.19%
Common	Pacific Concorde Corporation Suite 506 Diplomat Condo, Roxas Blvd., Pasay City (7 th major stockholder)	Irene F. San Roque Corporate Treasurer (Designated Representative)	Filipino	15,833,408	5.17%

¹Schedule A. The clients of each company have the power to decide how their shares are to be voted

Schedule A

PCD Nominee	No. of Shares Held	%
Class A		
1. BPI Securities Corporation	2,278,900	0.74%
2. Papa Securities Corporation	2,104,916	0.69%
3. Westlink Global Equities, Inc.	1,755,750	0.57%
4. Quality Investments & Securities Corporation	1,172,922	0.38%
5. AB Capital Securities, Inc.	887,488	0.29%
6. Maybank ATR Kim Eng Securities, Inc.	881,536	0.29%
7. Mapfre Insular Insurance Corporation-Non Life	480,000	0.16%
8. RTG & Company, Inc.	444,000	0.15%
9. SB Equities, Inc.	354,750	0.12%
10. Abacus Securities Corporation	325,395	0.11%
11. Others	5,492,752	1.80%
Class B		
1. Quality Investments & Securities Corporation	8,976,929	2.93%
2. Westlink Global Securities, Inc.	1,817,867	0.59%
3. AB Capital Securities, Inc.	1,660,019	0.54%
4. Papa Securities, Inc.	1,648,103	0.54%
5. Tower Securities, Inc.	1,011,500	0.33%
6. SB Equities, Inc.	934,100	0.31%
7. Maybank ATR Kim Eng Securities, Inc.	915,875	0.30%
8. Standard Chartered Bank	750,000	0.24%
9. Abacus Securities Corporation	749,928	0.24%
10. Evergreen Stock Brokerage & Sec., Inc.	725,000	0.24%
11. Others	7,577,502	2.47%
TOTAL	42,945,232	14.03%

Security Ownership of Directors and Management

Title of Class	Name of Director (Directors & Management)	Number of Direct shares	Number of Indirect Shares/Trough (name of record owner)	Citizenship	% of Capital Stock
Common	Renato B. Magadia	125,010 (direct)	-	Filipino	0.041%
Common	Reno I. Magadia	100 (direct)	-	Filipino	0.000%
Common	Nestor S. Romulo	1 (direct)	-	Filipino	0.000%
Common	Lamberto B. Mercado Jr.	1 (direct)	-	Filipino	0.000%
Common	Rogelio D. Garcia	1 (direct)	-	Filipino	0.000%
Common	Ricardo M. Dela Torre	1 (direct)	-	Filipino	0.000%
Common	Miguel B. Varela	1 (direct)	-	Filipino	0.000%
All directors and Officers as a group		125,115			0.041%

2) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes

Details of whistle-blowing policy	No; included on the manual on corporate governance & company policy that are made available to public
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) or directors/commissioners	Yes
Training and/or continuing education programme attended by each director/commissioner	No; included on the manual on corporate governance
Number of board of directors/commissioners meeting held during the year	No but disclosed on the certificate of attendance filed to SEC & PSE
Attendance details of each director/commissioner in respect of meetings held	No but disclosed on the certificate of attendance filed to SEC & PSE
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

Should the Annual Report not disclose any of the above, please indicate reason for the non-disclosure.

- The details that are not part of the SEC Form 17-A are included in other disclosures or company documents that are made public

3) External Auditor's fee

Name of Auditor	Audit Fee	Non-audit Fee
Valdes, Abad & Associates, <i>Certified Public Accountants</i>	P320,000.00	-0-

4) Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

- Disclosures made to PSE & SEC. Formal request of specific report are addressed to the office of Corporate Secretary. The Company's website is currently undergoing maintenance to provide more information and updates.

5) Date of release of audited financial report: The Board of Directors reviewed, approved and authorized issuance of the audited financial statement for the year ended December 31, 2014 on _____; filed to SEC and disclosed to PSE on _____.

6) Company Website

Does the company have a website disclosing up-to-date information about the following?

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

Should the company any of the foregoing information be not disclosed, please indicate the reason thereto.

7) Disclosure of RPT

The Group, in the normal course of business, has transactions with related parties. The following are the specific relationship, amount of transaction, account balances and nature of the transaction for the year 2014.

RPT	Relationship	Nature	Value
Polymax Worldwide Limited	Special purpose entity	Asset held for sale. Advances for the purpose of acquiring the petrochemical plant of NPC Alliance Corporation in previous years.	₱ 960,441,200
Metro Combined Logistics Solutions, Inc.	Subsidiary	Receivable for the working capital requirements provided	₱ 500,000
The Wellex Group, Inc.	Affiliate; With common directors	Advances for the working capital requirements of the company	(₱ 22,491,481)
Acesite (Phils.) Hotel Corp.	Affiliate; With common directors	Payable for the salary of previous employee of the company	(₱ 6,239,732)
Waterfront Philippines, Inc.	Affiliate; With common directors & key management	Loans payable used on the acquisition of petrochemical plant in previous years.	(₱ 365,933,148)

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

The transactions related with related parties are undertaken on an arms-length basis, documented and implementation of check and balance procedures to protect stakeholders' interest. Periodic updates and review of transactions are made to determine collectability and commitments to obligations are addressed.

J. RIGHTS OF STOCKHOLDERS

1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

(a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its by-laws.

Quorum Required	Majority of capital stock must be present or represented
-----------------	--

(b) System Used to Approved Corporate Acts

Explain the system used to approve corporate acts.

System Used	Giving of notice; Presentation of proposed corporate act and opportunity for discussion/Q&A; Voting
Description	Stockholders are apprised of corporate acts requiring stockholder approval in the Notice and Agenda of Meeting and Information Statement; During the meeting itself, proposed corporate acts on which stockholder approval is sought are presented and explained to the stockholders, and questions/comments are solicited, received and entertained

(c) Stockholders' Right

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

Stockholders' Rights under The Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
No difference between the two codes	No difference between the two codes

Dividends

Declaration Date	Record Date	Payment Date
The Corporation have not declared and paid dividends for the last three years due to losses suffered.		

(d) Stockholders' Participation

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
At Annual Stockholders' meeting, a time is allotted for any questions, comments or concerns that the stockholders wanted to raise. The Company adopted question and answer portion for the clarification of issues.	Agenda of the meeting are included on the notice. The stockholders may voice out his/her queries to the Chairman of the Board and the management directly or write down his queries on a sheet of paper. Questions are reiterated for the knowledge of all present and answered by management verbally. The Chairman will ask if the stockholder satisfied himself with the answer and may welcome follow up questions. The Corporate Secretary will take down notes and include this on the minutes.

- 8) State the company policy of asking shareholders to actively participate in corporate decisions regarding:

- (a) Amendments of the company's constitution
- (b) Authorization of additional shares
- (c) Transfer of all or substantially all assets, which in effect results in the sale of the company

All the above crucial decisions are discussed and must be approved by the shareholders by vote. Before the annual meeting, notice being sent to stockholders in advance includes agenda so they can prepare to discuss these issues. If the management is proposing such changes, the shareholders have a right to vote with, or against it. The Company encourages shareholders' participation and continuously invites shareholders to regularly attend Annual Shareholders' Meeting or any Special Stockholders' Meeting duly called for, to review, consider and approve corporate acts stated above.

- 9) Does the company observe a minimum of 21 business days for giving out notices to the AGM where items to be resolved by shareholders are taken up? – **Yes**

- a. Date of sending out notices: **December 4, 2014**
- b. Date of the Annual/Special Stockholders' Meeting: **December 19, 2014**

Resolution	Approving	Dissenting	Abstaining
Approval of minutes of the September 15, 2006 Stockholders' Meeting	246,616,555 votes or 80.60%	No dissenting votes	No abstentions
Approval of Management Report and 2013 Audited Financial Statements	246,616,555 votes or 80.60%	No dissenting votes	No abstentions
Approval and ratification of the actions and proceedings taken by the Board of Directors and Corporate Officers regarding the BPC project	246,616,555 votes or 80.60%	No dissenting votes	No abstentions
Approval and ratification of the actions and proceedings taken by the Board of Directors and Corporate Officers since September 15, 2006	246,616,555 votes or 80.60%	No dissenting votes	No abstentions
Approval of the amendment of the Article III of the Articles of Incorporation (change of official business address)	246,616,555 votes or 80.60%	No dissenting votes	No abstentions
Election of 5 regular directors and 2 independent directors	246,616,555 votes or 80.60%	No dissenting votes	No abstentions
Appointment of Valdes, Abad and Associates, CPAs as External Auditors	246,616,555 votes or 80.60%	No dissenting votes	No abstentions

10) Date of publishing of the result of the votes taken during the most recent AGM for all resolutions

Result of the votes is not published but available for public view at the office of the corporate secretary; will start publishing on the next stockholders' meeting.

(e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reason for Modification
No modifications made	No modifications made

(f) Stockholders' Attendance

(i) Details of attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Name of Board Members/Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	Renato B. Magadia Reno I. Magadia Ricardo M. Dela Torre Miguel B. Varela Lamberto B. Mercado, Jr. Nestor S. Romulo Rogelio D. Garcia	December 19, 2014	Motion and Seconding; Solicitation of Objections	0.32%	80.24%	80.60%
Special	N/A	N/A	N/A	N/A	N/A	N/A

(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?

On the voting procedure adopted by the company on previous election (Motion & Seconding & Solicitation of Objections), counting and validation of votes is unnecessary. Should there be a voting by ballot, the external auditors, who are expected to attend the ASMs and SSMs (as necessary), shall be authorized to validate the votes.

(iii) Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

The corporation has two classes of registered security, Class A – Common Share and Class B – Common Share. Yes, common shares carry one vote for one share.

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

	Company's Policies
Execution and acceptance of proxies	Conformably with By-Laws, stockholders who cannot attend ASM/SSMs but wish to send a representative are required to execute written proxies which must be in the hand of the corporate secretary before the time set for the meeting.
Notary	Proxies are not required to be notarized
Submission of Proxy	All proxies must be in the hands of the secretary before the time set for the meeting.
Several Proxies	No company policy
Validity of Proxy	Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary. A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.
Proxies executed abroad	No company policy
Invalidated Proxy	No company policy
Validation of Proxy	The decision of the secretary on the validity of proxies shall be final and binding until set aside by a court of competent jurisdiction.
Violation of Proxy	No company policy

(h) Sending of Notices

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedure
Notices for regular or special meetings of stockholders shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject or motions or deliberations at such meeting, but may be waived, expressly or impliedly by any stockholder, in person, or by proxy, before or after the meeting.	Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mailing the notice at least two (2) weeks prior to the date of the meeting of each stockholder of record at his last known post office address or by publishing the notice in a newspaper of national circulation.

(i) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	818
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	December 4, 2014
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	December 4, 2014
State whether CD format or hard copies were distributed	All copies distributed are in CD format
If yes, indicate whether requesting stockholders were provided hard copies	Request for hard copies of report should be send to the office of Metro Alliance in writing address to the corporate secretary. Hard copies of the report are also available during the meeting

(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item	Yes
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	Yes
The auditors to be appointed or re-appointed.	Yes
An explanation of the dividend policy, if any dividend is to be declared.	Not disclosed since no dividend is to be declared
The amount payable for final dividends	N/A
Documents required for proxy vote.	N/A

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

2) Treatment of Minority Stockholders

(a) State the company's policies with respect to the treatment of minority stockholders.

Policies	Implementation
Recognize right of minority stockholders to influence Board composition by cumulative	Notice of Meeting/Information Statement expressly sets out procedure for cumulative

voting.	voting.
Allow nominations to the Board of Directors to come from minority stockholders	All nominations for members of the Board of Directors are accepted for screening and selection
Equal treatment of shareholders holding the same class of shares	One vote for one share is implemented

- (b) Do minority stockholders have a right to nominate candidates for board of directors?

Yes

K. INVESTORS RELATIONS PROGRAM

- 1) Discuss the company's external and internal communication policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.

Manual on corporate governance shall be available for inspection by any stockholders of the Corporation at reasonable hours on business days. All directors, executives, division and department heads are tasked to ensure the thorough dissemination of this manual to all employees and related third parties, and likewise enjoin compliance in the process. Communication process is reviewed annually and at such frequency as needed.

Reports and disclosures of major company announcements are reviewed by the executive management. Such disclosures shall be prepared and submitted to the regulatory bodies (SEC & PSE) through the Compliance Officer with the assistance of the Corporate Secretary.

- 2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.

	Details
(1) Objective	Aims to develop and maintain quality communication between the company and its various stakeholders
(2) Principles	Enable investors to make appropriate investment decisions
(3) Modes of Communications	Disclose information to PSE/SEC; communication lines are open to company stakeholders
(4) Investor Relations Officer	Renato B. Magadia; tel#706-7888

- 3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?

Name the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.

All major decisions or significant corporate acts to be taken have to be approved by the majority of the Board of Directors and the stockholders on special meeting, as necessary. Not every merger or acquisition had an independent third party providing a fairness opinion. In the event of the occurrence of such transactions, the management will compose a committee to evaluate all aspects in terms of financial (competent accountant for the transaction price), legal (lawyer & paralegal for documentation), etc. to ensure that the transactions to be entered are at the company's best interest.

L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Discuss any initiative undertaken or proposed to be undertaken by the company.

Initiative	Beneficiary
If the company's financial condition became stable, it wishes to donate financially to its chosen charities. As of now, the company will strive to become profitable again for the benefit of its management, employees, and stockholders and be of help to community. Hence, the company's staff gave a helping hand with the repacking of relief goods organized by the City Government of Valenzuela for the victims of typhoon Yolanda last 2012. Lines up of social responsibility activities for 2015 are in place in cooperation with fellow affiliated companies.	

M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
Board of Directors	Periodic self-appraisal	Board discussion and participation
Board Committees	Periodic self-appraisal	Meetings target by the committees
Individual Directors	Periodic self-appraisal	Attendance on board meetings; board discussion and participation
CEO/President	Periodic review of management & the CEO & President	Attainment of company objectives

N. INTERNAL BREACHES AND SANCTIONS

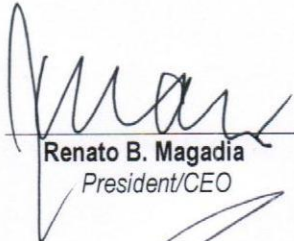
Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees.

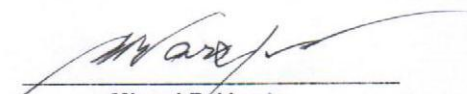
Violations	Sanctions
First offense	Reprimand
Second offense	Suspension
Third offense	Removal from office; termination

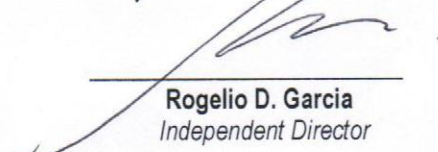
SIGNATURES

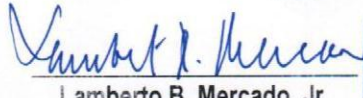
Pursuant to the requirement of the Securities and Exchange Commission, this **Annual Corporate Governance Report** is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Pasig on MAR 31 2015.


Renato B. Magadia
 Chairman of the Board


Renato B. Magadia
 President/CEO


Miguel B. Varela
 Independent Director

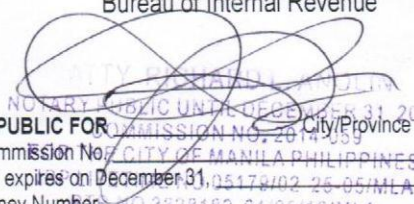

Rogelio D. Garcia
 Independent Director


Lamberto B. Mercado, Jr.
 Compliance Officer

Subscribed and sworn to before me this MAR 31 2015 day of MAR 31 2015, 2015, affiants exhibiting to me their Tax Identification Numbers, as follows:

Name	TIN	Issuer
1. Renato B. Magadia	100-942-390-000	Bureau of Internal Revenue
2. Rogelio D. Garcia	108-672-299-000	Bureau of Internal Revenue
3. Miguel B. Varela	108-673-290-000	Bureau of Internal Revenue
4. Lamberto B. Mercado, Jr.	136-012-428-000	Bureau of Internal Revenue

Doc No. 173
 Page No. 35
 Book No. 34
 Series of 5


NOTARY PUBLIC FOR City/Province
 Notarial Commission No. 2014-059
 Commission expires on December 31, 2015
 Roll of Attorney Number NO 33598
 PTR No. ROLL NO 33598
 IBP No. MCLE COMPLIANCE NO. IV-002385018/15/14
 Office Address: 2/F YMCA OF AMNILA BLDG
350 ANTONIO VILLEGAS ST
ERMITA MANILA TEL 525-05-86
EMAIL ADD atty.richardanolin@yahoo.com
TIN # 116-095-269-000

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

2	9	6									
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Company Name

M	E	T	R	O		A	L	L	I	A	N	C	E		H	O	L	D	I	N	G	S		&						
E	Q	U	I	T	I	E	S		C	O	R	P	.																	

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

3	5	T	H		F	L	R	.		O	N	E		C	O	R	P	O	R	A	T	E		C	E	N	T	R	E	
D	O	Ñ	A		J	U	L	I	A		V	A	R	G	A	S		C	O	R	.		M	E	R	A	L	C	O	
A	V	E	S	.		O	R	T	I	G	A	S		C	E	N	T	E	R		P	A	S	I	G					

Form Type

F	S	1	4
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Department requiring the report

C	F	D
---	---	---

Secondary License Type, If Applicable

--	--	--	--

COMPANY INFORMATION

Company's Email Address

rbmagadia@metroalliance.com

Company's Telephone Number/s

706-7888

Mobile Number

--

No. of Stockholders

818

Annual Meeting
Month/Day

Any Business Day in May

Fiscal Year
Month/Day

December/31

CONTACT PERSON INFORMATION

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

Name of Contact Person

Atty. Nestor S. Romulo

Email Address

nestor_romulo@yahoo.com

Telephone Number/s

706-7888

Mobile Number

--

Contact Person's Address

35Th Flr. One Corporate Center, Doña Julia Vargas Cor. Meralco Aves., Ortigas Center, Pasig City
--

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.

Metro Alliance Holdings & Equities Corp.

Financial Statements
December 31, 2014 and 2013

And

Independent Auditor's Report

Valdes Abad & Associates

certified public accountants

CJV Building
108 Aguirre Street
Legaspi Village, Makati City
Philippines
Branches: Cebu and Davao
PRC BOA Reg. No. 0314
SEC Reg. No. 0282-F

Telephone: (632) 892-5931-35
(632) 519-2105
Facsimile: (632) 819-1468
Email:
www.valdesabadcpas.com
valdes.abad.associates@gmail.com

Associate firm of
gmn
international

INDEPENDENT AUDITOR'S REPORT TO ACCOMPANYING FINANCIAL STATEMENTS FOR FILING WITH THE SECURITIES AND EXCHANGE COMMISSION

The Stockholders and the Board of Directors
METRO ALLIANCE HOLDINGS & EQUITIES CORP.
22nd Floor Citibank Tower
8741 Paseo de Roxas, Makati City

We have examined the financial statements of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.** for the year ended December 31, 2014, on which we have rendered the attached report dated April 14, 2015.

In compliance with SRC Rule 68, we are stating that the Company has seventy hundred eighty-nine (789) stockholder owning one hundred (100) or more shares each as of December 31, 2014.

VALDES ABAD & ASSOCIATES

For the firm:

Felicidad A. Abad
FELICIDAD A. ABAD

Partner

CPA Certificate No. 0025184

TIN No. 123-048-248-000

PTR No. 4755557- 01/06/2015

PRC – BOA Reg. No. 0314

Issued on March 6, 2013

Valid until December 31, 2015

SEC Accreditation No. 1356-A

Issued on September 19, 2013

Valid until September 18, 2016

BIR Accreditation No. 08-002126-001-2014

Issued on October 29, 2014

Valid until October 29, 2017



Makati City, Philippines
April 14, 2015

APR 15 2015

Valdes Abad & Associates

certified public accountants

CJV Building
108 Aguirre Street
Legaspi Village, Makati City
Philippines
Branches: Cebu and Davao
PRC BOA Reg. No. 0314
SEC Reg. No. 0282-F

Telephone: (632) 892-5931-35
(632) 519-2105
Facsimile: (632) 819-1468
Email:
www.valdesabadcpas.com
valdes.abad.associates@gmail.com

Associate firm of
gmn
international

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
METRO ALLIANCE HOLDINGS & EQUITIES CORP.
22nd Floor Citibank Tower
8741 Paseo de Roxas, Makati City

We have audited the accompanying Parent Company financial statements of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.**, which comprise the statements of financial position as of December 31, 2014 and 2013, and the statement of comprehensive income, statements of changes in equity, and the statement of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory notes. The accompanying Parent Company financial statements of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.**, as of and for the year ended December 31, 2013 were audited by other auditors whose report thereon dated October 10, 2014, expressed an unqualified opinion.

Management's Responsibility for the Parent Company Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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



APR 15 2015
APR 15 2015

Valdes Abad & Associates (VAA) is formerly known as Carlos J. Valdes & Associates (CJVA)

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.** as of December 31, 2014 and 2013, and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards.

Emphasis of a Matter

Without qualifying our opinion, we draw attention to Notes 2 and 6 to the Parent Company financial statements, which indicate that the Parent Company has advances to Polymax Worldwide Limited (Polymax) of ₱788.7 million and ₱960.3 million as of December 31, 2014 and 2013, respectively, and on the other hand, Polymax has past due liabilities of ₱994.7 million as of December 31, 2014 and 2013, for which the Parent is jointly and severally liable. These factors may cast significant doubt about the Parent Company's ability to continue as a going concern. The realization of the Parent Company's advances to Polymax and the settlement of Polymax's past due liabilities, for which the Parent Company is jointly and severally liable, are dependent on whether sufficient cash flows can be generated from the sale of Polymax's remaining 20% interest in NPC Alliance Corporation and from the letter of comfort issued by the Parent Company's major stockholders in favor of the parent Company. The Parent Company financial statements have been prepared assuming that the Parent Company will continue as a going concern and do not include any adjustments that might result for the outcome of these uncertainties. Management's plan is to infuse additional capital to address these going concern uncertainties.

Report on the Bureau of Internal Revenue

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information on taxes, duties and license fees in Note 22 to the Parent Company financial statements is presented for the purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements prepared in accordance with Philippine Financial Reporting Standards. Such information is the responsibility of the management Metro Alliance Holdings & Equities Corporation. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

VALDES ABAD & ASSOCIATES

For the firm:

Felicidad A. Abad
FELICIDAD A. ABAD

Partner

CPA Certificate No. 0025184

TIN No. 123-048-248-000

PTR No. 4755557- 01/06/2015

PRC – BOA Reg. No. 0314

Issued on March 6, 2013

Valid until December 31, 2015

SEC Accreditation No. 1356-A

Issued on September 19, 2013

Valid until September 18, 2016

BIR Accreditation No. 08-002126-001-2014

Issued on October 29, 2014

Valid until October 29, 2017



APR 15 2015

Makati City, Philippines
April 14, 2015



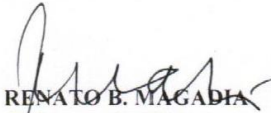
METRO ALLIANCE
HOLDINGS & EQUITIES CORP.

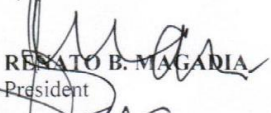
**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

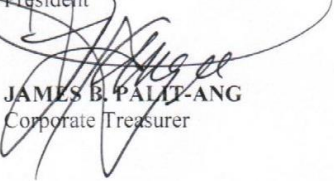
The management of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.** is responsible for the preparation and fair presentation of the financial statements for the years ended **December 31, 2014 and 2013**, including the additional components attached therein, in accordance with the prescribed financial reporting framework indicated therein. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the financial statements and submits the same to the stockholders.

