

F & J Prince Holdings Corporation

*2017
Management
Report*

STOCK TRADING PRICE INFORMATION

The shares of the Registrant are listed with the Philippine Stock Exchange.

The high and low prices for each quarter within the last two (2) fiscal years and 1st quarter of 2017 are as follows:

QUARTER; YEAR	CLASS "A"		CLASS "B"	
	High	Low	High	Low
1 st Quarter, 2016	5.97	4.30	6.46	4.36
2 nd Quarter, 2016	5.69	4.82	6.60	4.82
3 rd Quarter, 2016	7.35	5.28	7.60	5.70
4 th Quarter, 2016	6.52	4.75	7.50	5.21
1 st Quarter, 2017	6.55	5.20	7.48	6.50
2 nd Quarter, 2017	6.20	5.39	6.15	6.00
3 rd Quarter, 2017	6.50	5.00	6.11	5.01
4 th Quarter, 2017	5.60	4.01	5.70	5.00
1 st Quarter, 2018	6.90	4.50	6.38	5.00

Note 1: Dividends amounting to ₱0.20 per share were declared and paid out in 2017. Dividends of ₱0.20 per share were declared and paid by the company in 2016.

Note 2: Class "A" shares may be owned only by Filipino citizens while Class "B" shares may be owned by Filipino citizens as well as foreigners.

Note 3: Latest market price traded was ₱4.97 per share for Class "A" shares transacted on May 2, 2018; and ₱ 5.99 per share for Class "B" shares transacted on May 18, 2018.

Number of Shareholders

As of **May 25, 2018**, the Registrant had Four Hundred Sixty (460) stockholders of record, as follows: Class "A" shares – Four Hundred Twenty Five (425) shareholders; Class "B" shares – Forty Two (42) shareholders; and shareholders owning both Class "A" and "B" – Seven (7) shareholders.

Dividends

Dividends amounting to ₱0.20 per share were declared and paid in 2017. Dividends of ₱0.20 per share were declared and paid in 2015.

Under the Registrant's By-laws, there are no restrictions in the declaration of dividends other than what is prescribed in the Corporation Code, namely that these shall be declared only from surplus profit and no stock dividend shall be issued without the approval of stockholders representing not less than two-thirds of all stock outstanding and entitled to vote at a general or special meeting called for the purpose. The amount of unrestricted retained earnings available for distribution as of December 31, 2017 was ₱281,247,262.00.

F & J Prince Holdings Corporation

Management Report

Annual Stockholders' Meeting

July 26, 2018

Contents

- Report of the Chairman and President
- Business and General Information
- Financial and Other Information
- Board of Directors and Management
- Statement of Management's Responsibility
- Financial Statements
 - Balance Sheet
 - Income Statement
 - Cash Flow Statement
 - Notes to Financial Statements
- Directory/Bankers

REPORT OF THE CHAIRMAN AND PRESIDENT

The Registrant's consolidated revenue in 2017 decreased to ₱130.8 million from ₱177.3 million in 2016. Equity in net earnings of associates decreased from ₱72.9 million in 2016 to ₱40.9 million in 2017 as Pointwest experienced lower earnings as operating margins dropped at some major accounts. Interest income slightly decreased from ₱40.1 million in 2016 to ₱37.4 million in 2017 as interest levels have stabilized. A net foreign exchange gain of ₱7.9 million was recorded in 2017 as the Peso continued to decline against foreign currencies which benefitted the foreign exchange denominated bonds and other securities held by the Registrant and its subsidiary, but this was lower than the ₱32.8 Million net foreign exchange gain in 2016. Rent increased from ₱14.0 million in 2016 to ₱20.8 million in 2017 due to escalation of rental rates and the leasing out of additional condominium office units acquired in 2016. Gain on disposal of AFS, HTM and FVPL Financial Assets of ₱3.8 million was recorded in 2017 against ₱5.4 million in 2016. Dividend income increased from ₱1.9 million in 2016 to ₱2.4 million in 2017.

Total consolidated expenses of the Registrant increased to ₱40.0 million in 2017 compared to ₱33.2 million in 2016 due to higher depreciation allowance from the increased property investment and due to higher taxes and licenses related to the acquisition of additional investment property.