Valdes, Abad & Associates, the independent auditors, appointed by the stockholders has examined the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the members or, has expressed its opinion on the fairness of presentation upon completion of such examination.


RENATO B. MAGADIA
Chairman of the Board


RENATO B. MAGADIA
President


JAMES B. PALIT-ANG
Corporate Treasurer



SUBSCRIBED AND SWORN to before me in QUEZON CITY City/Province, Philippines on APR 13 2015
affiants personally appeared before me and exhibited to me their

Name	Tax Identification Number
1. RENATO B. MAGADIA	100-942-390
2. JAMES B. PALIT-ANG	151-671-333

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

DOC NO: 275
PAGE NO: 43
BOOK NO: XXXI
SERIES OF: 2015


ATTY. RAMON L. CANPIO
NOTARY PUBLIC
Notarial Commission No. 89 (2015-2016) Commission Expires Dec. 31, 2016
Roll of Attorneys No. 22172
Commission expires on December 31 2016
Roll of Attorney Number 978729, 12/12/14, Pasig City
PTR No. 0350443, 1/6/15, Pasig City
TIN 105-918-897
IBP No. MCLE IV-Compliance No. 000630, 6/19/13
Office Address: Rm. 326 Doña Consolacion Bldg. Cubao, Quezon City

35th Flr. One Corporate Center Doña Julia Vargas Avenue corner
Meralco Ave., Ortigas Center, Pasig City, Phils. 1605
Trunkline (02) 706-7888 * Fax No. (02) 706-5982

METRO ALLIANCE HOLDINGS AND EQUITIES CORPORATION

PARENT COMPANY STATEMENTS OF FINANCIAL POSITION

(With Comparative figures as of December 31, 2013)

(In Philippine Peso)

ASSETS	Notes	December 31,	
		2014	2013
CURRENT ASSETS			
Cash	3,5	1,835,595	1,684,922
Trade and other receivables	3,6	5,280,613	527,240
Other current assets	3,7	1,034,164	771,571
Total Current Assets		8,150,372	2,983,733
NON-CURRENT ASSETS			
Assets held for sale	3,8	788,662,261	960,289,978
Available for sale investment	3,9	6,471,483	6,045,728
Investment in subsidiary	3,10	18,640,500	18,640,500
Property and equipment, Net	3,11	2,195	4,219
Total Non-Current Assets		813,776,439	984,980,425
TOTAL ASSETS		821,926,811	987,964,158
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Trade and other payables	3,12	202,041,087	195,666,610
NON CURRENT LIABILITIES			
Due to affiliates and stockholders	3,13	392,713,798	551,718,261
Retirement benefit payable	3,17	969,685	969,685
Total non-current liabilities		393,683,483	552,687,946
EQUITY			
Share capital	3,14	306,122,449	306,122,449
Additional paid-in capital	3,14	3,571,921	3,571,922
Reserve for fluctuations in available-for-sale investments		2,789,760	2,364,005
Cummulative deficit		(86,281,889)	(72,448,774)
Total Equity		226,202,241	239,609,602
TOTAL LIABILITIES AND EQUITY		821,926,811	987,964,158

See Notes to Financial Statements



METRO ALLIANCE HOLDINGS AND EQUITIES CORPORATION
PARENT COMPANY STATEMENTS OF COMPREHENSIVE INCOME
(With Comparative figures for the period ended December 31, 2013)
(In Philippine Peso)

For the Years Ended December 31,	2014	2013
INCOME		
Interest income	3,711	3,030
Dividend income	500	-
EXPENSES	<u>6,662,166</u>	<u>5,711,735</u>
General and Administrative	3,15	
Finance Cost	7,175,160	-
NET LOSS	(13,833,115)	(5,708,705)
OTHER COMPREHENSIVE LOSS		
Unrealized gain(loss) on available-for-sale investments	3,9	425,755
		(794,786)
TOTAL COMPREHENSIVE LOSS	<u>(13,407,360)</u>	<u>(6,503,491)</u>

See Notes to Financial Statements



APR 15 2015

METRO ALLIANCE HOLDINGS AND EQUITIES CORPORATION

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY

(With Comparative figures as of December 31, 2013)

(In Philippine Peso)

	<i>Notes</i>	2014	2013
CAPITAL STOCK	12		
Class "A"		183,673,470	183,673,470
Class "B"		122,448,979	122,448,979
		306,122,449	306,122,449
ADDITIONAL PAID-IN-CAPITAL		3,571,921	3,571,921
RESERVE FLUCTUATIONS IN AVAILABLE FOR-SALE INVESTMENTS	7		
Balance at beginning of year		2,364,005	3,158,791
Other comprehensive loss		425,755	(794,786)
Realized fair value gain on sale of available-for sale investment			
Balance at and of year		2,789,760	2,364,005
DEFICIT			
Balance at beginning of year		(72,448,774)	(66,740,069)
Net income (loss)		(13,833,115)	(5,708,705)
Balance at and of year		(86,281,889)	(72,448,774)
NET EQUITY		226,202,241	239,609,601

See Notes to Financial Statements



APR 15 2015

METRO ALLIANCE HOLDINGS AND EQUITIES CORPORATION

PARENT COMPANY STATEMENTS OF CASH FLOWS

(With Comparative figures as of December 31, 2013)

(In Philippine Peso)

For the Years Ended December 31,	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	(13,833,115)	(5,708,705)
Adjustments for:		
Provision for retirement benefits	-	79,065
Depreciation 3,6	6,414	6,284
Interest income	(3,711)	(3,030)
Operating income before working capital changes	(13,830,412)	(5,626,386)
Changes in assets and liabilities:		
Other current assets	(262,593)	(172,215)
Trade and other payables	6,374,477	7,755,630
Net Cash from Operating Activities	(7,718,528)	1,957,029
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of equipment 3,6	(4,390)	
Increase in asset held for sale 3,8	171,627,717	(5,646,912)
Interest received	3,711	3,030
Net Cash from Investing Activities	171,627,038	(5,643,882)
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease (increase) in due from related parties 13	(4,753,373)	5,241,182
(Decrease) increase in due to related parties 13	(159,004,463)	(1,264,396)
Net Cash from Financing Activities	(163,757,836)	3,976,786
NET INCREASE IN CASH AND CASH EQUIVALENTS	150,674	289,933
CASH AND CASH EQUIVALENTS, Beginning 3,4	1,684,922	1,394,989
CASH AND CASH EQUIVALENTS, End 3,4	1,835,596	1,684,922

See Notes to Financial Statements



APR 15 2015

METRO ALLIANCE HOLDINGS & EQUITIES CORP.

NOTES TO PARENT COMPANY FINANCIAL STATEMENTS
December 31, 2014 and 2013

NOTE 1 – REPORTING ENTITY

METRO ALLIANCE HOLDINGS & EQUITIES CORP. (MAHEC or the Parent Company) was incorporated in the Philippines in 1929. In 1979, the Parent Company obtained approval from the Securities and Exchange Commission (SEC) for the extension of its corporate life to another 50 years under registration number 296. MAHEC is a holding company with business interests in companies engaged in the manufacture of chemicals, petrochemical and contract logistics.

The registered office address of the Parent Company is 22nd Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City.

The accompanying Parent Company financial statements as of December 31, 2014 were authorized for issue by the Board of Directors (BOD) on April 6, 2015.

NOTE 2 – STATUS OF OPERATIONS

2.1 Going Concern

The accompanying Parent Company financial statements have been prepared assuming that the Parent Company will continue as a going concern. As of December 31, 2014 and 2013, the Parent Company has significant advances to Polymax Worldwide Limited (Polymax), a special purpose entity incorporated in British Virgin Islands, amounting to ₱960.4million and ₱960.3 million, respectively, relating to the acquisition of the petrochemical plant of Bataan Polyethylene Corporation (BPC) involving a series of acquisition transactions described in the next section below. On the other hand, Polymax (jointly and severally with the Parent Company) has past due liabilities, including accrued interest and penalties, amounting to ₱994.7 million as of December 31, 2014 and 2013, which were obtained to partially finance the acquisition of the petrochemical plant, resulting from the transfer of past due loans as discussed in the next paragraph.

In 2007, the Parent Company unilaterally transferred to Polymax two significant past due liabilities totaling ₱866.7 million as of December 31, 2006 that were obtained (jointly and severally with Polymax) to partially finance the acquisition of the petrochemical plant, and applied these against the Parent Company's advances to Polymax, in order to reflect the economic substance of the acquisition and related loan transactions.

As explained in Note 6, the remaining 40% of Polymax's interest in the petrochemical plant is for sale. The realization of the Parent Company's advances to Polymax and the settlement of the past due liabilities carried in the books of Polymax, for which the Parent Company is jointly and severally liable, depend on whether sufficient cash flows can be generated from the sale Polymax's remaining 40% interest in NPC Alliance Corporation (NPCA) and from the letter of comfort issued by the Parent Company's major stockholders in favor of the Parent Company. The Parent Company financial statements do not include any adjustments that might result from the outcome of these uncertainties.

2.2 Acquisition Transactions

On December 4, 2003, the Parent Company entered into a Memorandum of Agreement (MOA) with Polymax, whereby the Parent Company confirmed the designation of Polymax as the acquiring company in the proposed acquisition of the senior secured debt papers of BPC from International Finance Corporation (IFC). Under the MOA, the Parent Company and Polymax agreed that (a) the acquisition of the secured debt paper would be for the account and benefit of the Parent Company; (b) the funding for the acquisition would be provided and arranged by the Parent Company; and (c) the exercise of creditor rights arising from the secured debts via foreclosure and takeover of the assets of BPC would be directed by and for the account and benefit of the Parent Company. In addition, the Parent Company would make certain advances to Polymax.



On December 19, 2003, Polymax and IFC entered into an Assignment and Transfer Agreement (the Agreement) for the purchase by the former of the senior secured debt papers of BPC. The Parent Company advanced to Polymax the initial deposit of US\$5 million, which was remitted to IFC for the assignment payment, pursuant to the terms of the Agreement. On February 11, 2004, IFC confirmed that it has received the full payment for the assignment of the senior secured debt papers of BPC.

To partially finance the Parent Company's advances relating to the Petrochemical Project, the Parent Company obtained short-term loans from local banks. With the delay in the completion of the activities and the conditions required for the Petrochemical Project, the Parent Company was unable to pay the bank loans on maturity dates. As of December 31, 2006, the amounts payable to the banks totaled ₱866.7 million, consisting of the outstanding principal balance of ₱378.3 million and finance charges of ₱488.4 million. In 2007, these past due liabilities were unilaterally transferred to and applied against the advances made to Polymax as discussed in Note 6.

Pursuant to the Parent Company's plan of acquiring full control of BPC, instead of exercising creditor rights, the Parent Company, on April 16, 2004, entered into a Share Purchase Agreement (SPA) with BPC, Tybalt Investment Limited (TIL), BP Holdings International B.V. (BPHI) and Petronas Philippines, Inc. (PPI) with TIL as the purchaser of the 83% interest of the foreign shareholders of BPC. As agreed by the parties, the SPA is to take effect as of March 31, 2004, subject to closing conditions, as defined in the SPA, which the parties have to comply with within a period of 60 days or later if the conditions are not met.

On July 7, 2005, Polymax and BPC executed a Deed of Conveyance, transferring to Polymax under an asset for share swap, the petrochemical plant of BPC in exchange for 85 million common shares of Polymax with par value of US\$1 per share, or a total par value of US\$85 million.

On July 20, 2005, the Parent Company, Polymax and NPC International Limited (NPCI) entered into a SPA which provided that, subject to certain conditions, including the transfer of the petrochemical plant of BPC free from encumbrances, NPCI will acquire 60% of the issued share capital of NPCA from Polymax.

On August 9, 2005, Polymax and NPCA executed a Deed of Conveyance, transferring to NPCA, under an asset for share swap, the same petrochemical plant in exchange for 4.8 million shares of common stock of NPCA with a total par value of ₱4.8 billion, resulting in 100% ownership interest of Polymax in NPCA.

On November 15, 2005, BPC and Polymax executed a Deed of Assignment whereby BPC transferred and conveyed to Polymax all its rights and interest to Polymax's 85 million shares of common stock, with a total value of US\$85 million, in exchange for the discharge of a portion of BPC's secured debt, which was acquired by Polymax from IFC, up to the extent of the value of the shares transferred. Polymax retired the said shares 10 days from the date the Deed of Assignment.

On December 16, 2005, Polymax, NPCI, Petrochemical Industries Investment Company (PIIC) and the Parent Company entered into an amended SPA whereby NPCI and PIIC will purchase 40% and 20% of NPCA's shares of common stock, respectively, from Polymax. In addition to the conditions set forth in the original SPA, the amended SPA also involves advances to be provided by NPCI amounting to US\$15 million representing an advance payment which may be used to fund the bona fide third party costs of NPCA or BPC for the recommissioning, operation and maintenance of the petrochemical plant or such other third party cost or expenses, taxes or duties as agreed between Polymax and NPCI.

On the same date, the Parent Company, NPCI and PIIC entered into a Guaranteed and Indemnity agreement whereby the Parent Company irrevocably and unconditionally guaranteed the prompt performance and observance by Polymax and the payment on demand by Polymax of all moneys, obligations and liabilities which are now or at any time after the execution of the agreement become due from or owing or incurred by Polymax under or in connection with any of the SPA and the Shareholders' Agreement. The Parent Company also guaranteed that it shall be liable for Polymax's obligations, as if it were a principal debtor, if Polymax's obligations are no longer recoverable from Polymax.

On March 18, 2006, Polymax, NPCI, PIIC and the Parent Company entered into an Agreement of Variation (March 2006 Variation Agreement) to vary and amend the terms of the Amended and Restated Share Purchase Agreement (ARSPA) and the Shareholders' Agreement entered on December 16, 2005. Under the March 2006 Variation Agreement, completion of the conditions and conditions subsequent set forth in

the ARSPA was extended to April 30, 2006. Moreover, additional conditions that Polymax needs to satisfy prior to completion were agreed upon.

On the same date, Polymax and NPCI executed a Deed of Absolute Sale whereby Polymax sold, transferred and conveyed to NPCI all the rights, title and interest in 19,090,000 NPCA shares of common stock, equivalent to 40% ownership interest, for a consideration of ₱1.91 billion.

On September 11, 2006, Polymax, NPCI, PIIC, the Parent Company and NPCA entered into another Agreement of Variation (September 2006 Variation Agreement) to further vary and amend the terms of the ARSPA and the Shareholders' Agreement (both initially amended and varied by the March 2006 Variation Agreement). Polymax, in accordance with its obligations under the ARSPA, had notified NPCI and PIIC that it is aware that certain conditions will not be fulfilled by April 30, 2006. As a result, the parties agreed to transfer to PIIC the 9,545,000 NPCA shares of common stock prior to completion, while certain conditions will become conditions subsequent to be completed on December 31, 2006.

On September 20, 2006, Polymax and PIIC executed a Deed of Absolute Sale whereby Polymax sold, transferred and conveyed to PIIC all the rights, title and interest in 9,545,000 NPCA shares of common stock, equivalent to 20% ownership interest, for a consideration of ₱954.5 million.

On December 31, 2006, the ARSPA Variation Agreement expired with the conditions subsequent remaining unsettled. Nevertheless, NPCI and PCII took control of the petrochemical plant resulting in a dispute with the Parent Company and Polymax, which considered the sale of Polymax's 40% and 20% interest in the petrochemical plant to NPCI and PCII as null and void.

On August 21, 2007, the petrochemical plant started commercial operations under NPCI and PIIC.

Subsequently on August 27, 2013, the Parent Company and Polymax entered into a Settlement Agreement with NPCI, PIIC and NAC to resolve fully and finally the dispute arising from the uncompleted acquisition transactions described above. Under the agreement, NPCI shall, among others, pay Polymax the remaining balance of the purchase price of the 60% NPCA shares, net of deductions agreed by the parties. Simultaneous with the execution of the agreement, Polymax shall also sell to NPCI an additional 20% of Polymax's interest in NPCA from the remaining 40% equity holding in NPCA for US\$8 million or its equivalent in Philippine peso. In September 2013 and August 2014, the remaining balance due to Polymax was paid by NPCI, and the 20% interest of Polymax in NPCA was sold to NPCI, respectively, in accordance with the agreement.

As a result of the foregoing settlement, the arbitration tribunal issued on October 2, 2014 an order for withdrawal of the arbitration cases (under the United Nations Commission on International Trade Law Rules of Arbitration), which were earlier filed by the parties due to the dispute rising from their various agreements.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Statement of Compliance

The Parent Company financial statements are prepared as the separate financial statements of the Parent Company in compliance with Philippine Financial Reporting Standards (PFRS) approved by the Financial Reporting Standards Council and the SEC.

The accompanying financial statements are the Parent Company's financial statements prepared in compliance with Philippine Accounting Standard (PAS) 27, *Consolidated and Separate Financial Statements*.

The Parent Company also prepares and issues consolidated financial statements for the same periods, which include the Parent Company financial statements of subsidiaries. As a publicly listed company, the Parent Company is required by the SEC to prepare both separate and consolidated financial statements under full PFRS, which are available for public use.

The Parent Company financial statements have been prepared on the accrual basis using historical cost basis, except for available-for-sale financial assets that are measured at fair value. The Parent Company financial statements are presented in Philippine peso, which is the Parent Company's functional and presentation currency. All values are rounded to the nearest million, except when otherwise indicated.

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

3.2 Adoption of New Standards, Amendments to Standards and Interpretations

The PFRSC approved the adoption of new standards, amendments to standards, and interpretations.

Amendments to Standards and Interpretations Adopted in 2012

Starting January 1, 2012, the Parent Company considered the new and amended PAS and Philippine Interpretations from International Financial Reporting Interpretation Committee (IFRIC) in the preparation of the 2012 Parent Company financial statements. None of the new amended PAS and Philippine Interpretations significantly affects the Parent Company financial statements of the Parent Company.

Future Changes in Accounting Policies

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after January 1, 2013, and have not been applied in preparing these Parent Company financial statements. None of these is expected to have a significant effect on the Parent Company's financial statements, except the following set out below.

New standards, amendments to published standards and interpretation to existing standards adopted by the company.

❖ **PAS 1, *Financial Statement Presentation – Presentation of Items of Other Comprehensive Income (OCI)***

The amendments to PAS 1 change the grouping of items presented in OCI. Items that can be reclassified (or “recycled”) to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendments only affect presentation and have no impact on the company's financial position or performance. The amendments will be applied retrospectively and will result in the modification of the presentation of items in OCI.

❖ **PFRS 7, *Financial instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities***

These amendments require an entity to disclose information about rights of set-off and related arrangements (such as collateral agreements). The new disclosures are required for all recognized financial instruments that are set off in accordance with PAS 32. These disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or ‘similar agreement’, irrespective of whether they are set-off in accordance with PAS 32. The amendments require entities to disclose separately for financial assets and financial liabilities recognized at the end of the reporting period, in a tabular format unless another format is more appropriate, the following are minimum quantitative information. This is presented separately for financial assets and financial liabilities recognized at the end of the reporting period:

- a) The gross amounts of those recognized financial assets and recognized financial liabilities;
- b) The amounts that are set off in accordance with the criteria in PAS 32 when determining the net amounts presented in the statement of financial position;
- c) The net amounts presented in the statement of financial position;
- d) The amounts subject to an enforceable master netting arrangement or similar agreement that are not otherwise included in (b) above, including:
 - i. Amounts related to recognized financial instruments that do not meet some or all of the offsetting criteria in PAS 32; and
 - ii. Amounts related to financial collateral (including cash collateral); and
- e) The net amount after deducting the amounts in (d) from the amounts in (c) above.

The amendments only affect disclosures and have no impact on the company's financial position or performance.

❖ PFRS 11, *Joint Arrangements*

This new standard is a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement rather than its legal form. There are two types of joint arrangement: joint operations and joint ventures. Joint operations arise where a joint operator has rights to the assets and obligations relating to the arrangement and hence accounts for its interest in assets, liabilities, revenue and expenses. Joint ventures arise where the joint operator has rights to the net assets of the arrangement and hence equity accounts for its interest. Proportional consolidation of joint ventures is no longer allowed.

❖ PFRS 12, *Disclosure of Interests with Other Entities*

PFRS 12 includes all of the disclosures related to consolidated financial statements that were previously in PAS 27, as well as all of the disclosures that were previously included in PAS 31 and PAS 28, *Investment in Associates*. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. The adoption of PFRS 12 will affect disclosures only and have no impact on the company's financial position or performance.

❖ PFRS 13, *Fair Value Measurement*

PFRS 13 establishes a single source of guidance under PFRS for all fair value measurements. PFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under PFRS when fair value is required or permitted. This standard should be applied prospectively as of the beginning of the annual period in which it is initially applied. Its disclosure requirements need not be applied in comparative information provided for periods before initial application of PFRS 13.

❖ PAS 32 (Amendment), *Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities*

These amendments to PAS 32 clarify the meaning of “currently has a legally enforceable right to set-off” and also clarify the application of PAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments affect presentation only and have no impact on the company's financial position or performance.

New standards, amendments to published standards and interpretation to existing standards not yet adopted by the company.

Effective 2015

❖ PFRS 9, *Financial Instruments: Classification and Measurement*

PFRS 9 as issued reflects the first phase on the replacement of PAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in PAS 39. Work on impairment of financial instruments and hedge accounting is still ongoing, with a view to replacing PAS 39 in its entirety. PFRS 9 requires all financial assets to be measured at fair value at initial recognition. A debt financial asset may, if the fair value option (FVO) is not invoked, be subsequently measured at amortized cost if it is held within a business model that has the objective to hold the assets to collect the contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments are subsequently measured at fair value through profit or loss. All equity financial assets are measured at fair value either through OCI or profit or loss. Equity financial assets held for trading must be measured at fair value through profit or loss. For FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in OCI. The remainder of the change in fair value is presented in

profit or loss, unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. All other PAS 39 classification and measurement requirements for financial liabilities have been carried forward into PFRS 9, including the embedded derivative separation rules and the criteria for using the FVO. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the company's financial assets, but will potentially have no impact on the classification and measurement of financial liabilities.

On hedge accounting, PFRS 9 replaces the rules-based hedge accounting model of PAS 39 with a more principles-based approach. Changes include replacing the rules-based hedge effectiveness test with an objectives-based test that focuses on the economic relationship between the hedged item and the hedging instrument, and the effect of credit risk on that economic relationship; allowing risk components to be designated as the hedged item, not only for financial items, but also for non-financial items, provided that the risk component is separately identifiable and reliably measurable; and allowing the time value of an option, the forward element of a forward contract and any foreign currency basis spread to be excluded from the designation of a financial instrument as the hedging instrument and accounted for as costs of hedging. PFRS 9 also requires more extensive disclosures for hedge accounting.

PFRS 9 currently has no mandatory effective date. PFRS 9 may be applied before the completion of the limited amendments to the classification and measurement model and impairment methodology. The Company will not adopt the standard before the completion of the limited amendments and the second phase of the project.

- ❖ *PAS 19(Amendments), Employee Benefits - Defined Benefit Plans: Employee Contributions*
The amendments apply to contributions from employees or third parties to defined benefit plans. Contributions that are set out in the formal terms of the plan shall be accounted for as reductions to current service costs if they are linked to service or as part of the remeasurements of the net defined benefit asset or liability if they are not linked to service. Contributions that are discretionary shall be accounted for as reductions of current service cost upon payment of these contributions to the plans. The amendments to PAS 19 are to be retrospectively applied for annual periods beginning on or after July 1, 2014.
- ❖ *Philippine Interpretation IFRIC 15, Agreements for the Construction of Real Estate*
This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The SEC and the Financial Reporting Standards Council have deferred the effectivity of this interpretation until the final Revenue standard is issued by the International Accounting Standards Board and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed. Adoption of the interpretation when it becomes effective will not have any impact on the financial statements of the Company.