As a result of the above, total consolidated income before tax in 2017 totaled ₱90.8 million compared to ₱144.1 million in 2016. After provision for income tax, total consolidated net income after tax totaled ₱79.4 million in 2017 compared to ₱136.5 million in 2016.

Net income attributable to non-controlling interest, namely minority shareholders of Magellan Capital Holdings Corporation, totaled ₱1.7 million in 2017 compared to ₱2.6 million in 2016.

The Registrant's financial position is very strong as it has substantial cash resources available to undertake its planned projects. As of December 31, 2017, the Registrant's consolidated cash and cash equivalent totaled over ₱753.6 million which was lower than the level of ₱954.6 million as of December 31, 2016 due to additional investment in properties and additional investment in financial assets. The Registrant and its subsidiary is planning to undertake development of MCHC's land in Fort Bonifacio into an office building as well as to acquire income producing properties as well as additional land for development. The Registrant and its subsidiary are debt free with total consolidated liabilities of ₱56.4 million at year-end 2017 compared to ₱35.1 million at year-end 2016. Total equity amounted to ₱2.0 billion as of the end of 2017 compared to ₱1.9 billion at year-end 2016.

The Registrant and its subsidiary and affiliates are substantially debt free except for MUDC which has loans and advances from its principal shareholders. The Registrant and its subsidiaries have more than enough cash resources to meet any expected requirements in the next twelve months. Consolidated cash and cash equivalents at the end of 2017 totaled ₱753.6 million compared to ₱954.6 million at the end of 2016 while total current assets totalled ₱986.4 million at year-end 2017 compared to ₱1.2 billion at year-end 2016. Other than the normal fluctuation of the Peso exchange rate as well as the effect of the normal market fluctuations on the value of stock and bond holdings owned by the Registrant and its subsidiary, the Registrant is not aware of any trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in its liquidity increasing or decreasing in any material way. Likewise, the Registrant does not know of any trends, events or uncertainties that have or that are reasonably expected to have a material favorable or unfavorable impact on the revenues or income from continuing operations.

The following is a detailed discussion of the company direct and indirect subsidiaries and its affiliated associates:

MAGELLAN CAPITAL HOLDINGS CORPORATION (MCHC)

Magellan Capital Holdings Corporation (MCHC), your Company's 95% owned subsidiary, is involved in the development of and investment in infrastructure and power generation projects. Established in 1990, MCHC has ₱689 million in paid-in capital and ₱1,930 million in consolidated shareholders' equity as of December 31, 2016. After the acquisition of the block of shares owned by PSEG Philippine Holdings LLC. in December 2006, your Company owns 95% of the outstanding shares of MCHC and effectively controls and manages MCHC.

MCHC was until December 2006, 28% owned by PSEG Philippine Holdings LLC, a unit of the Public Service Enterprise Group (PSEG), the largest energy holding company in New Jersey and one of the largest in the United States.

MCHC's total consolidated assets at year-end 2017 was ₱1,990 million compared to ₱1,955 million at end of 2016. The primary reason for the increase was additional investment properties as it has been acquiring additional income producing properties and additional AFS Financial Assets. MCHC's consolidated revenues for the year 2017 totaled ₱101.1 million a decrease from ₱105.8 million in 2016. The decrease was due mainly to a lower net foreign exchange gain and lower gain on disposal of AFS financial assets. Total consolidated operating expenses of MCHC increased to ₱37.4 million in 2017 from ₱30 million in 2016 due mainly to higher taxes and licenses from the purchase of additional properties and higher depreciation expense due to higher level of investment properties. As a result of the above, net income after tax totalled ₱ 52.9 million in 2017 compared to ₱71.2 million in 2016 and ₱42.9 million in 2015.

The President and CEO of MCHC is Mr. Robert Y. Cokeng, who is also President of your Company.

MCHC owns 43% of Magellan Utilities Development Corporation (MUDC) which is discussed below. MCHC also owns the entire fifth floor of the Citibank Center Building in Makati as well as three (3) units in the adjacent Citibank Tower Building. It has also acquired one floor in the JMT Condominium Building in Ortigas Center which is currently leased out. Almost half of the floor in Citibank Center is used by your Company as well as MCHC and its subsidiaries as its corporate offices. One unit is leased to Business Process Outsourcing International, a 35% owned affiliate of the Company. The other two units available for lease have also been rented out. The condo units in the Citi Tower Building are also currently leased out. MCHC also owns a 985 square meter lot in Fort Bonifacio that it intends to develop into an office building. As a result, MCHC's rental income is expected to increase in the years ahead. MCHC has also recently acquired three condominium units in Two Roxas Triangle in Makati for investment purposes.

MAGELLAN UTILITIES DEVELOPMENT CORPORATION (MUDC)

Magellan Utilities Development Corporation (MUDC) is an MCHC project company developing a 320 MW Power Project in Pinamucan, Batangas. MCHC directly owns 43% of MUDC. GPU Power Philippines, Inc., a unit of GPU Corporation (GPU), former U.S. parent company of the Manila Electric Company (MERALCO), owns 40% of MUDC. MERALCO was established by a predecessor company of GPU during the American colonial era and was a wholly owned subsidiary of GPU until 1962 when MERALCO was acquired by a Lopez - led investor group.

With the continued uncertainty over the project being developed by MUDC, MUDC at the urging of its outside auditors had in 2004 written-off all its project development expenditures. It had in 2003 already written-off all pre-operating expenses as dictated by new accounting standards that became effective in 2003. With these write-offs, MUDC now has negative equity of ₱257 million as of year-end 2015. In 2005, your Company decided not to continue development of the project. Your Company's exposure including those of MCHC and its subsidiary, Pinamucan Industrial Estates, Inc., in the project have been provided for and will not have any impact on the Company's financial position. MCHC, along with other shareholders of MUDC, will evaluate the future course of action for MUDC, including possible liquidation.

POINTWEST TECHNOLOGIES CORPORATION (PTC)

Established in 2003 with your Company as one of the founding shareholders, Pointwest Technologies Corporation (PTC) is a global service company offering outsourced IT services from the Philippines. It is led by an experienced management team that helped pioneer offshore outsourcing in the Philippines. Among others, it offers software servicing, maintenance, testing and development to various clients, mostly in the United States. Your Company owns 30% of PTC. PTC has been profitable since its inception and has grown to a staff of about one thousand professionals and support staff and annual revenues in 2017 of over Thirty One Million US Dollars (\$31 Million).

BUSINESS PROCESS OUTSOURCING INTERNATIONAL, INC. (BPOI)

Business Process Outsourcing International, Inc. (BPOI) is a provider of accounting and finance related services such as payroll services, internal audit, payables processing and others. It has a total staff of over 400 servicing many of the multinational and large corporations operating in the country. BPOI was spun off from the BPO Department of SGV & Co., the biggest auditing firm in the country.

Your Company owns 35% of BPOI after it acquired another 8.75% in 2005. BPOI revenues in 2017 exceeded ₱375 million and it has a staff of above 400 accountants and support staff.

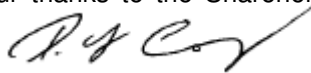
OTHER INVESTMENTS

Your Company and Pinamucan Industrial Estates, Inc. (PIEI) a subsidiary of Magellan Capital Holdings Corporation have also invested in Aslan Pharmaceuticals Limited (Aslan), a biotech company focused on the development of Immunotherapies and targeted agents for Asia prevalent tumor types. Your Company owns 936,000 shares while PIEI owns 1,497,388 shares of Aslan. Aslan shares were listed in the Taipei Exchange and its ADR's were listed in NASDAQ in May this year. The current market price is more than double our acquisition cost.

CONCLUSION

Your Company generated a consolidated net income after tax in 2017 of ₱79.4 million, a sharp drop from the ₱136.5 million net income after tax in 2016. Equity in net earnings of associates which represents the Company's share of earnings of its outsourcing affiliates totaled ₱40.9 million in 2017 compared to the ₱72.9 million reported in 2016 as operating margins were under pressure in some major accounts. In addition, lower net foreign exchange gains and lower gains on disposal of ATS financial assets and financial assets at FVPL also contributed to the lower income. But this was partly offset by higher fair value gains on Financial Assets of FVPL. Your Company also had a smaller decrease in total comprehensive income for the year 2017 with a total of ₱153.4 million from ₱173.8 million in 2016 as unrealized valuation gain on AFS financial assets and higher rental income due to the acquisition of additional investment property helped to offset the lower net income. As a result of the comprehensive net income and the effect of dividend payments in 2017, total stockholders equity increased to ₱2009.3 million at the end of 2017 from ₱1938.6 million at the end of 2016. The Company and its subsidiary has been increasing its investment in income producing property and will be developing its lot in Fort Bonifacio into an office building generating lease income. It is also looking to acquire other income producing properties to increase the Company's income from continuing operations. The Company will be carefully and prudently evaluating other new projects that may be suitable to pursue in the current economic environment.