Annual Improvements to PFRSs (2010-2012 Cycle)

PAS 24, *Related Party Disclosures – Key Management Personnel*. The amendments clarify that an entity is a related party of the reporting entity if the said entity, or any member of a group for which it is a part of, provides key management personnel services to the reporting entity or to the Parent Company of the reporting entity. The amendments also clarify that a reporting entity that obtains management personnel services from another entity (also referred to as management entity) is not required to disclose the compensation paid or payable by the management entity to its employees or directors. The reporting entity is required to disclose the amounts incurred for the key management personnel services provided by a separate management entity. The amendments are effective for annual period beginning on or after July 1, 2014 and are applied retrospectively.

Cash

Cash includes cash on hand and in banks.

Financial Assets and Liabilities

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

Initial Recognition of Financial Instruments. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The fair value of the consideration given or received is determined by reference to the transaction price or other market prices. If such market prices are not reliably determinable, the fair value of the consideration is estimated as the sum of all future cash payments or receipts, discounted using the prevailing market rate of interest for similar instruments with similar maturities. The initial measurement of financial instruments, except for those designated at fair value through profit and loss (FVPL), includes transaction cost.

Subsequent to initial recognition, the Parent Company classifies its financial assets and liabilities in the following categories: held-to-maturity (HTM) financial assets, available-for-sale (AFS) investments, FVPL financial assets and loans and receivables. The classification depends on the purpose for which the investments are acquired and whether they are quoted in an active market. Management determines the classification of its financial assets at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date.

Determination of Fair Value. The fair value for financial instruments traded in active markets at the balance sheet date is based on their quoted market price or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. When current bid and asking prices are not available, the price of the most recent transaction provides evidence of the current fair value as long as there has not been a significant change in economic circumstances since the time of the transaction.

For all other financial instruments not listed in an active market, the fair value is determined by using appropriate valuation techniques. Valuation techniques include net present value techniques, comparison to similar instruments for which market observable prices exist, options pricing models and other relevant valuation models.

Day 1 Profit. Where the transaction price in a non-active market is different from the fair value of the other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Parent Company recognizes the difference between the transaction price and fair value (a Day 1 Profit) in the Parent Company statement of comprehensive income unless it qualifies for recognition as some other type of asset. In cases where use is made of data which is not observable, the difference between the transaction price and model value is only recognized in the Parent Company statement of comprehensive income when the inputs become observable or when the instrument is derecognized. For each transaction, the Parent Company determines the appropriate method of recognizing the 'day 1' profit amount.

Financial Assets

Financial Assets at FVPL. Financial assets at FVPL include financial assets held for trading and financial assets designated upon initial recognition at FVPL.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Gains or losses on investments held for trading are recognized in the Parent Company statement of comprehensive income.

Financial assets may be designated by management at initial recognition at FVPL, when any of the following criteria is met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognizing gains or losses on a different basis; or

- the assets are part of a group of financial assets, financial liabilities or both which are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or
- the financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it would not be separately recorded.

The Parent Company has no financial assets at FVPL as of December 31, 2014 and 2013.

Loans and Receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are not entered into with the intention of immediate or short-term resale and are not designated as AFS or financial asset at FVPL. Receivables are carried at cost or amortized cost, less impairment in value. Amortization is determined using the effective interest method.

Cash and due from related parties are included in this category.

HTM Investments. HTM investments are quoted non-derivative financial assets with fixed or determinable payments and fixed maturities for which the Parent Company's management has the positive intention and ability to hold to maturity. Where the Parent Company sells other than an insignificant amount of HTM investments, the entire category would be tainted and classified as AFS investments. After initial measurement, these investments are measured at amortized cost using the effective interest method, less impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that is an integral part of the effective interest rate.

Gains and losses are recognized in the Parent Company's statement of comprehensive income when the HTM investments are derecognized or impaired, as well as through the amortization process.

The Parent Company has no HTM investments as of December 31, 2014 and 2013.

AFS Investments. AFS investments are non-derivative financial assets that are designated in this category or are not classified in any of the other categories. Subsequent to initial recognition, AFS investments are carried at fair value in the Parent Company balance sheet. Changes in the fair value of such assets are reported in the equity section of the Parent Company balance sheet until the investment is derecognized or the investment is determined to be impaired. On derecognition or impairment, the cumulative gain or loss previously reported in equity is transferred to the Parent Company statement of comprehensive income. Interest earned on holding AFS investments are recognized in the Parent Company statement of comprehensive income using effective interest rate.

The Parent Company's investments in equity securities recognized under the available-for-sale investments account are classified under this category.

Financial Liabilities

Financial Liabilities at FVPL. Financial liabilities are classified in this category if these result from trading activities or derivative transactions that are not accounted for as accounting hedges, or when the Parent Company elects to designate a financial liability under this category.

The Parent Company has no derivative liabilities as of December 31, 2014 and 2013.

Other Financial Liabilities. This category pertains to financial liabilities that are not held for trading or not designated at FVPL upon the inception of the liability. These include liabilities arising from operations or borrowings.

Financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the effective interest method of amortization (or accretion) for any related premium, discount and any directly attributable transaction costs.

Included in this category are due to related parties and accrued expenses and other current liabilities.

Derecognition of Financial Assets and Liabilities

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

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

When the Parent Company 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, the asset is recognized to the extent of the Parent Company’s continuing involvement in the asset.

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

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

Impairment of Financial Assets

The Parent Company assesses at balance sheet date whether a financial asset or group of financial assets is impaired.

Assets Carried at Amortized Cost. If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of loss is measured as the difference between the asset’s carrying amount and the present value of estimated future cash flows (excluding future credit losses) discounted at the financial asset’s original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset shall be reduced either directly or through use of an allowance account. The amount of loss shall be recognized in the Parent Company’s statement of comprehensive income.

The Parent Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the Parent Company’s statement of comprehensive income, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

Assets Carried at Cost. If there is objective evidence of an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or of a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, 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 discounted at the current market rate of return for a similar financial asset.

AFS Financial Assets. If an AFS financial asset is impaired, an amount comprising the difference between the cost (net of any principal payment and amortization) and its current fair value, less any impairment loss on that financial asset previously recognized in the Parent Company statement of comprehensive income, is transferred from equity to the Parent Company statement of comprehensive income. Reversals in respect of equity instruments classified as AFS are not recognized in profit. Reversals of impairment losses on debt instruments are reversed through profit or loss, if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss was recognized in profit or loss.

Classification of Financial Instruments between Debt and Equity

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

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

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

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Parent Company balance sheet 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 therefore, the related assets and liabilities are presented gross in the Parent Company balance sheet.

Asset Held for Sale

An asset is classified as asset held for sale when their carrying amount is to be recovered principally through a sale transaction rather than through continuing use and a sale is highly probable. Asset held for sale is stated at the lower of its carrying amount and fair value less costs to sell.

Investment in Subsidiary

A subsidiary is an entity, including an unincorporated entity such as a partnership, which is controlled by the Parent Company. The Parent Company has control over an entity if it has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Investment in subsidiary in the Parent Company financial statements is carried at cost, less any impairment in the value of the individual investment.

Computer Equipment

Computer equipment is stated at cost less accumulated depreciation and any accumulated impairment in value. Such cost includes the cost of replacing part of the computer equipment at the time that cost is incurred, if the recognition criteria are met, and excludes the costs of day-to-day servicing.

The initial cost of computer equipment comprises its purchase price, including import duties, taxes and any directly attributable costs in bringing the asset to its working condition and location for its intended use. Expenditures incurred after the asset has been put into operation, such as repairs, maintenance and overhaul costs, are normally recognized as expense in the period the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have improved the condition of the asset beyond the originally assessed standard of performance, the expenditures are capitalized as an additional cost of computer equipment.

Depreciation of computer equipment is computed using the straight-line method over the estimated useful lives of three years.

The remaining useful life, residual value and depreciation method are reviewed and adjusted, if appropriate, at each financial year-end to ensure that such periods and method of depreciation are consistent with the expected pattern of economic benefits from the items of computer equipment.

The carrying value of computer equipment is reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Fully depreciated assets are retained in the accounts until they are no longer in use and no further depreciation and amortization is credited or charged to current operations.

When each major inspection is performed, its cost is recognized in the carrying amount of the computer equipment as a replacement, if the recognition criteria are satisfied.

An item of computer equipment is derecognized when either it has been disposed or when it is permanently withdrawn from use and no future economic benefits are expected from its use or disposal. Any gains or losses arising on the retirement and disposal of an item of computer equipment (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) are included in the Parent Company's statement of comprehensive income in the period of retirement or disposal.

Impairment of Non-financial Assets

The carrying values of investment in subsidiary and computer equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists, and if the carrying value exceeds the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of fair value less costs to sell or value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less costs of disposal. 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 recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses of continuing operations are recognized in the Parent Company's statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Revenue

Revenue is recognized to the extent that is probable that the economic benefits associated with the transaction will flow to the Parent Company and the revenue can be measured reliably.

Dividend income is recognized when the right to receive the payment is established.

Interest income is recognized as the interest accrues, taking into account the effective yield on the asset.

Operating Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

Leases which do not transfer to the Parent Company substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in the statement of comprehensive income on a straight-line basis over the lease term. Associated costs such as maintenance and insurance are expensed as incurred.

Retirement Benefits Cost

The Parent Company provides for estimated retirement benefits to be paid under Republic Act (RA) No. 7641 to its permanent employee. The amount of retirement benefits is dependent on such factors as years of service and compensation.

Foreign Currency Transactions and Translations

Transactions denominated in foreign currency are recorded in Philippine peso using the prevailing exchange rate at the date of the transaction. Outstanding monetary assets and liabilities denominated in foreign currencies are translated to Philippine peso using the prevailing exchange rate at balance sheet date. Foreign exchange gains or losses arising from the translation at balance sheet date or settlement of monetary items at rates different from those at which they were initially recorded are credited to or charged against current operations.

Income Tax

Income tax for the year comprises current and deferred income tax. Income tax is recognized in the Parent Company's statement of comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current Tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to tax authority. The tax rates and tax laws used to compute the current tax are those that are enacted and substantively enacted as of balance sheet date.

Deferred Tax

Deferred income tax is provided using the balance sheet liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the carrying amounts of asset and liabilities for financial reporting purposes and the amounts used for taxation purposes, and the carry forward tax benefit of the net operating loss carryover (NOLCO). The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted at the balance sheet date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences and the carryforward benefit of unused NOLCO can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. Transactions between related parties are on an arm's length basis in a manner similar to transactions with non-related parties.

Provisions

Provisions are recognized only when the Parent Company has (a) a present obligation (legal or constructive) as a result of past event; (b) it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where the Parent Company expects a provision to be reimbursed, the reimbursement is recognized as a Parent Company asset but only when the receipt of the reimbursement is virtually certain.

Contingencies

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

Events After the Reporting Date

Post year-end events that provide additional information about the Parent Company's position at balance sheet date (adjusting events) are reflected in the Parent Company's financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the Parent Company financial statements when material.

NOTE 4 – CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

4.1 Use of Estimates and Judgment

The preparation of the Parent Company's financial statements in conformity with PFRS requires management to make estimates and assumptions that affect the amounts reported in the Parent Company's financial statements and accompanying notes. The estimates, judgments and assumptions used in the accompanying Parent Company's financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the Parent Company's financial statements. Actual results could differ from such estimates. Future events may occur which will cause the judgments and assumptions used in arriving at the estimates to change. The effects of any change in judgments and estimates are reflected in the financial statements as these become reasonably determinable.

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

Estimated Allowance for Doubtful Accounts and Probable Losses

The Parent Company reviews the carrying amounts of due from related parties, creditable withholding taxes and input taxes (classified as other current assets) as well as advances to Polymax (under asset held for sale) at each balance sheet date and reduces the balance of these assets to their estimated recoverable amounts.

Creditable withholding taxes and input taxes totaling ₱13,466,218 and ₱13,203,625 as of December 31, 2014 and 2013, respectively, were provided with ₱12,432,054 allowance for probable losses as of December 31, 2014 and 2013 (see Note 7).

Advances to Polymax (under asset held for sale) amounting to ₱960.4 million and ₱960.3 million as of December 31, 2014 and 2013, respectively, constitute 97% of the Parent Company's total assets at the end of 2014 and 2013, respectively. The realization of the Parent Company's advances to Polymax and the settlement of the past due liabilities carried in the books of Polymax, for which the Parent Company is jointly and severally liable, are dependent on whether sufficient cash flows can be generated from the sale of Polymax's remaining 40% interest in NPCA and from the letter of comfort issued by the Parent Company's major stockholders in favor of the Parent Company (see Note 8).

Estimated Useful Life and Residual Value of Computer Equipment

The Parent Company estimates the useful life and residual value of its computer equipment based on the period over which the assets are expected to be available for use. The Parent Company reviews annually the estimated useful life and residual value of computer equipment based on factors that include asset utilization, internal technical evaluation, technological changes, and anticipated use of the assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in factors mentioned. A reduction in the estimated useful life of equipment would increase depreciation expense, while an increase in the estimated useful lives would decrease depreciation expense. As of December 31, 2014 and 2013, equipment, net of accumulated depreciation, amounted to ₱2,195 and ₱4,219, respectively and total depreciation expense charged to operations amounted to ₱6,414 in 2014 and ₱6,284 in 2013 (see Note 11).

Asset Impairment

The Parent Company assesses the impairment of assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Parent Company has determined that the carrying values of its investment in subsidiary amounting to ₱629,335,805 as of December 31, 2014 and 2013 is not impaired (see Note 10). Computer equipment is also not impaired (see Note 11).

Fair Value of Financial Asset and Financial Liabilities

The Parent Company carries certain financial assets and financial liabilities at fair value, which requires the use of accounting estimates and judgment. The significant components of fair value measurement were determined using verifiable objective evidence (i.e., quoted market prices, interest rates). In the case of those financial assets and financial liabilities that have no active markets, fair values are determined using an appropriate valuation technique. Any change in fair value of these financial assets and liabilities would affect profit or loss and equity.

The recoverable amount of AFS investments with available market prices was determined based on quoted bid prices. AFS investments amounted to ₱6,471,483 and ₱6,045,728 as of December 31, 2014 and 2013, respectively (see Note 9).

Realizability of Deferred Tax Assets

The Parent Company reviews the carrying amounts of deferred income taxes at each balance sheet date and reduces deferred income tax assets (DTA) to the extent that it is no longer probable (or recognizes DTA to the extent that it is probable) that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

The Parent Company did not recognize deferred income tax assets on deductible temporary difference (accrued retirement benefits cost) and unused NOLCO totaling ₱3.2 million as of December 31, 2014 and 2013 respectively, because management believes that the Parent Company may not have sufficient future taxable profits available to allow utilization of these deferred income tax assets (see Note 16).

Classification of Financial Instruments

The Parent Company classifies a financial instrument, or its component parts, on initial recognition, as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, financial liability or an equity instrument. The substance of financial instrument, rather than its legal form, governs its classification in the Parent Company's balance sheet.

The Parent Company determines the classification at initial recognition and reevaluates this designation at every financial reporting date.

Contingencies

The Parent Company is currently involved in various legal proceedings, which are normal to its business as discussed in Note 19. The Parent Company's estimate of the probable costs for these proceedings and resolution of these claims have been developed in consultation with outside counsel handling the prosecution and defense of these cases and is based upon an analysis of potential results. The Parent Company and its legal counsel believe that these legal proceeding will not have a material adverse effect on the financial statements. It is possible, however, that changes in estimates relating to these proceedings may materially affect results of operations.

NOTE 5 – CASH

As of December 31, the account consist of the following

<u>Particulars</u>	<u>2014</u>	<u>2013</u>
Petty cash	25,000	25,000
Cash in bank	<u>1,810,595</u>	<u>1,659,922</u>
Total	<u>1,835,595</u>	<u>1,684,922</u>

NOTE 6 – TRADE AND OTHER RECEIVABLES

As of December 31, the account consist of the following

Particulars	2014	2013
Advances to officers and employees	₱ 12,500	₱ 9,691
Advances to affiliates	19,332	6,411
Advances to subsidiaries	<u>147,966,413</u>	<u>143,228,770</u>
Total	147,998,245	143,244,872
Less: allowance for impairment	<u>142,717,632</u>	<u>142,717,632</u>
Total	₱ <u>5,280,613</u>	₱ <u>527,240</u>

A reconciliation of allowance for impairment of receivables is shown below:

Particulars	2014	2013
Balance at the beginning of the year	₱ 142,717,632	₱ 142,717,632
Adjustment for provision	-	-
Write off of receivable	-	-
Recovery of previously written off accounts	-	-
Provision for impairment of receivables	<u>-</u>	<u>-</u>
Balance at the end of the year	₱ <u>142,717,632</u>	₱ <u>142,717,632</u>

NOTE 7 – OTHER CURRENT ASSETS

This account consists of:

Particulars	2014	2013
Creditable withholding taxes	₱ 7,721,700	₱ 7,721,700
Input taxes	<u>5,744,518</u>	<u>5,481,925</u>
Total	13,466,218	13,203,625
Less: Allowance for probable losses	<u>12,432,054</u>	<u>12,432,054</u>
Net realizable value	₱ <u>1,034,164</u>	₱ <u>771,571</u>

NOTE 8 – ASSET HELD FOR SALE

Asset held for sale amounting to **₱788,662,260** and ₱960,289,978 as of December 31, 2014 and 2013, respectively, which constitutes 97% of the Parent Company's total assets as of December 31, 2014 and 2013, respectively, represents advances to Polymax, the Parent Company's special purpose entity incorporated in British Virgin Islands solely for the purpose of acquiring the petrochemical plant of NPCA as discussed in Note 2.

On March 18 and September 20, 2006, Polymax's interest in NPCA of 40% and 20%, respectively, was sold. Thereafter, management decided to discontinue operations and ceased operating as a going concern. The remaining 40% interest of Polymax in NPCA, which is for sale, is valued at ₱900 million, which is the estimated recoverable amount from the sale of the investment. The realization of the Parent Company's advances to Polymax and the settlement of Polymax's past due liabilities related to the asset for sale, for which the Parent Company is jointly and severally liable, are dependent on whether sufficient cash flows can be generated from the sale of Polymax's remaining 40% interest in NPCA, which is for sale. In this regard and to ensure the recoverability of the Parent Company's advances to Polymax, the Parent

Company's major stockholders issued a letter of comfort in favor of the Parent Company on September 30, 2014.

During 2014, 20% of the 40% remaining interest of Polymax in NPCA was sold. To reiterate assurance of the collectability of the Parent Company's advances to Polymax, a comfort letter dated April 10, 2015 was issued by the major stockholders of the Parent Company.

Condensed unaudited financial information of Polymax as of December 31, 2014 and 2013 prepared on the liquidation basis of accounting is shown in the table below.

Particulars	2014	2013
Assets		
Cash and cash equivalents	₱ 130,966,060	₱ -
Assets held for sale	347,720,000	900,000,000
Due from related parties	530,685,120	485,685,120
Total assets	<u>1,009,371,180</u>	<u>1,385,685,120</u>
Liabilities		
Liabilities related to asset held for sale	994,668,446	994,668,446
Due to Metro Alliance Holdings and Equities Corp.	788,662,260	960,289,978
Other payable	49,030,000	49,030,000
Total liabilities	<u>1,832,360,706</u>	<u>2,003,988,424</u>
Capital deficiency	₱ <u>822,989,526</u>	₱ <u>618,303,304</u>

Assets held for sale of Polymax pertains to the estimated recoverable value of Polymax's remaining 40% interest in NPCA.

Due from related parties of Polymax represents amount due from the Wellex group of companies.

Liabilities related to asset held for sale of Polymax pertain to past due liabilities, which were obtained to finance the purchase of 100% ownership interest in NPCA. The Parent Company is jointly and severally liable with Polymax with respect to these past due liabilities.

The change in Polymax's net equity by ₱204.7 million in 2014 and ₱6.8 million in 2013, pertains to:

Particulars	(In Million)	
	2014	2013
Loss on disposal of asset held for sale	₱ 102,280,000	₱ -
Provision for impairment loss- asset held for sale	102,280,000	-
Interest and penalties	-	6,670,000
Professional fee	<u>126,222</u>	<u>-</u>
Net loss	₱ <u>204,686,222</u>	₱ <u>6,670,000</u>

Polymax's share in the net loss of NPCA amounted to ₱120.3 million in 2014 and ₱201.9 million in 2013; however, this was not recognized in both years so that the carrying value of Polymax's investment in NPCA will not fall below its estimated recoverable value from sale of ₱900 million.

NOTE 9 – AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments consist of investment in shares quoted in the local stock exchange.

Particulars	2014	2013
At acquisition cost	₱ 3,681,723	₱ 3,681,723
Cumulative fair value gain – in equity	<u>2,789,760</u>	<u>2,364,005</u>
Total	₱ <u>6,471,483</u>	₱ <u>6,045,728</u>

The reconciliation of the carrying amounts of investments is as follows:

Particulars	2014	2013
Beginning balance	₱ 6,045,728	₱ 6,840,514
Additions	-	-
Disposal	-	-
Fair value gain (loss)	<u>425,755</u>	<u>(794,786)</u>
Total	₱ <u>6,471,483</u>	₱ <u>6,045,728</u>

Movements in the net unrealized gain (loss) on available-for-sale financial assets are as follows:

Particulars	2014	2013
Beginning balance	₱ 2,364,005	₱ 3,158,791
Reclassification adjustment	-	-
Fair value gain(loss)	<u>425,755</u>	<u>(794,786)</u>
Total unrealized gain / (loss)	₱ <u>2,789,760</u>	₱ <u>2,364,005</u>

NOTE 10 – INVESTMENT IN SUBSIDIARY

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

Particulars	2014	2013
Unlisted shares, carried at cost		
Asia HealthCare Inc. (AHI)	₱ 9,000,000	₱ 9,000,000
Consumer Products Distribution Services, Inc. (CPDSI)	540,335,805	540,335,805
Fez-Eac Holdings Inc. (FEZ)	30,000,000	30,000,000
Metro Combined Logistics Solutions, Inc (MCLSI)	18,640,500	18,640,500
Zuellig Distributors Inc.(ZDI)	<u>50,000,000</u>	<u>50,000,000</u>
Total	647,976,305	647,976,305
Less: Allowance for impairment	<u>(629,335,805)</u>	<u>(629,335,805)</u>
Net realizable value	₱ <u>18,640,500</u>	₱ <u>18,640,500</u>

Details of the Company's Subsidiaries and the related movement in investments are as follows:

Subsidiaries	Principal Activity	Shares held	Description of Percentage of Ownership	
			Interest	
			2014	2013
AHI	Trading and pharmacy management	60%	60%	60%
CPDSI	Importation/Distributor of Polypropylene	100%	100%	100%
FEZ	Trading and distribution	100%	100%	100%
MCLSI	Outside logistic provider	51%	51%	51%
ZDI	Trading and distribution	100 %	100%	100%

NOTE 11 – COMPUTER EQUIPMENT

Movements of computer equipment are shown below.

Particulars	2014	2013
<i>Cost</i>		
Beginning balance	₱ 80,155	₱ 80,155
Additions	4,390	-
Disposals	-	-
Ending balance	84,545	80,155
<i>Accumulated Depreciation</i>		
January 1	75,936	69,652
Depreciation	6,414	6,284
Disposals	-	-
December 31	82,350	75,936
Net Book Value	₱ 2,195	₱ 4,219

NOTE 12 – ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

This account consists of:

Particulars	2014	2013
Accrued expenses	₱ 187,455,590	₱ 188,312,038
Accrued finance charges – WPI (Note 11)	14,209,630	7,034,470
Accounts payable	18,271	-
Other liabilities	357,597	320,102
Total	₱ 202,041,088	₱ 195,666,610

Other liabilities pertain to payable to government agencies.

The Parent Company has liabilities arising in the ordinary conduct of business, which are either pending decision by the government authorities or are being contested, the outcome of which are not presently determinable. In the opinion of management and its legal counsel, adequate provisions, which are recorded as part of accrued expenses, have been provided in the financial statements to cover liabilities that may arise as a result of an adverse decision that may be rendered.