With the support of the Directors, Officers, Staff and Shareholders, we look forward to the Company's future prospects and continued success. We again reiterate our thanks to the Shareholders for their continued support.


ROBERT Y. COKENG
Chairman & President

BUSINESS AND GENERAL INFORMATION

A. BUSINESS DEVELOPMENT

The Registrant was incorporated and registered with the Securities and Exchange Commission (“SEC”) on 18 February 1971 to engage primarily in the business of mining, including mineral and oil exploration. Its shares were registered and listed with the SEC in 1979 and thereafter listed and traded at the Manila Stock Exchange. Presently, its shares are listed with the Philippine Stock Exchange (“PSE”).

On 28 July 1997, the Registrant’s primary purpose was changed to that of a holding company. At present, the Registrant holds a 94.34% majority interest in Magellan Capital Holdings Corporation (“MCHC”).

In addition, the Registrant owns 30% of Pointwest Technologies Corporation (“PTC”), a software servicing and development company. The Registrant also owns 35% of Business Process Outsourcing International, Inc. (“BPOI”) a provider of accounting-based business process outsourcing (“BPO”) services to a large number of clients.

From its incorporation to the present, the Registrant has not been subject to any bankruptcy, receivership or similar proceedings. There has been no material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets other than in the ordinary course of business and other than the sale by MCHC of its shares in one of its subsidiaries to J.G. Summit Holdings, Inc.

Business Development of the Registrant’s Subsidiaries

Magellan Capital Holdings Corporation (“MCHC”), is a corporation which was incorporated and registered with the SEC on 06 November 1990. The Registrant owns a 94.37% majority interest in MCHC. MCHC’s primary purpose is to engage in the business of identifying, developing and implementing infrastructure and industrial projects. On December 7, 2006, the Registrant acquired the shares of MCHC owned by PSEG Philippines Holdings LLC which represented a 27.67% total equity stake in MCHC. As a result of this transaction, the Registrant increased its ownership stake in MCHC from 66.67% to 94.37%. Because the shares were acquired at a substantial discount to book value, the Registrant booked a gain of ₱201.3 million representing excess of fair value of net assets acquired over cost in 2006.

MCHC owns 100% of the shares of the following companies:

NAME OF COMPANY	DATE OF INCORPORATION	PRIMARY PURPOSE
Pinamucan Industrial Estates, Inc.	05 May 1993	Real Estate holding and Development
Malabrigo Corporation	31 August 1993	Mining
Magellan Capital Trading, Inc.	04 January 1991	Trading
Magellan Capital Realty Development Corporation	14 November 1990	Realty

From its incorporation to the present, none of the Registrant’s above-named subsidiaries have been subject to any bankruptcy, receivership or similar proceedings. There has also been no material reclassification, merger, consolidation, or purchase or sale of a significant amount of their assets other than in the ordinary course of business.

Business of Registrant

Description of Registrant

The Registrant is a holding company. At present, it owns almost 95% of its subsidiary, MCHC, which is currently invested in real estate assets and in bond and stock investments and in shares of its subsidiaries. Most of the Registrant's indirect operating subsidiaries, i.e. MCHC's subsidiaries, are in development of infrastructure projects, as well as landholding and development. The Registrant also owns 30% of PTC, a soft ware servicing development company and 35% of BPOI, a company providing accounting, finance and payroll services which it acquired in 2004 and 2005.