Provisions relate to pending claims jointly and severally against the Parent Company and Polymax and pending claims and tax assessment solely against the Parent Company. The information usually required by

PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed on the grounds that it may prejudice the outcome of these claims and tax assessments.

NOTE 13 – RELATED PARTY TRANSACTIONS

a. The significant transactions with related parties are as follows:

Particulars	Amount of Transactions Increase (Decrease)		Outstanding Receivable/Payable	
	2014	2013	2014	2013
Due from Related Parties				
<i>Operating subsidiary</i>				
MCLSI	₱ -	₱ -	₱ 500,000	₱ 500,000
<i>Entity under common control</i>				
The Wellex Group, Inc.	4,753,373	(5,268,422)	-	-
		27,240	4,780,613	27,240
	₱ 4,753,373	₱ (5,241,182)	₱ 5,280,613	₱ 527,240
Advances (Asset Held for Sale)				
Polymax (special purpose entity) (Note 6)	₱ (171,627,717)	₱ 5,646,912	₱ 788,662,261	₱ 960,289,978
Due to Related Parties				
<i>Non-operating subsidiary</i>				
CPDSI	₱ -	₱ 215,099	₱ -	₱ -
<i>Entities under common control</i>				
Waterfront Philippines, Inc. (WPI)	(3,042,977)	6,896,540	365,933,148	368,976,125
Acesite (Phils.) Hotel Corporation	-	-	6,239,733	6,239,733
Wellex Mining Corp.	-	-	225,000	225,000
The Wellex Group, Inc.	22,941,481	-	22,491,481	-
<i>Other related parties</i>				
Stockholders	(10,000,000)	-	171,753,940	181,753,940
Others	-	(7,945,837)	-5,476,536	(5,476,536)
	₱ 9,448,504	₱ 1,264,396	₱ 561,166,765	₱ 551,718,262
Accrued finance charges				
Waterfront Philippines, Inc. (WPI)	₱ 7,175,160	₱ 137,930	₱ 14,209,630	₱ 7,034,470

Due from related parties pertains to unsecured and noninterest bearing advances granted by the Parent Company to related parties, which have no fixed repayment terms.

The amounts due to related parties pertain to advances provided to the Parent Company to finance its working capital requirements, capital expenditures, Petrochemical Project support and for other investments and have no definite repayment terms. These are unsecured and noninterest bearing, except the liability to WPI, which is interest bearing but the related finance charges are being charged to Polymax since the corresponding liabilities were obtained in relation to the Petrochemical Project.

b. The Parent Company has no compensation to key management personnel in 2014 and 2013.

NOTE 14 – CAPITAL STOCK

- a. The Group's capital stock as of December 31, 2014 and 2013 consists of the following common shares:

Particulars	2014	2013
Authorized		
720,000,000 shares are considered as Class A at P1 par value per share	₱ 720,000,000	₱ 720,000,000
480,000,000 shares are considered as Class A at P1 par value per share	<u>480,000,000</u>	<u>480,000,000</u>
	<u>₱ 1,200,000,000</u>	<u>₱ 1,200,000,000</u>
Issued and Outstanding		
183,673,470 Class A shares at P1 par value per share	₱ 183,673,470	₱ 183,673,470
122,448,979 Class B shares at P1 par value per share	<u>122,448,979</u>	<u>122,448,979</u>
	<u>₱ 306,122,449</u>	<u>₱ 306,122,449</u>
Additional Paid-in Capital	<u>₱ 3,571,921</u>	<u>₱ 3,571,921</u>

The two classes of common shares are identical in all respects, except that Class "A" shares are restricted to Philippine nationals and the total number of Class "B" shares is limited to two-thirds of the total outstanding Class "A" shares.

- b. On July 25, 2003, the Group's stockholders approved the increase in authorized capital stock from ₱1.2 billion consisting of 1.2 billion shares to ₱5 billion consisting of 5 billion shares, both with par value of ₱1 per share. However the increase was held in abeyance because of the dispute in the acquisition of the Petrochemical Project, which was settled in 2013 as discussed in Note 2.

NOTE 15 – GENERAL AND ADMINISTRATIVE EXPENSES

The details of general and administrative expenses are shown below.

Particulars	2014	2013
Entertainment, amusement and recreation	₱ 4,061,990	₱ 2,806,805
Professional fees	861,428	1,226,429
Personnel costs	680,792	725,492
Rent and utilities	252,000	268,004
Taxes and licenses	272,601	252,000
Communication and supplies	40,553	33,728
Depreciation (Note 9)	6,414	6,284
Others	<u>486,389</u>	<u>392,993</u>
Total	<u>₱ 6,662,167</u>	<u>₱ 5,711,735</u>

Expenses classified as others pertains to various expenses such as printing, bank service charge, notarial fee, postage and delivery, trainings and seminars, transportation and travel, membership dues and fuel and oil.

NOTE 16 – INCOME TAXES

a. The Parent Company has no current income tax expense in 2014 and 2013 since it is in a taxable loss position in both years.

b. The reconciliation of the income tax expense computed at the statutory tax rate with the income tax expense shown in the Parent Company statements of comprehensive income is as follows:

Particulars		2014		2013
Net loss	₱	<u>(13,833,115)</u>	₱	<u>(5,708,705)</u>
Tax loss at statutory tax rate		<u>(4,149,935)</u>		<u>(1,712,611)</u>
Additions to (reduction in) income tax resulting from tax effects of:				
Nondeductible expenses and losses		-		-
Expired NOLCO		1,030,123		877,089
Realized fair value gain on disposal of AFS investments		-		-
Change in unrecognized deferred income tax assets		-		(5,610)
Interest income subjected to final tax		(3,711)		(909)
Nondeductible dividend income		-		842,041
Income tax due	₱	<u>-</u>	₱	<u>-</u>

c. Deferred income tax assets of ₱6,272,134 and ₱3,151,668 as of December 31, 2014 and 2013, respectively, have not been recognized on deductible temporary difference and carry forward benefits of unused NOLCO as shown below, as management believes that the Parent Company may not have sufficient taxable profits or tax liabilities against which these temporary differences and NOLCO may be utilized.

Particulars		2014		2013
NOLCO	₱	19,937,428	₱	9,535,875
Accrued retirement benefits cost		<u>969,685</u>		<u>969,685</u>
Total	₱	<u>20,907,113</u>	₱	<u>10,505,560</u>

NOLCO can be claimed as deduction from regular taxable income as follows:

Year Incurred	Year Expiring		2014		2013
2010	2013	₱	-	₱	2,923,629
2011	2014		3,433,742		3,433,742
2012	2015		3,276,268		3,276,268
2013	2016		2,825,865		2,825,865
2014	2017		<u>13,835,295</u>		-
			23,371,170		12,459,504
			<u>3,433,742</u>		<u>2,923,629</u>
Less expired NOLCO					
Total		₱	<u>19,937,428</u>	₱	<u>9,535,875</u>

NOTE 17 – ACCRUED RETIREMENT BENEFITS COST

The Parent Company's retirement benefit obligation under RA No. 7641 amounted to ₱969,685 as of December 31, 2014 and 2013, respectively. The accrued retirement benefit cost is determined based on the number of years of service rendered and compensation of a covered employee.

Movement of accrued retirement benefits cost is shown below.

Particulars	2014	2013
Present value of benefit obligation	₱ 969,685	₱ 890,620
Current service cost	-	79,065
Liability recognized in the balance sheet	₱ 969,685	₱ 969,685

No provision of additional retirement benefit cost was made during the year.

NOTE 18 – FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following table summarizes the carrying and fair values of the Parent Company's financial assets and financial liabilities as of December 31, 2014 and 2013:

Particulars	2014		2013	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Cash	₱ 1,835,595	1,835,595	₱ 1,684,922	1,684,922
Due from related parties	5,280,613	5,280,613	527,240	527,240
AFS investments	6,471,483	6,471,483	6,045,728	6,045,728
	₱ 13,587,691	13,587,691	₱ 8,257,890	8,257,890
Financial Liabilities				
Due to related parties	₱ 392,713,796	392,713,796	₱ 551,718,262	551,718,262
Accrued expenses and other current liabilities	187,455,590	187,455,590	13,610,914	13,610,914
Total	₱ 580,169,386	580,169,386	₱ 565,329,176	565,329,176

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Current Financial Assets and Financial Liabilities

Due to the short-term nature of the transactions, the carrying values of cash, due from (to) related parties and accrued expenses and other current liabilities approximate their fair values.

AFS Investments

The fair values of AFS investments, which are publicly traded instruments, are based on quoted bid prices.

NOTE 19 – FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Parent Company's principal financial instruments consist of cash, due from related parties, AFS investments and due to related parties. The main purpose of these financial instruments is to finance the Parent Company's operations. Other financial liabilities consist of accrued expenses and other current liabilities, which arise directly from the Parent Company's operations.

The main risks arising from the Parent Company's financial instruments are credit risk and liquidity risk. The BOD reviews and approves the policies for managing these risks which are summarized below.

Credit Risk

It is the Parent Company's policy to require all concerned related parties to comply and undergo a credit verification process with emphasis on their capacity, character and willingness to pay. In addition, receivables are closely monitored so that exposure to bad debts is minimized.

The Parent Company's maximum exposure to credit risk pertains to:

Particulars	2014	2013
Cash	₱ 1,835,595	₱ 1,684,922
Due from related parties	<u>5,280,613</u>	<u>527,240</u>
Total	<u>₱ 7,116,208</u>	<u>₱ 2,212,162</u>

The risk on cash is minimal as the Parent Company deals only with reputable banks with strong credit ratings.

Due from related parties are high grade accounts that are due from related parties with good financial standing.

Liquidity Risk

The Parent Company's objective is to maintain a balance between flexibility and continuity of funding. However, because of past due liabilities for which the Parent Company is jointly and severally liable, the Parent Company's access to funds has been limited to those of its related parties in the form of advances. Current working capital requirements will continue to be sourced from short-term loans and advances from related parties.

The Parent Company's due to related parties and accrued expenses and other current liabilities are payable in less than one year.

NOTE 20 – CAPITAL MANAGEMENT

The primary objectives of the Parent Company's capital management are to safeguard the ability of the Parent Company to continue as a going concern and to maintain a capital structure that supports its business. The Parent Company manages its capital structure in light of changes in economic conditions and in close coordination with its major stockholders and other related parties by making adjustments on payments to its related parties and issuing new shares.

The BOD has overall responsibility for monitoring capital in proportion to risk. Profiles for capital ratios are set in the light of changes in the Parent Company's external environment and the risks underlying the Parent Company's business, operation and industry.

The Parent Company defines capital as paid-in capital stock, additional paid-in capital and retained earnings (deficit). Other components of equity such as reserve for fluctuations in AFS investments are excluded from capital for purposes of capital management.

The Parent Company monitors capital as follows:

Particulars	2014	2013
Capital stock	₱ 306,122,449	₱ 306,122,449
Additional paid-in capital	3,571,921	3,571,921
Deficit	<u>(86,281,889)</u>	<u>(72,448,774)</u>
Total	₱ <u>223,412,482</u>	₱ <u>237,245,596</u>

The Parent Company is not subject to externally-imposed capital requirements.

NOTE 21 – OTHER MATTERS

a. On July 5, 2002, the Parent Company received a decision from the Court of Tax Appeals (CTA) denying the Parent Company's Petition for Review and ordering the payment of ₱83.8 million for withholding tax assessments for the taxable years 1989 to 1991. The Parent Company filed a Motion for Reconsideration on July 31, 2002 but this was subsequently denied by the CTA. A Petition for Review was filed with the CTA on November 8, 2002, which was also denied by the CTA. The Parent Company then appealed the decision of the CTA to the Court of Appeals (CA), which likewise denied the appeal and upheld the assessment against the Parent Company. The Parent Company, through its legal counsel, filed a Motion for Reconsideration with the CA in December 2003.

On July 9, 2004, the Parent Company received the CA resolution denying the Motion for Reconsideration. On July 22, 2004, the Parent Company filed with the CA a Motion for Extension of time to file and appeal to the Supreme Court (SC). On August 20, 2004, the Parent Company filed said appeal. On October 20, 2004, the Parent Company received the resolution of the SC denying its Petition for Review for lack of reversible error. The Parent Company filed a Motion for Reconsideration. On January 10, 2005, the SC issued an Order stating that it found no ground to sustain the Parent Company's appeal and dismissed the Parent Company's petition with finality.

On April 26, 2006, the Parent Company filed a Petition for Review before the CTA en banc. On March 7, 2007, the CTA en banc dismissed the Petition for lack of merit. The CTA en banc affirmed the CTA's decision granting the Motion for Issuance of Writ of Execution filed by the Commissioner of Internal Revenue. As of October 10, 2014, the Parent Company has not received any order of Execution relative to this case. Accordingly, the related obligation is not currently determinable. Management believes, however, that the ultimate outcome of the case will not have a material effect on the Parent Company financial statements.

b. On September 14, 2005, the Parent Company and a third party filed a civil action against a local bank for the imminent extra-judicial foreclosure of the properties of the third party which are used as real estate mortgage for additional loans from the local bank amounting to ₱42 million, which the Parent Company maintains has never been received.

On October 6, 2005, the Regional Trial Court (RTC) of Tagaytay City issued and granted the Writ of Preliminary Injunction (first injunction). As of October 10, 2014, the case is still pending with the same court. Trial on the merits of the case has not been started as the Parent Company, through its counsel, filed an Amended Complaint with an Urgent Application for the Issuance of Writ of Preliminary Injunction after the first injunction was nullified by the Court of Appeals and affirmed by the SC. The Parent Company and its legal counsel are positive that the court will sustain their position.

c. There are also other pending legal cases against the Parent Company. Based on the facts of these cases, management believes that its positions have legal merits and the resolution thereof will not materially affect the Parent Company's financial position and result of operations.

NOTE 22 – SUPPLEMENTARY TAX INFORMATION UNDER RR – 15- 2010

Presented below is the supplementary information which is required by the Bureau of Internal Revenue to be disclosed as part of the notes to financial statements. This supplementary information is not a required disclosure under PFRS.

The information on taxes, duties and license fees paid or accrued during the year ended December 31, 2014 required under RR No. 15-2010, which became effective on December 31, 2010, are as follows:

22.1 Output VAT

The Parent Company has no sales transactions that are subject to output VAT in 2014.

22.2 Input VAT

The movements of input VAT during the year are summarized below.

Particulars	Amount
Balance at beginning of year	₱ 5,481,925
Current year's domestic purchases/payments during the year	<u>262,593</u>
Balance at end of year	₱ <u><u>5,744,518</u></u>

22.3 Other Taxes and Licenses

The details of other taxes and licenses paid and accrued are shown below.

Particulars	Amount
Annual listing fee	₱ 250,000
Business permit	17,551
Others	<u>5,050</u>
Total	₱ <u><u>272,601</u></u>

22.4 Withholding Taxes

Withholding taxes paid/accrued and/or withheld for the year ended December 31, 2012 consist of:

Particulars	Paid	Accrued	Total
Tax on compensation and benefits	₱ -	₱ 10,070	₱ 10,070
Expanded withholding tax	<u>51,107</u>	<u>3,429</u>	<u>54,536</u>
Total	₱ <u><u>51,107</u></u>	₱ <u><u>13,499</u></u>	₱ <u><u>64,606</u></u>

22.5 Tax Contingencies

The Parent Company's deficiency tax cases are discussed in Note 21a.

METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION
Schedule of Philippine Financial Reporting Standards

The following table summarizes the effective standards and interpretations as at December 31, 2014:

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
Framework for the Preparation and Presentation of Financial Statements		✓		
Conceptual Framework Phase A: Objectives and qualitative characteristics				
PFRSs Practice Statement Management Commentary		✓		
Philippine Financial Reporting Standards		✓		
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards	✓		
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	✓		
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			✓
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to PFRS 1: Government Loans			✓
PFRS 2	Share-based Payment			✓
	Amendments to PFRS 2: Vesting Conditions and Cancellations			✓
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			✓
PFRS 3 (Revised)	Business Combinations			✓
PFRS 4	Insurance Contracts			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations	✓		
PFRS 6	Exploration for and Evaluation of Mineral Resources			✓
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PFRS 7: Transition	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	✓		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	✓		
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	✓		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures	✓		
PFRS 8	Operating Segments			✓
PFRS 9	Financial Instruments		✓	
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures		✓	
PFRS 10	Consolidated Financial Statements		✓	
PFRS 11	Joint Arrangements		✓	
PFRS 12	Disclosure of Interests in Other Entities		✓	
PFRS 13	Fair Value Measurement		✓	
Philippine Accounting Standards				
PAS 1 (Revised)	Presentation of Financial Statements	✓		
	Amendment to PAS 1: Capital Disclosures	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
PAS 2	Inventories	✓		
PAS 7	Statement of Cash Flows	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Balance Sheet Date	✓		
PAS 11	Construction Contracts	✓		
PAS 12	Income Taxes	✓		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets	✓		
PAS 16	Property, Plant and Equipment	✓		
PAS 17	Leases	✓		
PAS 18	Revenue	✓		
PAS 19	Employee Benefits	✓		
	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures	✓		
PAS 19 (Amended)	Employee Benefits		✓	
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates			✓
	Amendment: Net Investment in a Foreign Operation			✓
PAS 23 (Revised)	Borrowing Costs	✓		
PAS 24 (Revised)	Related Party Disclosures	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans	✓		
PAS 27	Separate Financial Statements		✓	

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
(Amended)				
PAS 28	Investments in Associates and Joint Ventures	✓		
(Amended)				
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 31	Interests in Joint Ventures			✓
PAS 32	Financial Instruments: Disclosure and Presentation	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendment to PAS 32: Classification of Rights Issues			✓
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	✓		
PAS 33	Earnings per Share			✓
PAS 34	Interim Financial Reporting			✓
PAS 36	Impairment of Assets	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets			✓
PAS 39	Financial Instruments: Recognition and Measurement	✓		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	✓		
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			✓
	Amendments to PAS 39: The Fair Value Option			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition	✓		
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
	Amendment to PAS 39: Eligible Hedged Items			✓
PAS 40	Investment Property	✓		
PAS 41	Agriculture			✓
Philippine Interpretations				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	<i>Determining Whether an Arrangement Contains a Lease</i>	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	<i>Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment</i>			✓
IFRIC 7	<i>Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies</i>			✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
IFRIC 8	<i>Scope of PFRS 2</i>			
IFRIC 9	Reassessment of Embedded Derivatives			✓
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
IFRIC 10	<i>Interim Financial Reporting and Impairment</i>			✓
IFRIC 11	PFRS 2- Group and Treasury Share Transactions			✓
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			✓
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			✓
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓
IFRIC 18	Transfers of Assets from Customers			✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-12	Consolidation - Special Purpose Entities			✓
	Amendment to SIC - 12: Scope of SIC 12			✓
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers			✓
SIC-15	Operating Leases - Incentives	✓		
SIC-21	Income Taxes - Recovery of Revalued Non-Depreciable Assets			✓
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			✓
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	✓		
SIC-29	Service Concession Arrangements: Disclosures.			✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services			✓
SIC-32	Intangible Assets - Web Site Costs			✓

SEC Registration Number

**METRO ALLIANCE HOLDINGS & EQUITIES CORP.
AND SUBSIDIARIES**

CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014 and 2013

AND

INDEPENDENT AUDITORS' REPORT



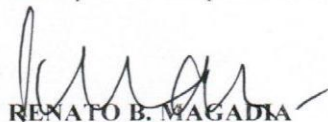
METRO ALLIANCE
HOLDINGS & EQUITIES CORP.

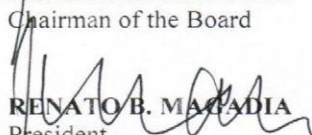
**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

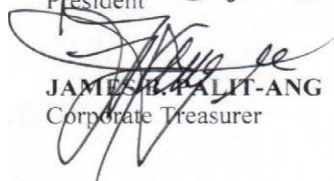
The management of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.** is responsible for the preparation and fair presentation of the consolidated financial statements for the years ended **December 31, 2014 and 2013**, including the additional components attached therein, in accordance with the financial reporting framework indicated therein. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the financial statements and submits the same to the stockholders.

Valdes Abad & Associates, the independent auditors, appointed by the stockholders has examined the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the members or, has expressed its opinion on the fairness of presentation upon completion of such examination.


RENATO B. MAGADIA
Chairman of the Board


RENATO B. MAGADIA
President


JAMES B. PALIT-ANG
Corporate Treasurer

SUBSCRIBED AND SWORN to before me in **QUEZON CITY** City/Province, Philippines on **APR 13 2015**
affiants personally appeared before me and exhibited to me their

Name
1. **RENATO B. MAGADIA**
2. **JAMES B. PALIT-ANG**

Tax Identification Number
100-942-390
151-671-333

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

DOC NO: 215
PAGE NO: 43
BOOK NO: XXXI
SERIES OF: 2015

NOTARY PUBLIC FOR **ATTY. RAMON L. CARPIO**
NOTARY PUBLIC
Notarial Commission No. **Np-89 (2015-2016)** Commission Expires **Dec. 31, 2016**
Commission expires on December 31. Roll of Attorneys No. 22172
Roll of Attorney Number **IBP OR 978729, 12/12/14, Pasig City**
PTR No. **PTR No. 0350443, 1/6/15, Pasig City**
IBP No. **TIN 106-918-897**
Office Address: **MCLE IV-Compliance No. 000630, 6/19/13**
Rm. 326 Doña Consolacion Bldg. Cubao, Quezon City
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Valdes Abad & Associates

certified public accountants

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Associate firm of



INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors

METRO ALLIANCE HOLDINGS & EQUITIES CORP. AND SUBSIDIARIES

22nd Floor Citibank Tower

8741 Paseo de Roxas, Makati City

We have audited the accompanying consolidated financial statements of Metro Alliance Holdings & Equities Corp. and its subsidiaries, which comprise the consolidated statements of financial position as of December 31, 2014 and 2013, and the consolidated statement of comprehensive income, statements of changes in equity, and the statement of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information. The consolidated financial statements of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.** and its subsidiaries as of and for the year ended December 31, 2013 were audited by other auditors whose report thereon dated October 10, 2014, expressed a qualified opinion because the accounts of a special purpose entity were excluded from the consolidated financial statements.

Management's Responsibility for the Parent Company Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Basis for Qualified Opinion

The accounts of a special purpose entity as shown in Note 8 were excluded in the consolidated financial statements since 2007 because the entity is no longer operating as a going concern and is in the process of liquidation.

Opinion

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the consolidated financial statements present fairly, in all material respects, the financial position of **METRO ALLIANCE HOLDINGS & EQUITIES CORP.** and its subsidiaries as of December 31, 2014 and 2013, and its financial performance and their cash flows for the years then ended in accordance with Philippine Financial Reporting Standards.

Emphasis of a Matter

Without qualifying our opinion, we draw attention to Notes 2 and 8 to the consolidated financial statements, which indicate that the Parent Company has advances to Polymax Worldwide Limited (Polymax) of ₱788.7 million and ₱960.3 million as of December 31, 2014 and 2013, respectively, and on the other hand, Polymax has past due liabilities of ₱994.7 million as of December 31, 2014 and 2013, for which the Parent is jointly and severally liable. The realization of the Parent Company's advances to Polymax and the settlement of Polymax's past due liabilities, for which the Parent Company is jointly and severally liable, are dependent on whether sufficient cash flows can be generated from the sale of Polymax's remaining 20% interest in NPC Alliance Corporation and from the letter of comfort issued by the Parent Company's major stockholders in favor of the parent Company. These factors may cast significant doubt about the Parent Company's ability to continue as a going concern. The consolidated financial statements have been prepared assuming that the Parent Company will continue as a going concern and do not include any adjustments that might result for the outcome of these uncertainties. Management's plan is to infuse additional capital to address these going concern uncertainties.