Percentage of Consolidated Total Revenues

Breakdown of Revenue for the year 2017

	CONSOLIDATED TOTAL REVENUE	PERCENTAGE BREAKDOWN
Equity in Net Earnings of Associates	P 40,864,501	31.2%
Interest Income	37,412,772	28.6%
Net Foreign Exchange Gains	7,974,284	6.1%
Gain on Disposal of AFS and FVPL Financial Assets	3,757,986	2.9%
Rent	20,834,930	15.9%
Fair Value Gain on Financial Assets at FVPL	17,431,323	13.3%
Dividend Income	2,424,550	1.9%
Others	137,494	0.1%
Total	P 130,827,840	100.00%

Breakdown of Revenue for the year 2016

	CONSOLIDATED TOTAL REVENUE	PERCENTAGE BREAKDOWN
Equity in Net Earnings of Associates	P 72,929,014	41.1%
Interest Income	40,141,896	22.6%
Net Foreign Exchange Gains	32,814,059	18.5%
Gain on Disposal of AFS and HTM Financial Assets	5,379,140	3.0%
Rent	14,028,672	7.9%
Fair Value Gains on Financial Assets at FVPL	9,980,598	5.6%
Dividend Income	1,906,263	1.1%
Others	88,257	0.1%
Total	P 177,267,899	100.00%

The Registrant's consolidated revenue in 2017 decreased to P130.83 million from P177.3 million in 2016. Equity in net earnings of associates decreased from P72.9 million in 2016 to P40.9 million in 2017 as Pointwest experienced lower earnings as operating margins dropped at some major accounts. A net foreign exchange gain of P7.9 million was recorded in 2017 but this was lower than the net foreign exchange gain of P32.8 million in 2016. Rent increased from P14.0 million in 2016 to P20.8 million in 2017 due to escalation of rental rates and the leasing out of additional condominium office units acquired in the last two years. Fair value gain on financial assets at FVPL of P17.4 million was recorded in 2017 versus P9.9 million in 2016. Dividend income increased from P1.9 million in 2016 to P2.4 million in 2017.

B. PRINCIPAL PRODUCTS AND SERVICES OF MCHC

Currently, MCHC, the Registrant's subsidiary, has direct holdings in real estate and stock and bond investments. It also owns shares in subsidiaries and affiliates engaged in development of infrastructure projects and in real estate investment and development.

(a) Power Generation Project Companies

As a result of the crippling power shortages in the 1980s, the Philippine government launched its program to encourage private sector participation in the power industry through the enactment of Executive Order No. 215 ("EO 215"). Under EO 215, independent power producers ("IPPs") may participate in bulk generation to serve the requirements of the National Power Corporation ("NPC"), electric cooperatives, private utilities and other customers. It was against this background that MCHC's power generation project companies, Magellan Utilities Development Corporation ("MUDC"), Magellan Cogeneration, Inc. ("MCI") and Mactan Power Corporation ("MPC") were organized, on the basis of BOO schemes under Republic Act No. 6957, as amended by Republic Act No. 7718. The MPC project was sold by MCHC in 1997 right before the onset of the Asian economic crisis. The MCI project was completed and sold in 1998.

MUDC, which was established to develop an approximately 320MW power plant in Pinamucan, Batangas is 43%-owned by MCHC. The other major shareholder in MUDC is GPU Power Philippines, Inc. ("GPU Power"), with a 40% equity interest. GPU Power is a subsidiary of GPU Corporation ("GPU"), the former parent company of Manila Electric Company ("MERALCO"). GPU was a U.S.-based energy holding company with about US\$11 billion in assets that operates utilities and power plants in New Jersey and Pennsylvania, U.S.A. GPU has been acquired by First Energy Corporation of Ohio which has decided to withdraw from the project and has done so by liquidating GPU Power.

MUDC initially had a 25-year power sales contract with MERALCO, under which MUDC was to supply power to MERALCO from its 300 MW coal-fired power plant to be constructed in Pinamucan, Batangas. Under a Memorandum of Agreement executed in December 1998, the parties agreed to execute a power purchase agreement whereby MERALCO would purchase the power generated from MUDC's 320 MW power plant, which was to be fuelled primarily by natural gas. The said power purchase agreement has not yet been finalized.

As a result of the project's uncertain prospects, the Registrant's auditor recommended and management had agreed that provision be made for all project development expenditures and pre-operating expenses by MUDC in line with current accounting standards. MUDC has decided not to proceed with its power project due to MERALCO's unwillingness to enter into a revised Power Purchase Agreement and due to the withdrawal of its foreign partner, GPU. In addition, MCHC has almost fully provided for its receivables due from MUDC. In 2008, in the Registrant's Consolidated Financial Statements, receivables due to MCHC's subsidiary, Pinamucan Industrial Estates, Inc., were also fully provisioned. Thus, the Registrant's remaining exposure to the MUDC project is minimal (about ₱2.1 million) at the end of 2015.