VALDES ABAD & ASSOCIATES

For the firm:


FELICIDAD A. ABAD

Partner

CPA Certificate No. 0025184

TIN No. 123-048-248-000

PTR No. 4755557- 01/06/2015

PRC – BOA Reg. No. 0314

Issued on March 6, 2013

Valid until December 31, 2015

SEC Accreditation No. 1356-A

Issued on September 19, 2013

Valid until September 18, 2016

BIR Accreditation No. 08-002126-001-2014

Issued on October 29, 2014

Valid until October 29, 2017

Makati City, Philippines
April 28, 2015

METRO ALLIANCE HOLDINGS AND EQUITIES CORPORATION

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(With Comparative Figures as of December 31, 2013)

(In Philippine Peso)



		December 31,	
ASSETS	Notes	2014	2013
CURRENT ASSETS			
Cash	6	22,144,944	14,448,429
Receivables, net	7	80,303,539	75,886,415
Assets held for sale	8	788,662,261	960,289,978
Other current assets, net	9	20,783,745	21,061,390
Total Current Assets		911,894,489	1,071,686,211
NON-CURRENT ASSETS			
Available for sale investment	10	6,558,768	6,133,013
Property and equipment, net	11	5,052,315	1,869,689
Deferred tax asset	21	4,773,825	4,609,814
Intangible assets	12	750,000	-
Total Non-Current Assets		17,134,908	12,612,516
TOTAL ASSETS		929,029,397	1,084,298,727
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Accounts payable and accrued expenses	13	418,904,085	403,616,777
Due to related parties	15	416,729,684	574,961,241
Current portion of long-term debt	14	-	179,415
Total Current Liabilities		835,633,769	978,757,434
NON CURRENT LIABILITIES			
Accrued retirement benefit costs	22	5,571,489	5,571,489
Deferred tax liability	21	347	-
Total Non-Current Liabilities		5,571,836	5,571,489
EQUITY			
Equity Attributable to Equity Holders of Parent Company			
Capital stock	16	306,122,449	306,122,449
Additional paid-in capital		3,571,921	3,571,921
Deficit	28	(236,473,666)	(220,699,716)
Remeasurement gain on retirement plan	22	2,347,003	2,347,003
Available-for-sale reserve	10	2,787,805	2,362,050
		78,355,512	93,703,707
Non-controlling interest		9,468,280	6,266,099
Total Equity		87,823,792	99,969,806
TOTAL LIABILITIES AND EQUITY		929,029,397	1,084,298,729

See Notes to Consolidated Financial Statements

METRO ALLIANCE HOLDINGS AND EQUITIES CORPORATION

COSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(With Comparative Figures for the Year Ended December 31, 2013)

(In Philippine Peso)

For the Years Ended December 31,	Notes	2014	2013
SALE OF SERVICES	17	127,689,577	123,507,591
COST OF SERVICES	18	<u>102,105,535</u>	<u>103,411,399</u>
GROSS PROFIT		25,584,041	20,096,192
OTHER INCOME		409,330	135,545
EXPENSES	19	(26,024,027)	(23,442,443)
FINANCE INCOME(COST), NET	20	<u>(7,173,001)</u>	<u>37,283</u>
LOSS BEFORE INCOME TAX	—	<u>(7,203,656)</u>	<u>(3,173,423)</u>
PROVISION FOR (BENEFIT FROM) INCOME TAX	21		
Current		(2,962,218)	(2,985,313)
Deferred		<u>163,664</u>	<u>2,186,439</u>
		<u>(2,798,555)</u>	<u>(798,874)</u>
NET LOSS		(10,002,211)	(3,972,297)
OTHER COMPREHENSIVE LOSS			
Unrealized gain(loss) on available-for-sale investments	10	425,755	(1,046,261)
Remeasurement gain (loss) on retirement plan, net of deferred income tax	22	-	3,972,325
TOTAL COMPREHENSIVE (LOSS)		(9,576,456)	(1,046,233)
Net income (loss) attributable to:			
Equity holders of the Parent Company	25	(13,204,392)	(4,892,689)
Non-controlling interest		<u>3,202,181</u>	<u>920,392</u>
		(10,002,211)	(3,972,297)
Other comprehensive income (loss) attributable to:			
Equity holders of the Parent Company		-	979,625
Non-controlling interest		<u>425,755</u>	<u>1,946,439</u>
		425,755	2,926,064
Basic loss per share			
Loss for the year attributable to equity holders of the Parent Company	25	<u>(0.04)</u>	<u>(0.02)</u>

See Notes to Consolidated Financial Statements

METRO ALLIANCE HOLDINGS AND EQUITIES CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(With Comparative Figures as of December 31, 2013)

(In Philippine Peso)

For the Years Ended December 31,	Notes	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before income tax		(7,203,656)	(3,173,423)
Adjustments for:			
Unrealized foreign exchange loss		-	1,640,269
Amortization of intangible assets	12	150,000	1,412,513
Depreciation and amortization	11	1,192,994	1,088,965
Provision for retirement benefit costs	22	-	5,122,375
Interest expense	20	7,207,800	48,960
Interest income	20	(34,799)	(86,243)
Dividends received		500	-
Deferred tax assets		(2,536,463)	-
Other non-cash adjustments		(2,569,558)	(1,164,940)
Operating income before working capital changes		(3,793,183)	4,888,476
Changes in assets and liabilities:			
Receivables, net		(4,417,124)	(2,318,065)
Other current assets		277,644	(2,184,256)
Accounts payable and accrued expenses		15,287,308	13,734,008
Net Cash from Operating Activities		7,354,646	14,120,163
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received	20	34,799	86,243
Increase in asset held for sale	15	171,627,717	(5,646,913)
Acquisition of property and equipment	11	(4,375,620)	(911,649)
Acquisition of intangible assets	12	(900,000)	(273,874)
Increase (decrease) in AFS	10	(425,755)	-
Net Cash from Investing Activities		165,961,141	(6,746,193)
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends received		(500)	-
Interest paid	20	(7,207,800)	-
Increase (decrease) in due to related parties		(158,231,557)	(755,121)
Payment of long-term debt	14	(179,415)	(237,149)
Net Cash from Financing Activities		(165,619,272)	(992,270)
NET INCREASE IN CASH		7,696,515	6,381,700
CASH, Beginning	6	14,448,429	8,066,729
CASH, End	6	22,144,944	14,448,429

See Notes to Consolidated Financial Statements

METRO ALLIANCE HOLDINGS AND EQUITIES CORPORATION

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(In Philippine Peso)

(With Comparative Figures as of December 31, 2013)

	Attributable to Equity Holders of the Parent Company						Minority Interests	Total Equity
	Capital Stock (Note 16)	Additional Paid-in Capital	Retained Earnings (Deficit)	Remeasurement Gain (Loss) on Retirement Plan (Note 22)	AFS Reserve (Note 10)	Subtotal		
Balances at January 1, 2013, as previously restated	306,122,449	3,571,921	(215,518,672)	-	3,408,311	97,584,009	3,367,790	100,951,799
Effect of adoption of PFRS 19	-	-	(288,355)	321,117	-	32,762	31,478	64,240
Balances at January 1, 2013, as restated	306,122,449	3,571,921	(215,807,027)	321,117	3,408,311	97,616,771	3,399,268	101,016,039
Net income (loss)	-	-	(4,892,689)	-	-	(4,892,689)	920,392	(3,972,297)
Other comprehensive income (loss)	-	-	-	2,025,886	(1,046,261)	979,625	1,946,439	2,926,064
BALANCES AS OF DECEMBER 31, 2013	306,122,449	3,571,921	(220,699,716)	2,347,003	2,362,050	93,703,707	6,266,099	99,969,806
Net income (loss)	-	-	(13,204,392)	-	-	(13,204,392)	3,202,181	(10,002,211)
Other comprehensive income (loss)	-	-	-	-	425,755	425,755	-	425,755
Other adjustments to retained earnings	-	-	(2,569,558)	-	-	(2,569,558)	-	(2,569,558)
BALANCES AS OF DECEMBER 31, 2014	306,122,449	3,571,921	(236,473,666)	2,347,003	2,787,805	78,355,512	9,468,280	87,823,792

See Notes to Consolidated Financial Statements

METRO ALLIANCE HOLDINGS & EQUITIES CORP. AND SUBSIDIARIES

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS

December 31, 2014 and 2013

NOTE 1 – CORPORATE INFORMATION

METRO ALLIANCE HOLDINGS & EQUITIES CORP. (MAHEC or the Parent Company) is incorporated in the Philippines. The Parent Company and its subsidiaries (collectively referred to as “the Group”) are involved in contract logistics. Certain subsidiaries previously engaged in the importation and distribution of polypropylene resin and pharmacy management had ceased operations.

The registered office address of the Parent Company is 22nd Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City.

The accompanying consolidated financial statements as of December 31, 2014 were approved and authorized for issue by the Board of Directors (BOD) on April 6, 2015.

NOTE 2– STATUS OF OPERATIONS

2.1 Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Parent Company will continue as a going concern. As of December 31, 2014 and 2013, the Parent Company has significant advances to Polymax Worldwide Limited (Polymax), a special purpose entity incorporated in British Virgin Islands, amounting to ₱960.4 million and ₱960.3 million, respectively, relating to the acquisition of the petrochemical plant of Bataan Polyethylene Corporation (BPC) involving a series of acquisition transactions described in the next section below. On the other hand, Polymax (jointly and severally with the Parent Company) has past due liabilities, including interest and penalties, amounting to ₱994.7 million as of December 31, 2014 and 2013, respectively, which were obtained to partially finance the acquisition of the petrochemical plant, resulting from the transfer of past due loans as discussed in the next paragraph.

In 2007, the Parent Company unilaterally transferred to Polymax two significant past due liabilities totaling ₱866.7 million as of December 31, 2006 that were obtained (jointly and severally with Polymax) to partially finance the acquisition of the petrochemical plant, and applied these against the Parent Company’s advances to Polymax, in order to reflect the economic substance of the acquisition and related loan transactions as discussed in Note 8.

As explained in Note 8, the remaining 20% of Polymax’s interest in the petrochemical plant is for sale. The realization of the Parent Company’s advances to Polymax (an unconsolidated special purpose entity starting in 2007) and the settlement of the past due liabilities carried in the books of Polymax, for which the Parent Company is jointly and severally liable, depend on whether sufficient cash flows can be generated from the sale of Polymax’s remaining 20% interest in NPC Alliance Corporation (NPCA) and from the letter of comfort issued by the Parent Company’s major stockholders in favor of the Parent Company. The consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties. As explained in Note 15b, management’s plan is to infuse additional capital to address the going concern uncertainty.

2.2 Acquisition Transactions

On December 4, 2003, the Parent Company entered into a Memorandum of Agreement (MOA) with Polymax, whereby the Parent Company confirmed the designation of Polymax as the acquiring company in the proposed acquisition of the senior secured debt papers of BPC from International Finance Corporation (IFC). Under the MOA, the Parent Company and Polymax agreed that (a) the acquisition of the secured debt paper would be for the account and benefit of the Parent Company; (b) the funding for the acquisition would be provided and arranged by the Parent Company; and (c) the exercise of creditor rights arising from the secured debts via foreclosure and takeover of the assets of BPC would be directed by and for the account and benefit of the Parent Company. In addition, the Parent Company would make certain advances to Polymax.

On December 19, 2003, Polymax and IFC entered into an Assignment and Transfer Agreement (the Agreement) for the purchase by the former of the senior secured debt papers of BPC. The Parent Company advanced to Polymax the initial deposit of US\$5 million, which was remitted to IFC for the assignment payment, pursuant to the terms of the Agreement. On February 11, 2004, IFC confirmed that it has received the full payment for the assignment of the senior secured debt papers of BPC.

To partially finance the Parent Company's advances relating to the Petrochemical Project, the Parent Company obtained short-term loans from local banks. With the delay in the completion of the activities and the conditions required for the Petrochemical Project, the Parent Company was unable to pay the bank loans on maturity dates. As of December 31, 2006, the amounts payable to the banks totaled ₱866.7 million, consisting of the outstanding principal balance of ₱378.3 million and finance charges of ₱488.4 million. In 2007, these past due liabilities were unilaterally transferred to and applied against the advances made to Polymax as discussed in Note 8.

Pursuant to the Parent Company's plan of acquiring full control of BPC, instead of exercising creditor rights, the Parent Company, on April 16, 2004, entered into a Share Purchase Agreement (SPA) with BPC, Tybalt Investment Limited (TIL), BP Holdings International B.V. (BPHI) and Petronas Philippines, Inc. (PPI), with TIL as the purchaser of the 83% interest of the foreign shareholders of BPC. As agreed by the parties, the SPA is to take effect as of March 31, 2004, subject to closing conditions, as defined in the SPA, which the parties have to comply with within a period of 60 days or later if the conditions are not met.

On July 7, 2005, Polymax and BPC executed a Deed of Conveyance, transferring to Polymax under an asset for share swap, the petrochemical plant of BPC in exchange for 85 million common shares of Polymax with par value of US\$1 per share, or a total par value of US\$85 million.

On July 20, 2005, the Parent Company, Polymax and NPC International Limited (NPCI) entered into an SPA which provided that, subject to certain conditions, including the transfer of the petrochemical plant of BPC free from encumbrances, NPCI will acquire 60% of the issued share capital of NPCA from Polymax.

On August 9, 2005, Polymax and NPCA executed a Deed of Conveyance, transferring to NPCA, under an asset for share swap, the same petrochemical plant in exchange for 4.8 million shares of common stock of NPCA with a total par value of ₱4.8 billion, resulting in 100% ownership interest of Polymax in NPCA.

On November 15, 2005, BPC and Polymax executed a Deed of Assignment whereby BPC transferred and conveyed to Polymax all its rights and interest to Polymax's 85 million shares of common stock, with a total value of US\$85 million, in exchange for the discharge of a portion of BPC's secured debt, which was acquired by Polymax from IFC, up to the extent of the value of the shares transferred. Polymax retired the said shares 10 days from the date the Deed of Assignment.

On December 16, 2005, Polymax, NPCI, Petrochemical Industries Investment Company (PIIC) and the Parent Company entered into an amended SPA whereby NPCI and PIIC will purchase 40% and 20% of NPCA's shares of common stock, respectively, from Polymax. In addition to the conditions set forth in the original SPA, the amended SPA also involves advances to be provided by NPCI amounting to US\$15 million representing an advance payment which may be used to fund the bona fide third party costs of NPCA or BPC for the recommissioning, operation and maintenance of the petrochemical plant or such other third party cost or expenses, taxes or duties as agreed between Polymax and NPCI.

On the same date, the Parent Company, NPCI and PIIC entered into a Guarantee and Indemnity agreement whereby the Parent Company irrevocably and unconditionally guaranteed the prompt performance and observance by Polymax and the payment on demand by Polymax of all moneys, obligations and liabilities, which are now or at any time after the execution of the agreement become due from or owing or incurred by Polymax under or in connection with any of the SPA and the Shareholders' Agreement. The Parent Company also guaranteed that it shall be liable for Polymax's obligations, as if it were a principal debtor, if Polymax's obligations are no longer recoverable from Polymax.

On March 18, 2006, Polymax, NPCI, PIIC and the Parent Company entered into an Agreement of Variation (March 2006 Variation Agreement) to vary and amend the terms of the "Amended and Restated Share Purchase Agreement (ARSPA) and the Shareholders' Agreement" entered on December 16, 2005. Under the March 2006 Variation Agreement, completion of the conditions and conditions subsequent set forth in the

ARSPA was extended to April 30, 2006. Moreover, additional conditions that Polymax needs to satisfy prior to completion were agreed upon.

On the same date, Polymax and NPCI executed a Deed of Absolute Sale whereby Polymax sold, transferred and conveyed to NPCI all the rights, title and interest in 19,090,000 NPCA shares of common stock, equivalent to 40% ownership interest, for a consideration of ₱1.91 billion.

On September 11, 2006, Polymax, NPCI, PIIC, the Parent Company and NPCA entered into another Agreement of Variation (September 2006 Variation Agreement) to further vary and amend the terms of the ARSPA and the Shareholders' Agreement (both initially amended and varied by the March 2006 Variation Agreement). Polymax, in accordance with its obligations under the ARSPA, had notified NPCI and PIIC that it is aware that certain conditions will not be fulfilled by April 30, 2006. As a result, the parties agreed to transfer to PIIC the 9,545,000 NPCA shares of common stock prior to completion, while certain conditions will become conditions subsequent to be completed on December 31, 2006.

On September 20, 2006, Polymax and PIIC executed a Deed of Absolute Sale whereby Polymax sold, transferred and conveyed to PIIC all the rights, title and interest in 9,545,000 NPCA shares of common stock, equivalent to 20% ownership interest, for a consideration of ₱954.5 million.

On December 31, 2006, the ARSPA Variation Agreement expired with the conditions subsequent remaining unsettled. Nevertheless NPCI and PCII took control of the petrochemical plant resulting in a dispute with the Parent Company and Polymax, who considered the sale of Polymax's 40% and 20% interest in the petrochemical plant to NPCI and PCII, respectively, as null and void.

On August 21, 2007, the petrochemical plant started commercial operations under NPCI and PIIC.

Subsequently on August 27, 2013, the Parent Company and Polymax entered into a settlement agreement with NPCI, PIIC and NAC to resolve, fully and finally, the dispute arising from the uncompleted acquisition transactions described above. Under the agreement, NCPI shall, among others, pay Polymax the remaining balance of the purchase price of the 60% NPCA shares net of deductions agreed by the parties. Simultaneous with the execution of the agreement, Polymax shall also sell to NPCI an additional 20% of Polymax's interest in NPCA from the remaining 40% equity holding in NPCA at US\$8 million or its equivalent in Philippine peso. In September 2013 and August 2014, the remaining balance due to Polymax was paid by NCPI and the 20% interest of Polymax in NPCA was sold to NCPI, respectively, in accordance with the agreement.

As a result of the foregoing settlement, the arbitration tribunal issued on October 2, 2014 an order for withdrawal of the arbitration cases (under the United Nations Commission on International Trade Law Rules of Arbitration), which were earlier filed by the parties due to the dispute arising from their various agreements.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) approved by the Philippine Financial Reporting Standards Council (PFRSC) and the SEC.

The consolidated financial statements have been prepared on the accrual basis using historical cost basis, except for available-for-sale (AFS) financial assets that are measured at fair value. The consolidated financial statements are presented in Philippine peso, which is the Group's functional and presentation currency. All values are rounded to the nearest million, except when otherwise indicated.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company, Metro Alliance Holdings and Equities Corp., and the following subsidiaries:

	Percentage of Ownership	
	2014	2013
Operating subsidiaries:		
Metro Combined Logistics Solutions, Inc. (MCLSI) (formerly GAC Logistics, Inc.)	51.00	51.00
Non-operating subsidiaries:		
Consumer Products Distribution Services, Inc. (CPDSI)	100.00	100.00
FEZ-EAC Holdings, Inc. (FEZ-EAC)	100.00	100.00
Zuellig Distributors, Inc. (ZDI)	100.00	100.00
Asia Healthcare, Inc. (AHI)	60.00	60.00

A subsidiary is an entity in which the Parent Company has control. Subsidiaries are consolidated from the date on which control is transferred to the Parent Company and cease to be consolidated from the date on which control is transferred out of the Parent Company.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. Intercompany balances and transactions, including intercompany profits and unrealized profits and losses, are eliminated in full.

Non-controlling Interests

Non-controlling interests represent the interests in subsidiaries which are not owned, directly or indirectly through subsidiaries, by the Parent Company. If losses applicable to the non-controlling interest in a consolidated subsidiary exceed the non-controlling interest's equity in the subsidiary, the excess, and any further losses applicable to non-controlling interest, are charged against the majority interest except to the extent that the minority has a binding obligation to, and is able to, make good of the losses. If the subsidiary subsequently reports profits, the majority interest is allocated all such profits until the interest's share of losses previously absorbed by the majority interest has been recovered.

Adoption of New Standards, Amendments to Standards and Interpretations

The PFRSC approved the adoption of new standards, amendments to standards, and interpretations.

Amendments to Standards and Interpretations Adopted in 2013

Starting January 1, 2013, the Group adopted the following new and amended PAS and Philippine Interpretations from International Financial Reporting Interpretation Committee (IFRIC):

- PFRS 10, *Consolidated Financial Statements*. PFRS 10 replaced the portion of PAS 27, *Consolidated and Separate Financial Statements*, that addressed the accounting for consolidated financial statements. It also included the issues raised in SIC 12, *Consolidation - Special Purpose Entities*. PFRS 10 established a single control model that applied to all entities including special purpose entities. The changes introduced by PFRS 10 require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in PAS 27. Adoption of this standard has no significant impact on the consolidated financial statements.
- PAS 1, *Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income or OCI (Amendments)*. The amendments to PAS 1 introduced a grouping of items presented in OCI. Items that will be reclassified (or "recycled") to profit or loss at a future point in time (for example, upon derecognition or settlement) will be presented separately from items that will never be recycled. Adoption of this standard is reflected in the consolidated statement of comprehensive income.
- PAS 19, *Employee Benefits (Revised)*. For defined benefit plans, the Revised PAS 19 requires all actuarial gains and losses to be recognized in other comprehensive income and unvested past service costs

previously recognized over the average vesting period to be recognized immediately in profit or loss when incurred.

The Revised PAS 19 replaced the interest cost and expected return on plan assets with the concept of net interest on defined benefit liability or asset which is calculated by multiplying the net balance sheet defined benefit liability or asset by the discount rate used to measure the employee benefit obligation, each as at the beginning of the annual period. The Revised PAS 19 also amended the definition of short-term employee benefits and requires employee benefits to be classified as short-term based on expected timing of settlement rather than the employee's entitlement to the benefits. In addition, the Revised PAS 19 modifies the timing of recognition for termination benefits. The modification requires the termination benefits to be recognized at the earlier of when the offer cannot be withdrawn or when the related restructuring costs are recognized. Adoption of this standard resulted in the inclusion of additional disclosures in the consolidated financial statements and restatement of December 31 and January 1, 2012 accounts.

- PFRS 12, *Disclosure of Interests in Other Entities*. PFRS 12 sets out the requirements for disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. The requirements in PFRS 12 are more comprehensive than the previously existing disclosure requirements for subsidiaries (for example, where a subsidiary is controlled with less than a majority of voting rights). Adoption of this standard has no significant impact on the consolidated financial statements.

- PFRS 13, *Fair Value Measurement*. PFRS 13 establishes a single source of guidance under PFRSs for all fair value measurements. PFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under PFRS. PFRS 13 defines fair value as an exit price. PFRS 13 also requires additional disclosures.

The Group has assessed that the application of PFRS 13 has not materially impacted the fair value measurements of the Group. Adoption of this standard resulted in the inclusion of additional disclosures in the consolidated financial statements (see Note 26).

Annual Improvements to PFRSs (2009-2011 Cycle)

- PAS 1, *Presentation of Financial Statements - Clarification of the Requirements for Comparative Information*. These amendments clarify the requirements for comparative information that are disclosed voluntarily and those that are mandatory due to retrospective application of an accounting policy, or retrospective restatement or reclassification of items in the financial statements. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the minimum required comparative period. The additional comparative period does not need to contain a complete set of financial statements. On the other hand, supporting notes for the third balance sheet (mandatory when there is a retrospective application of an accounting policy, or retrospective restatement or reclassification of items in the financial statements) are not required. As a result, the Group has included comparative information in respect of the opening consolidated balance sheet as at January 1, 2012 since there is a retrospective application of an accounting policy.

- PAS 32, *Financial Instruments: Presentation - Tax Effect of Distribution to Holders of Equity Instruments*. The amendment clarifies that income taxes relating to distributions to equity holders and to transaction costs of an equity transaction are accounted for in accordance with PAS 12, *Income Taxes*. This has no impact on the consolidated financial statements.

Future Changes in Accounting Policies

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after January 1, 2014, and have not been early adopted. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below.