(b) Real Estate Holding and Development Companies

Until July 2011, MCHC owned 100% interest in Batangas Agro-Industrial Development Corporation ("BAID").

BAID has the following wholly-owned subsidiaries which together with BAID own 50 hectares of land fronting Batangas Bay in Pinamucan, Batangas:

- (1) Fruit of the East, Inc.;
- (2) United Philippines Oil Trading, Inc.;
- (3) Hometel Integrated Management Corporation;
- (4) King Leader Philippines, Inc.;

- (5) Samar Commodities & Industrial Corporation; and
- (6) Tropical Aqua Resources, Inc.

In July 2011, MCHC sold all its shares in BAID to J.G. Summit Holdings, Inc. for a total consideration of ₱1.04 billion.

(c) Principal Products and Services of Pointwest Technologies Corporation (“PTC”)

PTC is a global service company offering outsourced IT services from the Philippines. It is led by an experienced management team that helped pioneer offshore outsourcing in the Philippines. The Registrant is a founding shareholder of PTC and owns 30% of its equity. Among others, PTC offers software servicing, maintenance, testing, and development to various clients mostly in the United States. It started operations in 2003 and has now built up to a staffing level of about One Thousand IT Professionals and Support Staff. PTC’s consolidated revenue in 2017 reached over Thirty One Million US Dollars (US\$ 31 Million).

(d) Principal Products and Services of Business Process Outsourcing International, Inc. (“BPOI”)

BPOI is a provider of finance and accounting services such as payroll services, internal audit, payables processing and other accounting based services. It has a total of over 600 employees servicing many of the large multinationals operating in the country. BPOI was spun off from the BPO department of SGV & Co, the biggest auditing firm in the country. The Registrant is a major shareholder of BPOI with a 35% ownership stake. BPOI’s revenues in 2017 exceeded ₱375 million and it has over 400 accountants and support staff.

Competition

Pointwest Technologies Corporation and BPOI face competition from other providers of software and business process outsourcing services both in the country and abroad. Outsourcing is a competitive industry and being competitive requires ability to provide quality and reliable service and ability to control costs so that operating margins are maintained at viable levels.

Transactions with and/or Dependence on Related Parties

The Registrant’s subsidiary, MCHC and certain of MCHC’s subsidiaries and affiliates as well as Registrant’s affiliate, BPOI have transactions with each other such as rental contracts and intercompany loans. These transactions are on arms-length basis and, in the case of partially owned affiliates, are subject to approval of unrelated shareholders of these affiliates. In the case of rental contracts, the rental rates charged are similar to those charged to outside parties leasing similar properties.

Patents, Trademarks, Copyrights, Etc.

As previously stated, other than for MUDC’s power supply agreement with MERALCO and Memorandum of Understanding with SPEX, there are no patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts and the like, owned by or pertaining to the Registrant and its subsidiary, MCHC.

Costs and Effects of Compliance with Environmental Laws

Since MUDC has decided not to pursue its power project, there is no anticipated need to comply with any environmental regulations. The other affiliates which are involved in the outsourcing industry which mainly involve the use of computer and other office equipment are expected to have negligible environmental impact.

Employees

The Registrant has three (3) full time employees, one (1) each for accounting, clerical, and administrative and one (1) consultant, not including the employees and consultants retained by the Registrant's subsidiary and affiliates. The Registrant's employees are not subject to any Collective Bargaining Agreements (CBA), nor are they involved in or have threatened to strike for the past three (3) years. Aside from the mandatory 13th month pay and additional 14th month pay and service incentive leaves (vacation and sick) benefits and retirement benefits mandated by R.A. 7641, there are no other benefits that are granted by the Registrant to its employees. The Registrant does not anticipate the need to hire additional employees within the ensuing twelve (12) months.

Risk of the Business of the Registrant and Subsidiaries

1. Pointwest Technologies Corporation (PTC)

PTC would face the normal risks faced by an IT services company serving mostly foreign clients. These risks include: 1) the risk that PTC may not find or retain clients; 2) some contracts are on non-recurring basis and may not be renewed; 3) risk of contract dispute in case of customer dissatisfaction with the services provided; 4) risk of non-collection of receivables due to contract dispute or to financial problems of customers; 5) high staff turnover which may affect service quality; 6) ability to recruit and retain qualified IT professionals; (7) change in foreign exchange rates that may affect the operating margin of its businesses.