Effective 2014

PAS 36, *Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets (Amendments)*. These Amendments remove the unintended consequences of PFRS 13 on the disclosures required under PAS 36. In addition, these Amendments require disclosure of the recoverable amounts for the assets or cash-generating units (CGUs) for which impairment loss has been recognized or reversed during the period.

Effective in 2015

PAS 19, *Employee Benefits – Defined Benefit Plans: Employee Contributions (Amendments)*. The amendments apply to contributions from employees or third parties to defined benefit plans. Contributions that are set out in the formal terms of the plan shall be accounted for as reductions to current service costs if they are linked to service or as part of the remeasurements of the net defined benefit asset or liability if they are not linked to service. Contributions that are discretionary shall be accounted for as reductions of current service cost upon payment of these contributions to the plans.

Annual Improvements to PFRSs (2010-2012 Cycle)

- PFRS 8, *Operating Segments – Aggregation of Operating Segments and Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets*. The amendments require entities to disclose the judgment made by management in aggregating two or more operating segments. This disclosure should include a brief description of the operating segments that have been aggregated in this way and the economic indicators that have been assessed in determining that the aggregated operating segments share similar economic characteristics. The amendments also clarify that an entity shall provide reconciliations of the total of the reportable segments' assets to the entity's assets if such amounts are regularly provided to the chief operating decision maker. These amendments are effective for annual periods beginning on or after July 1, 2014 and are applied retrospectively.

- PFRS 13, *Fair Value Measurement – Short-term Receivables and Payables*. The amendment clarifies that short-term receivables and payables with no stated interest rates can be held at invoice amounts when the effect of discounting is immaterial.

- PAS 24, *Related Party Disclosures – Key Management Personnel*. The amendments clarify that an entity is a related party of the reporting entity if the said entity, or any member of a group for which it is a part of, provides key management personnel services to the reporting entity or to the parent company of the reporting entity. The amendments also clarify that a reporting entity that obtains management personnel services from another entity (also referred to as management entity) is not required to disclose the compensation paid or payable by the management entity to its employees or directors. The reporting entity is required to disclose the amounts incurred for the key management personnel services provided by a separate management entity.

Cash

Cash include cash on hand and in banks.

Financial Assets and Liabilities

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

Initial Recognition of Financial Instruments. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The fair value of the consideration given or received is determined by reference to the transaction price or other market prices. If such market prices are not reliably determinable, the fair value of the consideration is estimated as the sum of all future cash payments or receipts, discounted using the prevailing market rate of interest for similar instruments with similar maturities. The initial measurement of financial instruments, except for those designated at fair value through profit and loss (FVPL), includes transaction cost.

Subsequent to initial recognition, the Group classifies its financial assets and liabilities in the following categories: held-to-maturity (HTM) financial assets, AFS investments, FVPL financial assets and loans and receivables. The classification depends on the purpose for which the investments are acquired and whether they are quoted in an active market. Management determines the classification of its financial assets at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date.

Determination of Fair Value. The fair value for financial instruments traded in active markets at the balance sheet date is based on their quoted market price or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. When current bid and asking prices are not available, the price of the most recent transaction provides evidence of the current fair value as long as there has not been a significant change in economic circumstances since the time of the transaction.

For all other financial instruments not listed in an active market, the fair value is determined by using appropriate valuation techniques. Valuation techniques include net present value techniques, comparison to similar instruments for which market observable prices exist, options pricing models and other relevant valuation models.

Day 1 Profit. Where the transaction price in a non-active market is different from the fair value of the other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a Day 1 Profit) in the consolidated statement of comprehensive income unless it qualifies for recognition as some other type of asset. In cases where use is made of data which is not observable, the difference between the transaction price and model value is only recognized in the consolidated statement of comprehensive income when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the 'day 1' profit amount.

Financial Assets

Financial Assets at FVPL. Financial assets at FVPL include financial assets held for trading and financial assets designated upon initial recognition at FVPL.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Gains or losses on investments held for trading are recognized in the consolidated statement of comprehensive income.

Financial assets may be designated by management at initial recognition at FVPL, when any of the following criteria is met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognizing gains or losses on a different basis; or
- the assets are part of a group of financial assets, financial liabilities or both which are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or
- the financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it would not be separately recorded.

The Group has no financial assets at FVPL as of December 31, 2014 and 2013.

Loans and Receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are not entered into with the intention of immediate or short-term resale and are not designated as AFS or financial asset at FVPL. Receivables are carried at cost or amortized cost, less impairment in value. Amortization is determined using the effective interest method.

The Group's cash, receivables and refundable deposits (included under other current assets) are included in this category.

HTM Investments. HTM investments are quoted non-derivative financial assets with fixed or determinable payments and fixed maturities for which the Group's management has the positive intention and ability to hold to maturity. Where the Group sells other than an insignificant amount of HTM investments, the entire category would be tainted and classified as AFS investments. After initial measurement, these investments are measured at amortized cost using the effective interest method, less impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that is an integral part of the effective interest rate.

Gains and losses are recognized in the consolidated statement of comprehensive income when the HTM investments are derecognized or impaired, as well as through the amortization process.

The Group has no HTM investments as of December 31, 2014 and 2013.

AFS Investments. AFS investments are non-derivative financial assets that are designated in this category or are not classified in any of the other categories. Subsequent to initial recognition, AFS investments are measured at fair value with unrealized gains or losses recognized as other comprehensive income in the unrealized gain (loss) on AFS investments account until the investment is derecognized, at which time the cumulative gain or loss is recognized in other income, or the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the unrealized gain (loss) on AFS investments account to profit or loss under other expense.

The Group's investments in equity securities included under the available-for-sale investments account are classified under this category.

Financial Liabilities

Financial Liabilities at FVPL. Financial liabilities are classified in this category if these result from trading activities or derivative transactions that are not accounted for as accounting hedges, or when the Group elects to designate a financial liability under this category.

The Group has no derivative liabilities as of December 31, 2014 and 2013.

Other Financial Liabilities. This category pertains to financial liabilities that are not held for trading or not designated at FVPL upon the inception of the liability. These include liabilities arising from operations or borrowings.

Financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the effective interest method of amortization (or accretion) for any related premium, discount and any directly attributable transaction costs.

Included in this category are: accounts payable and accrued expenses (excluding payable to government agencies and reserves for contingencies), due to related parties and long-term debt.

Derecognition of Financial Assets and Liabilities

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

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

When the 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, the asset is recognized to the extent of the Group's continuing involvement in the asset.

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

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

Impairment of Financial Assets

The Group assesses at balance sheet date whether a financial asset or group of financial assets is impaired.

Assets Carried at Amortized Cost. If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future

credit losses) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset shall be reduced either directly or through use of an allowance account. The amount of loss shall be recognized in the consolidated statement of comprehensive income.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in the consolidated statement of comprehensive income, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

Assets Carried at Cost. If there is objective evidence of an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or of a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, 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 discounted at the current market rate of return for a similar financial asset.

AFS Financial Assets. If an AFS financial asset is impaired, an amount comprising the difference between the cost (net of any principal payment and amortization) and its current fair value, less any impairment loss on that financial asset previously recognized in the consolidated statement of comprehensive income, is transferred from equity to the consolidated statement of comprehensive income. Reversals in respect of equity instruments classified as AFS are not recognized in profit. Reversals of impairment losses on debt instruments are reversed through profit or loss, if the increase in fair value of the instrument can be objectively related to an event occurring after the impairment loss was recognized in profit or loss.

Classification of Financial Instruments between Debt and Equity

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

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

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

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet 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 balance sheet.

Asset Held for Sale

An asset is classified as asset held for sale when its carrying amount is to be recovered principally through a sale transaction rather than through continuing use and a sale is highly probable. Asset held for sale is stated at the lower of its carrying amount and fair value less costs to sell.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization and any impairment in value.

The initial cost of property and equipment consists of its purchase price, including import duties, taxes and any directly attributable costs in bringing the asset to its working condition and location for its intended use. Expenditures incurred after the fixed assets have been put into operation, such as repairs and maintenance costs, are normally charged to income in the period such costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Depreciation and amortization of property and equipment commences once the fixed assets are available for use and is calculated on a straight-line basis over the following estimated useful lives:

	Number of Years
Leasehold improvements	5 years or lease term, whichever is shorter
Machinery and equipment	3 to 10
Office furniture, fixtures and equipment	2 to 5

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

When an asset is sold or retired, its cost and related accumulated depreciation and amortization and any impairment in value are eliminated from the accounts. Any gain or loss resulting from its disposal is credited to or charged against current operations.

Intangible Assets

Intangible assets pertaining to software license costs that are acquired separately are initially carried at cost. Subsequently, intangible assets with definite useful lives are carried at cost less accumulated amortization and impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives, which do not exceed three years.

The remaining useful life and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

Impairment of Non-financial Asset with Definite Useful Life

The carrying values of property and equipment and intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists, and if the carrying value exceeds the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of fair value less costs to sell or value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less costs of disposal. 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 recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses of continuing operations are recognized in the consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

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

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

Equity

Capital stock is measured at par value for all shares issued. Proceeds of consideration received in excess of par value are recognized as additional paid-in capital.

Revenue

Revenue is recognized to the extent that is probable that the economic benefits associated with the transaction will flow to the Group and the revenue can be measured reliably. Revenue is recognized as follows:

Logistics and Other Services

Revenue is recognized when the related services are rendered.

Interest

Interest income is recognized as it accrues, taking into account the effective yield of the asset.

Dividend Income

Dividend income is recognized when the right to receive the payment is established.

Expenses

Expenses are recognized as incurred.

Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

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

Borrowing Costs

Borrowing costs are generally expensed as incurred, unless there are qualifying assets that require capitalization of borrowing costs.

Retirement Benefits Costs

The Parent Company and MCLSI provide for estimated retirement benefits to be paid under Republic Act (RA) No. 7641, Retirement Law, to all their permanent employees. MCLSI has a funded, non-contributory defined benefit retirement plan, administered by a trustee, covering its permanent employees. The cost of providing benefits under the defined benefit retirement plan is determined using the projected unit credit actuarial valuation method. This method reflects services rendered by employees up to the date of valuation and incorporates assumptions concerning employees' projected salaries. Actuarial valuations are conducted with sufficient regularity, with option to accelerate when significant changes to underlying assumptions occur.

The net defined liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period, 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.

Retirement benefits costs include service cost, net interest on the net defined obligation or asset and remeasurements of net defined benefit obligation or asset.

Service costs, which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as part of cost of services and expenses in the consolidated statements of comprehensive income. Past service costs are recognized when plan amendment or curtailment occurs.

Net interest on the net defined obligation or asset is the change during the period in the net defined 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 defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit obligation) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

The net retirement benefits liability recognized by the Group is the aggregate of the present value of the defined benefit obligation at the end of the balance sheet date reduced by the fair value of plan assets, adjusted for any effect of limiting a net pension 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.

Plan assets are assets that are held by a long-term employee benefit fund. Fair value of plan assets is based on market price information.

Foreign Currency Transactions and Translations

Transactions denominated in foreign currency are recorded in Philippine peso using the prevailing exchange rate at the date of the transaction. Outstanding monetary assets and liabilities denominated in foreign currencies are translated to Philippine peso using the prevailing exchange rate at balance sheet date. Foreign exchange gains or losses arising from the translation at balance sheet date or settlement of monetary items at rates different from those at which they were initially recorded are credited to or charged against current operations.

Income Tax

Income tax for the year comprises current and deferred income tax. Income tax is recognized in the consolidated statement of comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current Tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to tax authority. The tax rates and tax laws used to compute the current tax are those that are enacted and substantively enacted as of balance sheet date.

Current income tax relating to items recognized directly in equity, if any, is recognized in equity and not in profit or loss.

Deferred Tax

Deferred income tax is provided using the balance sheet liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes, and the carry forward tax benefits of the net operating loss carryover (NOLCO) and the excess of minimum corporate income tax (MCIT) over the regular corporate income tax. The amount of deferred income tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted at reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences and the carry-forward benefits of unused NOLCO and MCIT can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Income tax relating to other comprehensive income, if any, is recognized in the other comprehensive income section of the consolidated statements of comprehensive income.

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. Transactions between related parties are on an arm's length basis in a manner similar to transactions with non-related parties.

Earnings Per Share

Basic earnings per share is computed by dividing net income by the weighted average number of outstanding shares. The Parent Company has no dilutive potential common shares that would require disclosure of diluted earnings per share in the consolidated statement of comprehensive income.

Segments

The Group's operating businesses are recognized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serve different markets. Financial information on business segments are presented in Note 5.

Provisions

Provisions are recognized only when the Group has (a) a present obligation (legal or constructive) as a result of past event; (b) it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain.

Contingencies

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

Events after the End of Reporting Period

Post year-end events that provide additional information about the Group's position at balance sheet date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

NOTE 4 – CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the consolidated financial statements in conformity with PFRS requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The judgments, estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from such estimates. Future events may occur which will cause the judgments and assumptions used in arriving at the estimates to change. The effects of any change in judgments and estimates are reflected in the consolidated financial statements as these become reasonably determinable.

Judgments

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

Consolidation of SPE

An entity is considered a SPE and included in consolidation even in cases when the Parent Company owns less than one-half or none of the SPE's equity, when the substance of the relationship between the Parent Company and the SPE indicates that the SPE is controlled by the Parent Company. While the Parent Company has no ownership interest in Polymax, this SPE was included in the 2006 consolidated financial

statements and prior years. However starting in 2007, the SPE was no longer consolidated because it had ceased operating as a going concern (see Note 8).

Operating Lease Commitments – Group as Lessee

The Group has various operating lease agreements for their respective offices and warehouses. The Group has determined that the risks and rewards of ownership of the underlying properties have been retained by their respective lessors. Accordingly, these leases are accounted for as operating leases (see Note 23).

Contingencies

The Group is currently involved in various legal proceedings, which are normal to its business as discussed in Note 29. The Group's estimate of the probable costs for these proceedings and resolution of these claims have been developed in consultation with outside counsel handling the prosecution and defense of these cases and is based upon an analysis of potential results. The Group does not believe that these legal proceedings will have a material adverse effect on its consolidated financial statements. It is possible, however, that changes in estimates relating to these proceedings may materially affect results of operations.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting period, which have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Estimating Allowance for Probable Losses

The Group reviews the carrying amounts of receivables, creditable withholding and input taxes (under other current assets) and advances to Polymax (under asset held for sale) at each balance sheet date and reduces the balance of these assets to their estimated recoverable amounts.

Receivables (net of allowance for doubtful accounts of ₱149.5 million and ₱149.1 million as of December 31, 2014 and 2013, respectively) amounted to ₱80.3 million and ₱75.9 million as of December 31, 2014 and 2013, respectively (see Note 7).

The carrying amount of other current assets amounted to ₱20.7 million and ₱21.06 million as of December 31, 2014 and 2013, respectively, as discussed in Note 9. Allowance on probable losses, mainly pertaining to creditable withholding and input taxes, amounted to ₱14.1 million as of December 31, 2014 and 2013 as shown also in Note 7.

Advances to Polymax (under asset held for sale) amounting to ₱788.7 million and ₱960.3 million as of December 31, 2014 and 2013, respectively, constitute 85% and 89% of the Group's total assets at the end of 2014 and 2013, respectively. The realization of the Parent Company's advances to Polymax and the settlement of the past due liabilities carried in the books of Polymax, for which the Parent Company is jointly and severally liable, is dependent on whether sufficient cash flows can be generated from the sale of Polymax's remaining 20% interest in NPCA and from the letter of comfort issued by the Parent Company's major stockholders in favor of the Parent Company, as discussed in Note 8.

Estimating Useful Lives and Residual Values of Property and Equipment and Intangible Assets

The Group estimates the useful lives and residual values of its property and equipment and intangible assets based on the period over which the assets are expected to be available for use. The Group reviews annually the estimated useful lives and residual values based on factors that include asset utilization, internal technical evaluation, technological changes, and anticipated use of the assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in factors mentioned. A reduction in the estimated useful lives of property and equipment and intangible assets would increase depreciation and amortization expenses, while an increase in the estimated useful lives would decrease depreciation and amortization expenses.

There has been no change in the Group's estimate of the useful lives and residual values of its property and equipment in 2014 and 2013.

In 2014 and 2013, MCLSI's management assessed that there is a significant change from the previous estimates and estimated useful life of its intangible assets to one year, since the assets will no longer provide future economic benefit to the Company as disclosed in Note 12.

Evaluation of Impairment of Noncurrent Nonfinancial Assets

The Group assesses the impairment of assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction 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. Recoverable amounts are estimated for individual asset or, if it is not possible, for the cash generating unit to which the asset belongs.

Management believes that there was no indication of impairment on property and equipment as of December 31, 2014 and 2013. As of December 31, 2014 and 2013, property and equipment, net of accumulated depreciation and amortization, amounted to ₱5 million and ₱1.9 million, respectively, as shown in Note 11 and total depreciation and amortization charged to operations amounted to ₱1.2 million in 2014 and ₱1.1 million in 2013(see Notes 18 and 19).

Intangible assets as of December 31, 2013 have been fully depreciated as a result of the change in the estimated useful lives of the assets.

Fair Value of Financial Assets and Liabilities

The Group carries certain financial assets and financial liabilities at fair value, which requires use of accounting estimates and judgment. The significant components of fair value measurement were determined using verifiable objective evidence (i.e., quoted market prices and interest rates). In the case of those financial assets and financial liabilities that have no active markets, fair values are determined using an appropriate valuation technique. Any change in fair value of these financial assets and liabilities would affect profit or loss and equity. The fair value of financial assets and liabilities are enumerated in Note 26.

Impairment of AFS Investments

The Group treats AFS financial assets as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment. The Group treats "significant" generally as a decline of 20% or more below of the original cost of the investment, and "prolonged" as period longer than 12 months. In addition, the Group evaluates other factors for AFS investments with no quoted bid prices such as changes in the issuer's industry and sector performances, legal and regulatory framework, technology, and other factors that affect the recoverability of the investments.

Deferred Tax Assets

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

The recognized net deferred tax assets amounted to ₱4.8 million and ₱4.6 million as of December 31, 2014 and 2013, respectively (see Note 21).

The Group did not recognize deferred tax assets of the Parent Company and its non-operating subsidiaries amounting to ₱50.4 million and ₱48.6 million as of December 31, 2014 and 2013, respectively, as management believes that the Parent Company and its non-operating subsidiaries may not have sufficient future taxable profits available to allow utilization of these deferred tax assets as discussed in Note 21.

Retirement Benefits

The determination of the obligation and cost of retirement benefits is dependent on certain assumptions used by the actuary in calculating such amounts. These assumptions are describe in Note 22 to the consolidated financial statements and include, among others, discount rates, salary increase rates and expected rates of return on plan assets. Actual results that differ from the Group's assumptions are accumulated and amortized over future periods and therefore, will generally affect the recognized expense and recorded obligation in such future periods. While the Group believes that the assumptions are reasonable and appropriate,

significant differences in the actual experience or significant changes in the assumptions may materially affect the retirement obligations.

Accrued retirement benefits costs amounted to ₱5.6 million as of December 31, 2014 and 2013(see Note 22)

NOTE 5 – SEGMENT INFORMATION

The Group's business activities are conducted in the Philippines and it is primarily in the contract logistics and supply chain management segment in 2014 and 2013.

Segment Assets and Liabilities

Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, other current assets, asset held for sale and property and equipment, net of allowances and provisions. Segment liabilities include all operating liabilities and consist principally of accounts payable and accrued expenses, due to related parties and long-term debt.

The financial information with regard to the Group's significant business segments as of December 31, 2014 and 2013 and for the years then ended is presented below.

2014

	Distribution and Contract Logistics	Other Businesses	Total
External Sales	₱ 127,689,577	₱ -	₱ 127,689,577
Results			
Segment result	8,935,216	(16,551,518)	(7,616,302)
Other income (expense)	408,434	4,211	412,645
Provision for income tax	(2,798,555)	-	(2,798,555)
Net income (loss)	6,545,095	(16,547,307)	(10,002,212)
Other Information			
Segment assets	83,046,376	845,983,021	929,029,397
Segment liabilities	56,743,551	784,462,054	841,205,605
Capital expenditures	4,371,230	4,390	4,375,620
Depreciation and amortization	1,186,580	6,414	1,192,994
Noncash items other than depreciation and amortization	443,358	7,175,160	7,618,518

2013

	Distribution and Contract Logistics	Other Businesses	Total
External Sales	₱ 123,507,591	₱ -	₱ 123,507,591
Results			
Segment result	4,147,695	(5,853,677)	(1,705,982)
Other income (expense)	(1,471,228)	3,787	(1,467,441)
Provision for income tax	(798,117)	(757)	(798,874)
Net income (loss)	1,878,350	(5,850,647)	(3,972,297)
Other Information			
Segment assets	67,684,247	1,016,614,481	1,084,298,728
Segment liabilities	47,926,521	936,402,401	984,328,922
Capital expenditures	911,649	-	911,649
Depreciation and amortization	1,082,681	6,284	1,088,965
Noncash items other than depreciation and amortization	9,835,854	79,065	9,914,919

NOTE 6 – CASH

Details of cash are as follows:

Particulars	2014	2013
Cash on hand	₱ 141,000	₱ 76,000
Cash in banks	<u>22,003,944</u>	<u>14,372,429</u>
Total	₱ <u>22,144,944</u>	₱ <u>14,448,429</u>

Cash in banks earn interest at the respective bank deposit rates. Interest income from banks amounted to ₱34,799 and ₱86,243 in 2014 and 2013, respectively.

NOTE 7 – RECEIVABLES

Details of receivables are as follows:

Particulars	2014	2013
Notes	₱ 138,710,706	₱ 138,710,706
Trade	42,259,980	32,530,015
Due from related parties (Note 15)	10,975,236	11,094,487
Others	<u>37,905,420</u>	<u>42,655,653</u>
Subtotal	229,851,342	224,990,861
Less: Allowance for probable losses	<u>(149,547,803)</u>	<u>(149,104,446)</u>
Total	₱ <u>80,303,539</u>	₱ <u>75,886,415</u>

The notes receivable bear interest at 3.5% per annum and are payable in 365 days on demand, subject to renewal upon mutual consent. Notes receivable are considered impaired and covered with allowance for probable losses, accordingly, no interest income was recognized in 2013 and 2014.

Trade receivables are non-interest bearing and are generally on 30 to 60 days' credit terms.

Due from related parties are noninterest bearing and have no fixed repayment terms.

Other receivables pertain to advances subject for liquidation.

The movements in the allowance for probable losses follow:

Particulars	2014	2013
Balance at beginning of year	₱ 149,104,446	₱ 147,364,684
Provision for the year	<u>443,357</u>	<u>1,739,762</u>
Balance at end of year	₱ <u>149,547,803</u>	₱ <u>149,104,446</u>

NOTE 8 – ASSET HELD FOR SALE

Asset held for sale amounting to ₱788,662,261 and ₱960,289,978 as of December 31, 2014 and 2013, respectively, which constitutes 85% and 89% of the Group's total assets as of December 31, 2014 and 2013, respectively, represents advances to Polymax, the Parent Company's special purpose entity incorporated in British Virgin Islands solely for the purpose of acquiring the petrochemical plant of NPCA as discussed in Note 2.

On March 18 and September 20, 2006, Polymax's interest in NPCA of 40% and 20%, respectively, was sold. Thereafter, Polymax's management decided to discontinue operations, cease operating as a going concern, and exclude the accounts of Polymax in the Group's consolidated financial statements. The remaining 40% interest of Polymax in NPCA, which is for sale, is valued at ₱900 million, which is the estimated recoverable amount from sale of the investment (see Note 2 for details).

The realization of the Parent Company's advances to Polymax and the settlement of Polymax's past due liabilities related to the asset for sale, for which the Parent Company is jointly and severally liable, are dependent on whether sufficient cash flows can be generated from the sale of Polymax's remaining 40% interest in NPCA. In this regard and to ensure the recoverability of the Parent Company's advances to Polymax and the settlement of the past due liabilities carried in the books of Polymax, for which the Parent Company is jointly and severally liable, the Parent Company's major stockholders issued a letter of comfort in favor of the Parent Company on September 30, 2014.

During 2014, 20% of the 40% remaining interest of Polymax in NPCA was sold. To reiterate assurance of the collectability of the Parent Company's advances to Polymax, a comfort letter dated April 10, 2015 was issued by the major stockholders of the Parent Company.

Condensed unaudited financial information of Polymax as of December 31, 2014 and 2013 prepared on the liquidation basis of accounting is shown in the table below.

Particulars	2014	2013
Assets		
Cash and cash equivalents	₱ 130,966,060	₱ -
Assets held for sale	347,720,000	900,000,000
Due from related parties	530,685,120	485,685,120
Total assets	<u>1,009,371,180</u>	<u>1,385,685,120</u>
Liabilities		
Liabilities related to asset held for sale	994,668,446	994,668,446
Due to Metro Alliance Holdings and Equities Corp.	788,662,261	960,289,978
Other payable	49,030,000	49,030,000
Total liabilities	<u>1,832,360,707</u>	<u>2,003,988,424</u>
Capital deficiency	₱ <u>822,989,527</u>	₱ <u>618,303,304</u>

Asset held for sale of Polymax pertains to the estimated recoverable value of Polymax's remaining 40% interest in NPCA.

Due from related parties represents amount due from the Wellex group of companies.

Liabilities related to asset held for sale of Polymax as of December 31, 2014 and 2013 pertain to past due liabilities, which were obtained to finance the purchase of 100% ownership interest in NPCA. The Parent Company is jointly and severally liable with Polymax with respect to these past due liabilities. These liabilities were previously carried in the books of the Parent Company but were unilaterally transferred to Polymax in 2007 and partially applied against the advances made to Polymax to reflect the economic substance of the loan and acquisition transactions, instead of merely their legal forms, as discussed in Note 2.

The change in Polymax's net equity by ₱204.7 million in 2014 and ₱6.8 million in 2013, pertains to:

Particulars	2014	2013
Loss on disposal of asset held for sale	₱ 102,280,000	₱ -
Provision for impairment loss- asset held for sale	102,280,000	-
Interest and penalties	-	6,670,000
Professional fee	126,222	-
Net loss	₱ 204,686,222	₱ 6,670,000

Polymax's share in the net loss of NPCA amounted to ₱120.3 million in 2014 and ₱201.9 million in 2013; however, this was not recognized in both years so that the carrying value of Polymax's investment in NPCA will not fall below its estimated recoverable value from sale of ₱900 million.

NOTE 9 – OTHER CURRENT ASSETS

Details are as follows:

Particulars	2014	2013
Creditable withholding taxes	₱ 21,629,997	₱ 22,527,724
Input taxes	9,204,952	8,942,359
Refundable deposits	1,400,410	713,285
Prepayments and others	2,675,867	3,005,503
Subtotal	34,911,226	35,188,871
Less: Allowance for probable losses	(14,127,481)	(14,127,481)
Total	₱ 20,783,745	₱ 21,061,390

NOTE 10 – AVAILABLE-FOR-SALE-INVESTMENT

Available-for-sale investments consist of investments in shares of Mabuhay Vinyl Corporation (MVC) and others that are quoted in the local stock exchange, as well as investments in unlisted shares. Movements of the account follow:

Particulars	2014	2013
Balance at beginning of year	₱ 6,133,013	₱ 7,179,274
Net change in the fair value gain (loss) of AFS investments	425,755	(1,046,261)
Balance at end of year	₱ 6,558,768	₱ 6,133,013

The movements in net unrealized gain on AFS investment are as follows:

Particulars	2014	2013
Balance at beginning of year	₱ 2,362,050	₱ 3,408,311
Gain(loss) due to changes in fair market value of AFS investments	425,755	(1,046,261)
Balance at end of year	₱ 2,787,805	₱ 2,362,050

The net unrealized gain on AFS investments are deferred and presented separately as AFS reserve under the equity section of the consolidated financial position.

NOTE 11– PROPERTY AND EQUIPMENT
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As of December 31, 2014, this account consists of the following:

Particulars	Beginning Balances	Acquisitions/ Provisions	Ending Balances
Cost:			
Leasehold improvements	₱ 694,644	₱ 198,351	₱ 892,995
Machinery and equipment	18,684,425	3,757,654	22,442,079
Office furniture, fixtures and equipment	15,186,665	419,615	15,606,280
Total	34,565,734	4,375,620	38,941,354
Accumulated depreciation:			
Leasehold improvements	694,644	32,693	727,337
Machinery and equipment	18,122,433	600,411	18,722,844
Office furniture, fixtures and equipment	13,878,968	559,890	14,438,858
Total	₱ 32,696,045	₱ 1,192,994	33,889,039
Net Book Value	₱ 1,869,689		₱ 5,052,315

As of December 31, 2013, this account consists of the following:

Particulars	Beginning Balances	Acquisitions/ Provisions	Ending Balances
Cost:			
Leasehold improvements	₱ 694,644	₱ -	₱ 694,644
Machinery and equipment	18,339,405	345,020	18,684,425
Office furniture, fixtures and equipment	14,620,036	566,629	15,186,665
Total	33,654,085	911,649	34,565,734
Accumulated depreciation:			
Leasehold improvements	694,644	-	694,644
Machinery and equipment	17,540,750	581,683	18,122,433
Office furniture, fixtures and equipment	13,371,686	507,282	13,878,968
Total	₱ 31,607,080	₱ 1,088,965	₱ 32,696,045
Net Book Value	₱ 2,047,005		₱ 1,869,689

Transportation equipment included under office furniture, fixtures and equipment with a carrying value of ₱0 as of December 31, 2013 is mortgaged as collateral for long-term debt as discussed in Note 14.

NOTE 12 – INTANGIBLE ASSETS

Intangible assets pertain to non-exclusive software license costs for use in MCLSI's warehouse management system.

The carrying amount of intangible assets as of December 31, 2014 is as follows:

Particulars	Beginning Balances	Amortization	Ending Balances
Cost:			
Short messaging	₱ 135,135	₱ -	₱ 135,135
Warehouse management system	1,309,910	-	1,309,910
Caerus accounting system	-	900,000	900,000
Total	1,445,045	900,000	2,345,045
Accumulated depreciation:			
Short messaging	135,135	-	135,135
Warehouse management system	1,309,910	-	1,309,910
Caerus accounting system	-	150,000	150,000
Total	₱ 1,445,045	₱ 150,000	₱ 1,595,045
Net Book Value	₱ -		₱ 750,000

The carrying amount of intangible assets as of December 31, 2013 is as follows:

Particulars	Beginning Balances	Amortization	Ending Balances
Cost:			
Short messaging	₱ -	₱ 135,135	₱ 135,135
Warehouse management system	1,171,171	138,739	1,309,910
Total	1,171,171	273,874	1,445,045
Accumulated depreciation:			
Short messaging	-	135,135	135,135
Warehouse management system	32,532	1,277,378	1,309,910
Total	₱ 32,532	₱ 1,412,513	₱ 1,445,045
Net Book Value	₱ 1,138,639		₱ -

Intangible assets have been fully amortized during the year as MCLSI's management assessed that these will no longer provide a future economic benefit to MCLSI.

NOTE 13 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Details of this account are as follows:

Particulars	2014	2013
Trade payables	₱ 32,204,196	₱ 28,625,491
Accrued expenses	358,151,980	353,844,337
Accrued finance charges – related parties (Note 15)	14,209,630	7,034,470
Other liabilities	14,338,279	14,112,479
Total	₱ 418,904,085	₱ 403,616,777

Trade payables are noninterest bearing and have credit terms of 30 to 60 days.

Accrued expenses and other liabilities include provisions for liabilities arising in the ordinary conduct of business, which are either pending decision by government authorities or are being contested, the outcome of which is not presently determinable. In the opinion of management and its legal counsel, adequate provisions have been made to cover tax and other liabilities that may arise as a result of an adverse decision that may be rendered.

Provisions relate to pending claims jointly and severally against the Parent Company and Polymax and pending claims and tax assessment solely against the Parent Company. The information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed as it may prejudice the outcome of the related claims and tax assessments.

Other liabilities mainly pertain to payable to government agencies.

NOTE 14 – LONG-TERM DEBT

Long-term debt represents loans obtained by MCLSI amount to ₱179,415 as of December 31, 2013 which is fully paid during the year.

On July 21, 2009, MCLSI entered into two loan agreements for a total principal amount of ₱988,800 covering the acquisition of transportation equipment. The loan is payable monthly with interest at 19% per annum up to July 30, 2014 (for the first contract) and August 22, 2014 (for the second contract). The two loans are collateralized by transportation equipment as discussed in Note 11.

Total interest expense on the loans amounted to ₱32,640 in 2014 and ₱48,960 in 2013.

NOTE 15 - RELATED PARTY TRANSACTIONS

a. Due from/to related parties

The amounts due from related parties included under receivables are unsecured and noninterest bearing advances, which have no definite repayment terms.

The amounts due to related parties pertain to advances provided to the Parent Company to finance its working capital requirements, capital expenditures, Petrochemical Project support and for other investments and have no definite repayment terms. These are unsecured and noninterest bearing, except the liability to WPI, which is interest bearing but the related finance charges are being charged to Polymax, since the corresponding liability were obtained in relation to the Petrochemical Project.

b. Payables for shared operating expenses

On November 30, 2011, Gulf Agency Company Holdings (BV) and the Parent Company executed a Deed of Assignment in which the former offered to assign, transfer, cede and convey to the latter all its rights, title and interests in and to its shares, and the latter has accepted the offer. Accordingly, the former's shares were cancelled on May 7, 2012.

In accordance with the Deed of Assignment, it is agreed that the outstanding liabilities of MCLSI with Gulf Agency Company Holdings (BV) referred to in the Memorandum of Agreement dated November 30, 2011 will be honored and paid, should the latter's shares be sold to other persons.

c. Compensation of key management personnel follows:

Particulars	2014	2013
Short-term employee benefits	₱ 8,161,952	₱ 10,147,884
Retirement benefits (Note 20)	-	1,656,702
Total	₱ 8,161,952	₱ 11,804,586

There are no agreements between the Group and any of its directors and key officers providing for benefits upon termination of employment, except for such benefits to which they may be entitled under their respective entity's retirement plan.

d. The related amounts applicable to the Group's transactions with related parties are as follows:

Particulars	Amount of Transactions Increase (Decrease)		Outstanding Receivable/Payable	
	2014	2013	2014	2013
Advances (Asset Held for Sale)				
Polymax (special purpose entity) (Note 7)	₱ (171,627,717)	₱ 5,646,912	₱ 788,662,261	₱ 960,289,978
Due from Related Parties				
<i>Operating subsidiary</i>				
MCLSI	₱ -	₱ -	₱ 500,000	₱ 500,000
<i>Entity under common control</i>				
The Wellex Group, Inc.	(5,384,826)	(5,268,421)	5,416,174	10,801,000
Others	-	-	293,487	293,487
	₱ (5,384,826)	₱ (5,268,421)	₱ 6,209,661	₱ 11,594,487
Due to Related Parties				
<i>Entities under common control</i>				
Waterfront Philippines, Inc. (WPI)	(3,042,977)	6,896,540	365,933,148	368,976,125
Acesite (Phils.) Hotel Corporation	-	-	6,239,733	6,239,733
Wellex Mining Corp.	(225,000)	-	-	225,000
Gulf Agency Company Holdings (BV)	-	1,640,269	22,670,814	22,567,469
The Wellex Group, Inc.	22,491,481	-	22,491,481	-
<i>Other related parties</i>				
Stockholders	(181,753,940)	-	-	181,753,940
Others	(4,195,534)	(7,651,661)	(605,492)	(4,801,026)
	₱ (166,725,970)	₱ 885,148	₱ 416,729,684	₱ 574,961,241
Accrued finance charges				
Waterfront Philippines, Inc. (WPI)	₱ 7,175,160	₱ 137,930	₱ 14,209,630	₱ 7,034,470

NOTE 16 – CAPITAL STOCK

a. The Group's capital stock as of December 31, 2014 and 2013 consists of the following common shares:

Particulars	2014	2013
Class "A" – ₱1 par value		
Authorized – 720,000,000 shares with par value of ₱1	₱ <u>720,000,000</u>	₱ <u>720,000,000</u>
Issued and outstanding – 183,673,470 shares with par value of ₱1	₱ <u>183,673,470</u>	₱ <u>183,673,470</u>
Number of equity holders	<u>632</u>	<u>676</u>
Class "B" – ₱1 par value		
Authorized – 480,000,000 shares with par value of ₱1	₱ <u>480,000,000</u>	₱ <u>480,000,000</u>
Issued and outstanding – 122,448,979 shares with par value of ₱1	₱ <u>122,448,979</u>	₱ <u>122,448,979</u>
Number of equity holders	<u>403</u>	<u>421</u>

The two classes of common shares are identical in all respects, except that Class "A" shares are restricted to Philippine nationals and the total number of Class "B" shares is limited to two-thirds of the total outstanding Class "A" shares.

b. On July 25, 2003, the Parent Company's stockholders approved the increase in authorized capital stock from ₱1.2 billion consisting of 1.2 billion shares to ₱5 billion consisting of 5 billion shares, both with par value of ₱1 per share. The increase did not push through because of dispute in the acquisition of the Petrochemical Project, which was finally settled in 2013 as discussed in Note 2. After final settlement of the dispute, the Parent Company's management has decided to pursue the said increase in authorized capital stock of the Parent Company.

NOTE 17 – SALE OF SERVICES

For the year ended December 31, 2014 and 2013, the account comprise of sale of services amounting to ₱127,689,577 and ₱123,507,591, respectively.

NOTE 18– COST OF SERVICES

Details of this account are shown below.

Particulars	2014	2013
Personnel costs (Note 22)	₱ 35,659,774	₱ 47,541,272
Transportation and travel	26,966,919	18,598,302
Rent and utilities (Note 23)	12,073,142	17,743,639
Outside services	9,143,490	6,111,552
Communication and office supplies	1,529,346	1,987,168
Security services	1,383,389	705,030
Depreciation and amortization (Note 11)	681,400	530,749
Repairs and maintenance	188,287	82,111
Others	14,479,788	10,111,576
Total	₱ <u>102,105,535</u>	₱ <u>103,411,399</u>

NOTE 19 – EXPENSES

Details of this account are shown below.

Particulars	2014	2013
Personnel costs (Note 22)	₱ 8,778,872	₱ 7,846,973
Entertainment	4,911,075	3,467,271
Professional fees	2,319,430	2,531,495
Taxes and licenses	1,251,432	789,464
Rent and utilities (Note 23)	1,035,060	1,199,467
Communication and supplies	726,029	745,487
Transportation and travel	659,475	662,406
Depreciation and amortization (Note 11)	511,594	558,216
Provision for probable losses (Notes 7 and 9)	443,358	1,739,762
Amortization of intangible assets (Note 12)	150,000	1,412,513
Others (Note 15)	5,237,702	2,489,389
Total	₱ <u>26,024,027</u>	₱ <u>23,442,443</u>

NOTE 20 – FINANCE INCOME (COST), Net

Details of this account are shown below.

Particulars	2014	2013
Interest income	₱ 34,799	₱ 86,243
Interest expense	<u>(7,207,800)</u>	<u>(48,960)</u>
Total	₱ <u>(7,173,001)</u>	₱ <u>37,283</u>

NOTE 21 – INCOME TAXES

- a. The components of the Group's provision for (benefit from) income tax are as follows:

Particulars	2014	2013
RCIT	₱ 2,962,218	₱ 2,984,556
Final tax	-	757
Current tax expense	2,962,218	2,985,313
Deferred tax expense (benefit)	(163,664)	(2,186,439)
Aggregate tax expense	₱ 2,798,555	₱ 798,874

- b. The reconciliation of the provision for (benefit from) income tax loss computed at the statutory tax rate with the provision for (benefit from) income tax shown in the consolidated statements of comprehensive income is as follows:

Particulars	2014	2013
Provision for (benefit from) income tax loss at statutory tax rate	₱ 2,803,095	₱ (952,027)
Tax effects of:		
Expired NOLCO applicable to:		
Parent Company and its non-operating subsidiaries	-	1,172,624
Nondeductible interest and other expenses	4,786	867,825
Change in unrecognized deferred tax assets		(264,811)
Interest and dividends	(9,326)	(24,737)
	₱ 2,798,555	₱ 798,874

- c. The components of MCLSI's net deferred tax assets are the tax effects of the following:

Particulars	2014	2013
Deferred tax assets:		
Allowance for probable losses	₱ 2,870,201	₱ 2,737,193
Accrued retirement benefits costs	1,380,540	1,380,540
Unrealized foreign exchange loss	523,084	492,081
	4,773,825	4,609,814
Deferred tax liability	347	
Net deferred tax assets	₱ 4,773,478	₱ 4,609,814

- d. Deferred tax assets of the Parent Company and its non-operating subsidiaries amounting to ₱50,427,550 and ₱48,564,052 as of December 31, 2014 and 2013, respectively, pertaining to the items shown below, have not been recognized as management believes that the Parent Company and its non-operating subsidiaries may not have sufficient taxable profits or tax liabilities against which these deferred tax assets may be utilized.

Particulars	2014	2013
Allowance for probable losses	149,547,803	152,462,352
NOLCO	17,574,347	8,448,136
Accrued retirement benefits costs	969,685	969,685

Total 168,091,835 161,880,173
The NOLCO can be claimed as deduction from regular taxable income as follows:

<u>Year Incurred</u>	<u>Year Expiring</u>	<u>2014</u>	<u>2013</u>
2010	2013	₱ -	₱ 3,908,748
2011	2014	-	3,710,548
2012	2015	1,790,609	1,790,609
2013	2016	2,946,979	2,946,979
2014	2017	16,547,307	-
Subtotal		21,284,895	12,356,884
Expired NOLCO		(3,710,548)	(3,908,748)
		₱ 17,574,347	₱ 8,448,136

NOTE 22 – RETIREMENT BENEFITS COSTS

The Parent Company has an unfunded, non-contributory defined benefit retirement plan providing retirement benefits to its regular employee. MCLSI has a funded, non-contributory defined benefit requirement plan providing retirement benefits to all its regular employees. An independent actuary, using the projected unit credit method, conducts an actuarial valuation of MCLSI's fund. The accrued actuarial liability is determined according to the plan formula taking into account the years of service rendered and compensation of covered employees as of valuation date.

The following tables summarize the components of net retirement expense recognized in the consolidated statement of comprehensive income and the funding status and amounts recognized in the consolidated balance sheet.

The components of retirement expense which were charged to operations are as follows:

<u>Particulars</u>	<u>2014</u>	<u>2013</u>
Current service cost	₱ -	₱ 4,762,327
Interest cost	-	360,048
Net actuarial loss recognized	-	-
Expected return on plan assets	-	-
Total retirement expense	₱ -	₱ 5,122,375

The details of the retirement obligation recognized in the consolidated balance sheets are as follows:

<u>Particulars</u>	<u>2014</u>	<u>2013</u>
Present value of benefit obligation	₱ 5,652,947	₱ 5,652,947
Fair value of plan assets	(81,458)	(81,458)
Liability recognized in the balance sheet	₱ 5,571,489	₱ 5,571,489

The changes in present value of retirement obligation are as follows:

Particulars	2014	2013
Present value of obligation at beginning of year	₱ 5,652,947	₱ 6,202,300
Current service cost	-	4,762,327
Interest cost on benefit obligation	-	365,444
Benefits paid	-	-
Actuarial gain loss on benefit obligation	-	(5,677,124)
Present value of obligation at end of year	₱ <u>5,652,947</u>	₱ <u>5,652,947</u>

The changes in the fair value of plan assets and actual return on plan assets are as follows:

Particulars	2014	2013
Fair value of plan assets at beginning of year	₱ 81,458	₱ 78,436
Expected return on plan assets	-	5,396
Actuarial loss on plan assets	-	(2,374)
Benefits paid	-	-
Fair value of plan assets at end of year	₱ <u>81,458</u>	₱ <u>81,458</u>
Actual return on plan assets	₱ <u>-</u>	₱ <u>3,022</u>

Movements in the net liability recognized in the current period are as follows:

Particulars	2014	2013
Liability recognized at beginning of the year	₱	₱ 6,123,864
Retirement expense	-	5,122,375
Other comprehensive income	-	(5,674,750)
Benefits paid	-	-
Total	₱ <u>-</u>	₱ <u>5,571,489</u>

The movement in the recognized actuarial gain in the financial positions over the year is as follows:

Particulars	2014	2013
Retirement benefits costs – OCI, beginning	₱ 6,574,237	₱ 899,487
Actuarial gain on defined benefit obligations	-	5,677,124
Actuarial loss on plan assets	-	(2,374)
Loss recognized	-	-
Retirement benefits costs – OCI, ending	₱ <u>6,574,237</u>	₱ <u>6,574,237</u>

The major categories of plan assets are as follows:

Particulars	2014	2013
Cash and cash equivalents	₱ 2,076	₱ 2,076
Investment in Unit Investment Trust Funds	<u>79,382</u>	<u>79,382</u>
Total	₱ <u>81,458</u>	₱ <u>81,458</u>

Relevant amounts for December 31, 2014 and 2013 are as follows:

Particulars	2014	2013
Present value of obligation	₱ 5,652,947	₱ 5,652,947
Fair value of plan assets	81,458	81,458
Deficit	<u>5,734,405</u>	<u>5,571,489</u>
Experience adjustment gain (loss) on:		
Benefit obligation	-	5,677,124
Plan assets	-	(2,374)

The assumptions used to determine retirement benefits costs for the years ended December 31 are as follows:

Particulars	2014	2013
Discount rate	-	5.78%
Salary increase rate	-	5%
Expected rate of return on plan assets	-	5%

The expected rate of return on plan assets assumed at a range of 5% to 6% was based on a reputable fund trustee's indicative yield rate for a risk portfolio similar to that of the fund with consideration of the funds' past performance.

A quantitative sensitivity analysis for significant assumption as at December 31, 2014 is as shown below:

	Sensitivity Level			
	2% Increase		2% Decrease	
Impact on Net Defined Benefit Obligation	In %	Amount	In %	Amount
Discount rate	6.78%	3,882,414	6.00%	5,664,232
Future salary increases	4.78%	5,693,261	4.00%	3,888,239

The sensitivity analyses above have been determined based on a method that extrapolates the impact on net defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The discount rate and the future salary increase rate assumed was 5.78% and 5%, respectively.

The average duration of the defined plan obligation at the end of the reporting period is 21.12 years.

NOTE 23 – LEASE AGREEMENT

Operating leases pertains to the leases entered into by MCLSI of a warehouse, which is renewable upon agreement of parties, and office space, both for a period of two years. The lease contract for the warehouse provides for prepaid rent and rental security deposits equivalent to one month rental amounting to ₱354,640.

At reporting date, MCLSI has outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

Particulars	2014	2013
Within one year	₱ 3,562,020	₱ 5,556,000
After one year but not more than five years	<u>998,340</u>	<u>63,000</u>
Total	<u>₱ 4,560,360</u>	<u>₱ 5,619,000</u>

Rentals incurred during the year on the above leases are recognized as follows:

Particulars	2014	2013
Cost of services	₱ 12,073,142	₱ 17,469,092
Operating expense	<u>781,661</u>	<u>761,929</u>
Total	₱ <u>12,854,803</u>	₱ <u>18,231,021</u>

During 2013, MCLSI entered into a new lease contract for its office space for a period of one (1) year commencing on February 1, 2014 and ending on January 31, 2015, which is renewable subject to terms and conditions as may be mutually agreed upon by the parties. The contract also provided for deposit equivalent to two months rental amounting to ₱134,820 representing one month security deposit and one month advance rental. The advance rental shall be applied to the first month of the lease term. The deposit shall be non-interest bearing and shall apply to whatever valid claims in case of the pre-termination of the lease term.