2. Business Process Outsourcing International, Inc. ("BPOI")

BPOI would face the normal risks faced by a BPO company which are very similar to the risks faced by an IT services outsourcing company such as PTC. BPOI currently services only domestic clients but intends to develop its foreign business. The risks BPOI takes include: 1) the risk that BPOI may not find or retain clients; 2) some contracts are on non-recurring basis and may not be renewed; 3) risk of contract dispute in case of customer dissatisfaction with the services provided; 4) risk of non-collection of receivables due to contract dispute or to financial problems of customers; 5) high staff turnover which may affect service quality; 6) ability to recruit and retain qualified accounting and finance professionals.

3. Portfolio Investments

The Registrant and its subsidiaries and affiliates also invest their excess cash in bonds, stocks and short-term placements. These involve government securities as well as corporate bond and stock investments which face the normal commercial risks such as price declines, payment defaults and foreign exchange risks in the case of foreign currency denominated investments.

Other Interests

MCHC also has a 100% interest in a mining company, Malabrigo Corporation ("Malabrigo"). Malabrigo has a paid-up capital of ₱10,000,000.00 and limestone mining claims in Batangas, which are not considered significant in potential. It has also invested as a partner in a shopping center project in the United States.

The Registrant and Pinamucan Industrial Estates, Inc. (PIEI) have also invested in Aslan Pharmaceuticals Limited (Aslan), a biotech company focused on development of immunotherapies and targeted agents for Asia prevalent tumor types. The Registrant owns 936,000 shares while PIEI owns 1,497,388 shares of Aslan. Aslan's shares was listed in the Taipei Exchange on June 1, 2017 and its ADR 's were listed in NASDAQ in May of this year. The market price of ASLAN shares is more than double our acquisition cost

Other than MUDC's power supply agreement with MERALCO and Memorandum of Understanding with SPEX, there are no patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts and the like owned by or pertaining to the Registrant and its subsidiary, MCHC. Also, no substantial expenditures have been made for research and development activities for the past three (3) years.

PROPERTIES

Equity Interests. The Registrant's investment in MCHC, consists of shares of common stock with aggregate issued value representing approximately 94.37% of the outstanding shares of MCHC.

MCHC owns 70,458 shares of common stock, representing approximately 43% of the outstanding capital stock of MUDC. MUDC was set up to develop a 320 MW power plant project in Pinamucan, Batangas which has now been aborted. MCHC's exposure to MUDC has been fully provided for in the Consolidated Financial Statements.

MCHC also has equity interests in Pinamucan Industrial Estates, Inc. (100%-owned) and Malabrigo (100%-owned). MCHC also owns 100% of Magellan Capital Trading Corporation; Magellan Capital Realty Development Corporation, two inactive shell companies.

The Registrant owns common shares in Pointwest Technologies Corporation which represent a 30% ownership interest in the company. The Registrant also owns shares of BPOI equivalent to 35% ownership interest in BPOI.

Real Estate. The Registrant has no real estate holdings except through its subsidiary, MCHC.

(a) Condominium Units

MCHC owns five (5) office condominium units which comprise the entire 5th Floor of the Citibank Center building, located at 8741 Paseo de Roxas, Makati City, including five (5) appurtenant parking units, *per* a Deed of Sale executed on 26 April 2000. Three of the five units are being leased out and two units are used as the corporate offices of the Registrant and its subsidiaries. MCHC also owns an office condominium unit on the 25th Floor and two condominium units on the 16th Floor of the Citibank Tower Building in Makati (acquired in December 2014) and ten parking slots which are being leased out at prevailing commercial rates. MCHC also acquired in early 2017 one whole floor of the JMT Condominium Building in Ortigas Center. In 2018, MCHC has also acquired three condominium units in Two Roxas Triangle which is expected to be completed in early 2019.

(b) Office Properties

MCHC, the Registrant's wholly-owned subsidiary, has relocated its corporate offices to its Citicenter Property which consists of the entire 5th Floor of the Citibank Center Building in Makati. The Registrant, as principal shareholder of MCHC, has been allocated office space by MCHC. MCHC has also leased out the four (4) remaining units. One of the units has been leased by Business Process Outsourcing International (BPOI) since February 16, 2009. Three other units are leased to other lessees.