NOTE 24 – LOGISTICS AGREEMENT

MCLSI has agreements with principals to provide logistics operations services, specifically warehousing and managing delivery of the principals' products to their key accounts and sub-distributors nationwide. Under the terms of these agreements, the principals shall pay MCLSI the agreed monthly fees plus reimbursement of certain warehouse expenses.

NOTE 25 – BASIC LOSS PER SHARE

The following table presents the information necessary to compute the basic loss per share attributable to equity holders of the Parent Company:

Particulars	2014	2013
Net loss attributable to equity holders of the Parent Company	₱ 13,204,392	₱ 4,892,689
Weighted average number of common shares	<u>306,122,449</u>	<u>306,122,449</u>
Basic Loss Per Share	₱ <u>0.04</u>	₱ <u>0.02</u>

NOTE 26 – FINANCIAL ASSETS AND LIABILITIES

The following table summarizes the carrying and fair values of the Group's financial assets and liabilities as of December 31, 2014 and 2013:

Particulars	2014		2013	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Cash	₱ 22,144,944	₱ 22,144,944	₱ 14,448,429	₱ 14,448,429
Receivables	80,303,539	80,303,539	75,886,415	75,886,415
AFS investments	6,588,768	6,588,768	6,133,013	6,133,013
Refundable deposits	<u>1,400,410</u>	<u>1,400,410</u>	<u>713,285</u>	<u>713,285</u>
Total	₱ <u>110,437,661</u>	₱ <u>110,437,661</u>	₱ <u>97,181,142</u>	₱ <u>97,181,142</u>
Financial Liabilities				
Accounts payable and accrued expenses	₱ 32,204,196	₱ 32,204,196	₱ 34,907,183	₱ 34,907,183
Due to related parties	416,729,684	416,729,684	574,961,241	574,961,241
Long-term debt	<u>-</u>	<u>-</u>	<u>179,415</u>	<u>179,415</u>
Total	₱ <u>448,933,880</u>	₱ <u>448,933,880</u>	₱ <u>610,047,839</u>	₱ <u>610,047,839</u>

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Current Financial Assets and Liabilities

Due to the short-term nature of the transactions, the carrying values of cash, receivables, refundable deposits, accounts payable and accrued expenses, due to related parties and current portion of long-term debt approximate their fair values.

AFS Investments

The fair values of publicly traded instruments and similar investments are based on quoted bid prices. Unquoted AFS equity securities are carried at cost, subject to impairment.

Long-term Debt

The carrying value of the noncurrent portion of long-term debt approximates the fair value, which is determined to be the present value of future cash flows using the prevailing market rate as the discount rate.

NOTE 27 – FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments consist of cash, AFS investments, due from (to) related parties and long-term debt. The main purpose of these financial instruments is to finance the Group's operations. The Group's other financial assets and liabilities include receivables, refundable deposits and accounts payable and accrued expenses, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The BOD reviews and approves the policies for managing these risks which are summarized below:

Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt. As of December 31, 2014 and 2013, the Group has minimal exposure to interest rate risk since the interest rates are fixed up to the date of maturity.

Credit Risk

It is the Group's policy to require all concerned related and/or third party to comply and undergo a credit verification process with emphasis on their capacity, character and willingness to pay. In addition, receivables are closely monitored so that exposure to bad debts is minimized. The Group deals only with legitimate parties. As to other financial assets of the Group like cash, the credit risk arises only in case of default of the counterparty and the maximum exposure is limited to the carrying amount of the instruments.

Financial information on the Company's maximum exposure to credit risk as of December 31, 2014 and 2013, without considering the effects of collaterals and other risk mitigation techniques are presented below.

Particulars	2014	2013
Cash	₱ 22,144,944	₱ 14,448,429
Receivables	80,303,539	75,886,415
Refundable deposits	1,400,410	713,285
Total	₱ 103,848,893	₱ 91,048,129

The table below presents the credit quality of financial assets and an analysis of past due accounts.

2014

Particulars	High Grade	Medium Grade	Past due but not impaired	Total
Cash	₱ 22,144,944	₱ -	₱ -	₱ 22,144,944
Receivables	41,535,701	-	38,767,838	80,303,539
Refundable deposits	1,400,410	-	-	1,400,410
Total	₱ 65,081,055	₱ -	₱ 38,767,838	₱ 103,848,893

2013

Particulars	High Grade	Medium Grade	Past due but not impaired	Total
Cash	₱ 14,448,429	₱ -	₱ -	₱ 14,448,429
Receivables	19,488,604	12,206,963	44,133,183	75,828,750
Refundable deposits	713,285	-	-	713,285
Total	₱ 34,650,318	₱ 12,206,963	₱ 44,133,183	₱ 90,990,464

The credit quality of receivables is managed by the Group using internal credit quality ratings. High and medium grade accounts consist of receivables from debtors with good financial standing and with relatively low defaults. The Group constantly monitors the receivables from these customers in order to identify any adverse changes in credit quality. The allowance for doubtful accounts is provided for those receivables that have been identified as individually impaired.

Liquidity Risk

The Group's objective is to maintain a balance between flexibility and continuity of funding. However, because of the default on the payment of interest and principal amortizations on existing debts, the Group's access to funds has been limited to those of its related parties in the form of advances. Current working capital requirements will continue to be sourced from short-term loans and advances from related parties.

Particulars	2014			
	On Demand	Within 1 Year	More than 1 Year	Total
Cash	₱ 22,144,944	₱ -	₱ -	₱ 22,144,944
Receivables	41,535,701	-	38,767,838	80,303,539
Refundable deposits	-	1,400,410	-	1,400,410
Subtotal	63,680,645	1,400,410	38,767,838	103,848,893
AFS investments	-	-	6,558,768	6,558,768
Total	₱ 63,680,645	₱ 1,400,410	₱ 45,326,606	₱ 110,407,661
Due to related parties	-	-	416,729,684	416,729,684
Accounts payable and accrued expenses	-	32,204,196	386,699,890	418,904,085
Total	₱ -	₱ 32,204,196	₱ 803,429,574	₱ 835,633,769

Particulars	2013			
	On Demand	Within 1 Year	More than 1 Year	Total
Cash	₱ 14,448,429	₱ -	₱ -	₱ 14,448,429
Receivables	-	31,695,567	44,133,183	75,828,750
Refundable deposits	-	713,285	-	713,285
Subtotal	14,448,429	32,408,852	44,133,183	90,990,464
AFS investments	-	-	6,133,013	6,133,013
Total	₱ 14,448,429	₱ 32,408,852	₱ 50,266,196	₱ 97,123,477
Due to related parties	-	-	574,961,241	574,961,241
Accounts payable and accrued expenses	-	39,097,798	364,518,979	403,616,777
Loans payable	-	179,415	-	179,415
Total	₱ -	₱ 39,277,213	₱ 939,480,220	₱ 978,757,433

NOTE 28 – CAPITAL MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the ability of the entities in the Group to continue as a going concern and maximize shareholder value by maintaining the appropriate capital structure that supports the business objective of the entities. The BOD of the Group's entities has overall responsibility for monitoring capital in proportion to risk. The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions, by issuing new shares and making adjustments on payments to related parties, existing debts and dividends to shareholders.

The Group is not subject to externally-imposed capital requirements.

The Group's interest bearing loans from third parties amounted to ₱0 and ₱179,415 as of December 31, 2014 and 2013, respectively, while the equity attributable to equity holders of the Parent Company less any reserves is shown in the table below.

Particulars	2014	2013
Capital stock	₱ 306,122,449	₱ 306,122,449
Additional paid-in-capital	3,571,921	3,571,921
Deficit	(236,473,666)	(220,699,716)
Total	₱ 73,220,704	₱ 88,994,654

NOTE 29 – OTHER MATTERS

a. On July 5, 2002, the Parent Company received a decision from the Court of Tax Appeals (CTA) denying the Parent Company's Petition for Review and ordering the payment of ₱83.8 million for withholding tax assessments for the taxable years 1989 to 1991. The Parent Company filed a Motion for Reconsideration on July 31, 2002 but this was subsequently denied by the CTA. A Petition for Review was filed with the CTA on November 8, 2002, which was also denied by the CTA. The Parent Company then appealed the decision of the CTA to the Court of Appeals (CA), which likewise denied the appeal and upheld the assessment against the Parent Company. The Parent Company, through its legal counsel, filed a Motion for Reconsideration with the CA in December 2003.

On July 9, 2004, the Parent Company received the CA resolution denying the Motion for Reconsideration. On July 22, 2004, the Parent Company filed with the CA a Motion for Extension of time to file an appeal to the Supreme Court (SC). On August 20, 2004, the Parent Company filed said appeal. On October 20, 2004, the Parent Company received the resolution of the SC denying its Petition for Review for lack of reversible error. The Parent Company filed a Motion for Reconsideration. On January 10, 2005, the SC issued an Order stating that it found no ground to sustain the Parent Company's appeal and dismissed the Parent Company's petition with finality.

On April 26, 2006, the Parent Company filed a Petition for Review before the CTA en banc. On March 7, 2007, the CTA en banc dismissed the Petition for lack of merit. The CTA en banc affirmed the CTA's decision granting the Motion for Issuance of Writ of Execution filed by the Commissioner of Internal Revenue. As of October 10, 2014, the Parent Company has not received any order of Execution relative to this case. Accordingly, the related obligation is not currently determinable. Management believes, however, that the ultimate outcome of the case will not have a material effect on the consolidated financial statements.

b. On September 14, 2005, the Parent Company and a third party filed a civil action against a local bank for the imminent extra-judicial foreclosure of the properties of the third party which are used as real estate mortgage for additional loans from the local bank amounting to ₱42 million, which the Parent Company maintains has never been received.

On October 6, 2005, the Regional Trial Court (RTC) of Tagaytay City issued and granted the Writ of Preliminary Injunction (first injunction). As of October 10, 2014, the case is still pending with the same court. Trial on the merits of the case has not been started as the Parent Company, through its counsel, filed an Amended Complaint with an Urgent Application for the Issuance of Writ of Preliminary Injunction after the first injunction was nullified by the Court of Appeals and affirmed by the SC. The Parent Company and its legal counsel are positive that the court will sustain their position.

c. There are also other pending legal cases against the Parent Company and certain subsidiaries. Based on the facts of these cases, management of the Parent Company and certain subsidiaries believes that their positions have legal merits and the resolution thereof will not materially affect the Company's financial position and result of operations.

METRO ALLIANCE HOLDINGS AND EQUITIES CORPORATION AND SUBSIDIARIES
INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

I	Supplemental schedules required by Annex 68-E	
A	Financial Assets	Attached
B	Amounts receivables from directors officers, employees, related parties and principal stockholders (other than related parties)	Attached
C	Amounts receivables and payable from/to related parties which are eliminated during consolidation process of financial statements	Attached
D	Intangible assets - other asset	Attached
E	Long-term debt	Attached
F	Indebtedness to related parties (Long-term loans from related parties)	Not applicable
G	Guarantees of securities of other issuers	Not applicable
H	Capital Stock	Attached
II	Schedule of all the effective standards and interpretations	Attached
II	Reconciliation of retained earnings available for dividend declaration	Not applicable
IV	Map of the relationships of the Company within the Group	Attached
V	Schedule of Financial Ratios	Attached

METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION AND SUBSIDIARES

**I. SUPPLEMENTAL SCHEDULES REQUIRED BY ANNEX 68-E
AS AT DECEMBER 31, 2014**

SCHEDULE A. Financial Assets

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and rates	Amount shown in the balance sheet	Value based on market quotation at end of reporting period	Income received and accrued
Cash	-	<u>₱ 22,144,944</u>	<u>₱ 22,144,944</u>	<u>₱ 34,799</u>
AFS Financial Assets				
Waterfront Philippines, Inc	-	6,471,473	6,471,473	-
Others	-	<u>87,295</u>	<u>87,295</u>	<u>-</u>
Total		<u>₱ 6,558,768</u>	<u>₱ 6,558,768</u>	<u>₱ -</u>

**SCHEDULE B. Amounts of Receivable from Directors, Officers, Employees Related Parties
and Principal Stockholders (Other Than Related Parties)**

Name and designation of debtor	Balance at beginning of period	Amounts (collected) /transferred	Amounts written- off	Current	Non- current	Balance at end of period
Polymax Worldwide Limited (special purpose entity)	₱ 960,289,978	₱ (171,627,717)	-	₱ 788,662,261	₱ -	₱ 788,662,261
The Wellex Group, Inc	10,801,000	(5,384,826)	-	5,416,174	-	5,416,174
Others	293,487		-	-	293,487	293,487
Total	<u>₱ 971,384,465</u>	<u>₱ (177,012,543)</u>	<u>-</u>	<u>₱ 794,078,435</u>	<u>₱ 293,487</u>	<u>₱ 794,371,922</u>

SCHEDULE C. Amounts of Receivable from and Payable to Related Parties which are Eliminated during the Consolidation of Financial Statements

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written-off	Current	Non-current	Balance at end of period
Due to related party Metro Combined Logistics Solutions, Inc	₱ 500,000	-	-	-			₱ 500,000

SCHEDULE D. Intangible Assets – Other Assets

Description	Balance at beginning of period	Additions at cost	Charged to cost and expenses	Charged to other accounts	Other charges additions (deductions)	Balance at end of period
Caerus accounting system	₱ -	₱ 900,000	₱ 150,000	-	-	₱ 750,000

SCHEDULE E. Long-term Debt

Title of issue	Amount authorized by indenture	Amount shown under caption "Current portion of long term debt"	Amount shown under caption "Long term debt" in related balance sheet
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Not Applicable

SCHEDULE F. Indebtedness to Related Parties (Long Term Loans from Related Parties)

Name of related party	Balance at beginning of period	Amount shown under caption "Current portion of long term debt"
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Not Applicable

SCHEDULE G. Guarantees of Securities of Other Issuers

Name of issuing entity of securities guaranteed by the Company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of guarantee
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Not Applicable

SCHEDULE H. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
Common – Class A	720,000,000	183,673,470	-	156,590,387	125,115	26,957,968
Common – Class B	480,000,000	122,448,979	-	85,139,552	22,001,000	15,308,427
Total	1,200,000,000	306,122,449	-	241,729,939	22,126,115	42,266,395

METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION AND SUBSIDIARIES
II .SCHEDULE OF ALL THE EFFECTIVE STANDARDS AND INTERPRETATIONS
AS AT DECEMBER 31, 2014

The following table summarizes the effective standards and interpretations as at December 31, 2014:

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
Framework for the Preparation and Presentation of Financial Statements				
	Conceptual Framework Phase A: Objectives and qualitative characteristics	✓		
PFRSs Practice Statement Management Commentary				✓
Philippine Financial Reporting Standards		✓		
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards	✓		
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	✓		
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			✓
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to PFRS 1: Government Loans			✓
PFRS 2	Share-based Payment			✓
	Amendments to PFRS 2: Vesting Conditions and Cancellations			✓
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			✓
PFRS 3 (Revised)	Business Combinations			✓
PFRS 4	Insurance Contracts			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations	✓		
PFRS 6	Exploration for and Evaluation of Mineral Resources			✓
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PFRS 7: Transition	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	✓		
	Amendments to PFRS 7: Improving Disclosures about	✓		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
	Financial Instruments			
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	✓		
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	✓		
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures	✓		
PFRS 8	Operating Segments			✓
PFRS 9	Financial Instruments		✓	
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures		✓	
PFRS 10	Consolidated Financial Statements		✓	
PFRS 11	Joint Arrangements		✓	
PFRS 12	Disclosure of Interests in Other Entities		✓	
PFRS 13	Fair Value Measurement		✓	
Philippine Accounting Standards				
PAS 1	Presentation of Financial Statements	✓		
(Revised)	Amendment to PAS 1: Capital Disclosures	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
PAS 2	Inventories	✓		
PAS 7	Statement of Cash Flows	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Balance Sheet Date	✓		
PAS 11	Construction Contracts	✓		
PAS 12	Income Taxes	✓		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets	✓		
PAS 16	Property, Plant and Equipment	✓		
PAS 17	Leases	✓		
PAS 18	Revenue	✓		
PAS 19	Employee Benefits	✓		
	Amendments to PAS 19: Actuarial Gains and Losses, Group Plans and Disclosures	✓		
PAS 19	Employee Benefits		✓	
(Amended)				
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates			✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
	Amendment: Net Investment in a Foreign Operation			✓
PAS 23 (Revised)	Borrowing Costs	✓		
PAS 24 (Revised)	Related Party Disclosures	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans	✓		
PAS 27 (Amended)	Separate Financial Statements		✓	
PAS 28 (Amended)	Investments in Associates and Joint Ventures	✓		
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 31	Interests in Joint Ventures			✓
PAS 32	Financial Instruments: Disclosure and Presentation	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendment to PAS 32: Classification of Rights Issues			✓
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	✓		
PAS 33	Earnings per Share			✓
PAS 34	Interim Financial Reporting			✓
PAS 36	Impairment of Assets	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets			✓
PAS 39	Financial Instruments: Recognition and Measurement	✓		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	✓		
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			✓
	Amendments to PAS 39: The Fair Value Option			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition	✓		
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
	Amendment to PAS 39: Eligible Hedged Items			✓
PAS 40	Investment Property	✓		
PAS 41	Agriculture			✓
Philippine Interpretations				
IFRIC 1	Changes in Existing Decommissioning, Restoration and			✓

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
	Similar Liabilities			
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	<i>Determining Whether an Arrangement Contains a Lease</i>	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	<i>Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment</i>			✓
IFRIC 7	<i>Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies</i>			✓
IFRIC 8	<i>Scope of PFRS 2</i>			
IFRIC 9	Reassessment of Embedded Derivatives			✓
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
IFRIC 10	<i>Interim Financial Reporting and Impairment</i>			✓
IFRIC 11	PFRS 2- Group and Treasury Share Transactions			✓
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			✓
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			✓
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓
IFRIC 18	Transfers of Assets from Customers			✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-12	Consolidation - Special Purpose Entities			✓
	Amendment to SIC - 12: Scope of SIC 12			✓
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers			✓
SIC-15	Operating Leases - Incentives	✓		
SIC-21	Income Taxes - Recovery of Revalued Non-Depreciable Assets			✓
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			✓
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	✓		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS Effective as of December 31, 2014		Adopted	Not Adopted	Not Applicable
SIC-29	Service Concession Arrangements: Disclosures.			✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services			✓
SIC-32	Intangible Assets - Web Site Costs			✓

METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION AND SUBSIDIARIES

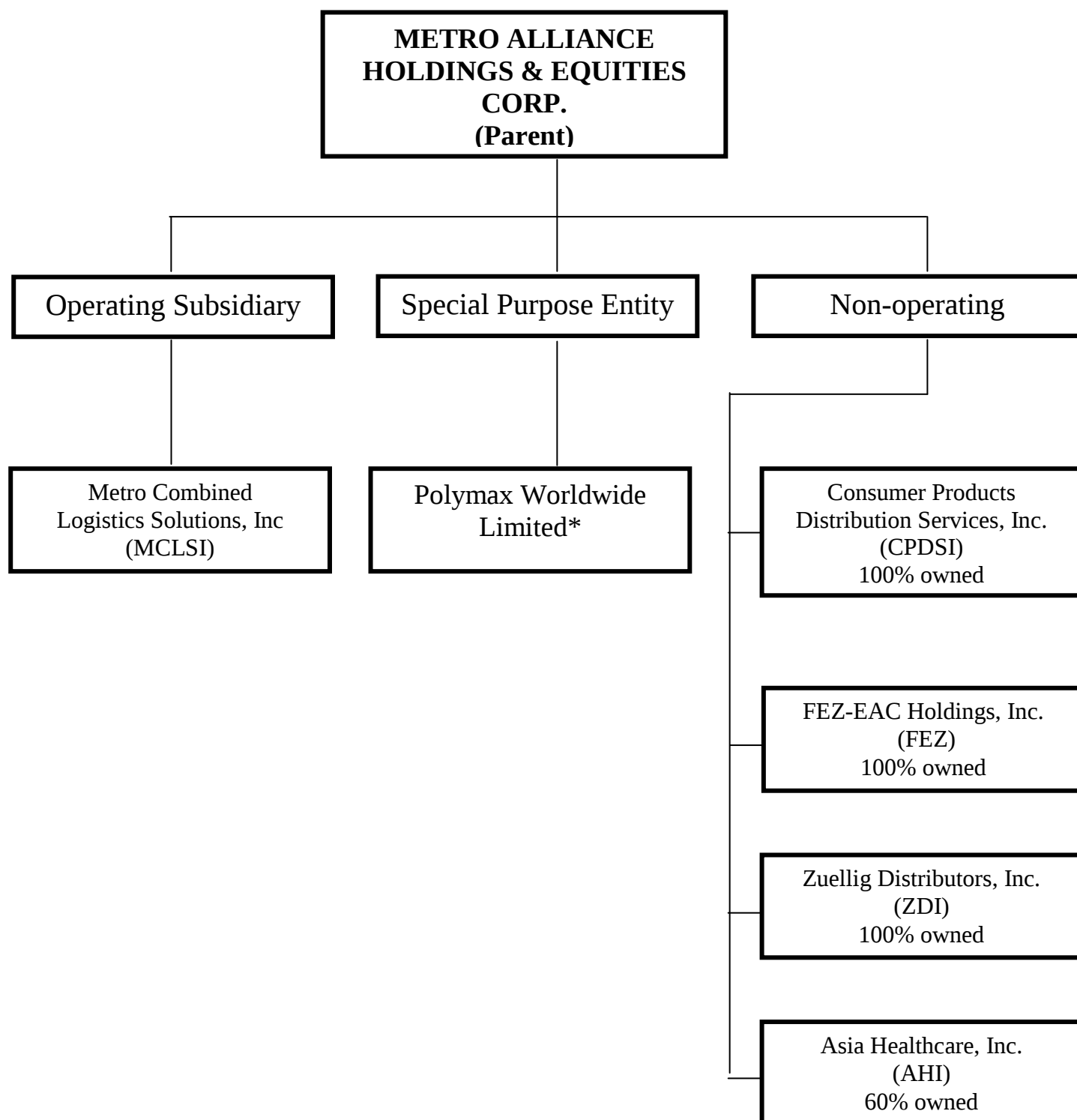
**III. RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND
DECLARATION
FOR THE YEAR ENDED DECEMBER 31, 2014**

Not applicable*

*The Parent Company's Retained Earnings as of December 31, 2014 did not exceed its 100% of paid-in capital stock since it is in deficit position

METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION AND SUBSIDIARIES

**IV. MAP OF THE RELATIONSHIP OF THE COMPANY WITHIN THE GROUP FOR THE YEAR
ENDED DECEMBER 31, 2014**



*Polymax Worldwide Limited was excluded from the consolidated financial statements since 2007 because the entity is no longer operating as a going concern and is in the process of liquidation.

METRO ALLIANCE HOLDINGS & EQUITIES CORPORATION AND SUBSIDIARES**V. SCHEDULE OF FINANCIAL RATIOS
FOR THE YEAR ENDED DECEMBER 31, 2014**

<u>Financial Ratios</u>	<u>Description</u>	<u>2014</u>	<u>2013</u>
Current / liquidity ratio	Current assets over current liabilities	1.09	1.09
Asset to equity ratio	Total asset over total equity	10.58	10.85
Net debt to equity ratio	Interest - bearing loans and borrowings less cash over total equity	(0.25)	(0.14)
Debt-to-equity ratio	Short term loans over total equity	-	-
Solvency ratio	After tax net profit plus depreciation over total liabilities	(0.01)	(0.00)
Interest rate coverage ratio	Earnings before interest and taxes over interest expense	0.001	(63.82)
Gross profit margin	Gross profit over net revenues	20%	16%
Net income margin	Net income over net revenues	-8%	-3%