(c) Land/Property Ownership

MCHC has acquired a 985 m2 lot in Fort Bonifacio which it plans to develop into an office building for lease. MCHC acquired, at the end of 2014, two additional condominium office units in Citibank Tower which are currently leased out. At the end of 2016, MCHC also acquired one floor of office condo units in the JMT Condominium Building which are also currently leased out. As of 31 December 2017, the above land and properties are not subject to any mortgages, liens or encumbrances.

LEGAL PROCEEDINGS

For the past six (6) years up to the present, there are no proceedings involving, and to the best of knowledge, threatened against the Registrant. As of **25 May 2018**, none of the current directors, or nominees for election as director, executive officer, underwriter or control person of the Registrant has been involved in or in the subject of any bankruptcy petition, conviction by final judgment, or is the subject of any order judgment or decree, or involved in any violation of a securities of commodities law.

However, with respect to its subsidiaries, following is a summary of pending litigation involving them:

- (a) ***“Rolando M. Zosa v. Magellan Capital Holdings Corporation and Magellan Capital Management Corporation”***, Civil Case No. CEB-18619, Regional Trial Court of Cebu City, Branch 58; *Magellan Capital Management Corporation and Magellan Capital Holdings Corporation v. Rolando M. Zosa, et al.*” G.R. No. 129916, Supreme Court; *Ad Hoc Arbitration with an Arbitral Tribunal composed of Justice Florentino P. Feliciano, as Chairman and Attys. Ramon R. Torralba and Enrique I. Quiason as members; Regional Trial Court, Branch 139, SP Proc. No. M-6259 and SP Proc. No. 6264; Court of Appeals, CA GR. SP-144096;CA GR SP NO. 144162.*

This is a case for damages instituted in May 1996, wherein complainant Zosa seeks to enforce his purported rights under his Employment Agreement with defendants and claims entitlement to the following reliefs, to wit:

- (1) actual damages in the amount of ₱10,000,000;
- (2) attorney’s fees in the amount of ₱300,000; and
- (3) expenses of litigation in the amount of ₱150,000.

Defendants sought a dismissal of the case, invoking the provision of arbitration in the Employment Contract. In a Decision dated 18 July 1997, the trial court declared invalid the arbitration clause providing for the manner by which the arbitrators will be chosen and substituted the provisions of the Arbitration Law therefore. The Supreme Court, on 26 March 2001 affirmed the trial court’s decision which became final and executory. Arbitrators were appointed one by Zosa, on the one hand, and the other jointly appointed by MCHC and MCMC and a third jointly chosen by the two arbitrators.

Sometime in November 2004, the Arbitral Tribunal was finally constituted composed of Justice Florentino P. Feliciano as Chairman and Attys. Ramon R. Torralba and Enrique I. Quiason as members.

On 14 March 2005, the parties submitted to the Tribunal their Confirmation of Agreement to Submit to Arbitration. The Complainant has submitted its Statement of Claims & Memorials. The respondents have submitted their Statement of Defenses and are scheduled to submit their Counter-Memorials on 02 May 2004.

On 02 August 2005, the Memoranda of the parties were submitted and the case was submitted for resolution.

On 06 March 2005, the Tribunal rendered its decision awarding Zosa’s claim for severance pay but disallowed his claims for attorney’s fees and moral and exemplary damages and costs of suit.

On 12 April 2006, MCHC filed with the Regional Trial Court of Makati City, a verified petition with prayer for the issuance of an Order to Vacate the Arbitral Award, dated 6 March 2006, pursuant to Sections 22 to 29 of Republic Act No. 876 (“The Arbitration Law”) and the relevant provisions of Republic Act No. 9825 (the “Alternative Dispute Resolution Act of 2004). Likewise, Zosa filed his Application for Confirmation of Award on 12 April 2006. The two cases were consolidated and are presently pending with Branch 139 of the Regional Trial Court of Makati as Sp. Proc. No. M-6259 and M-6264. The parties are presently awaiting the Court’s resolution on the issue of whether the Application for Confirmation of Award was seasonably filed considering the non-payment of docket

fees at the time of filing. On 17 March 2009, a hearing was held whereby the Court directed all the parties to submit their respective Memoranda. In compliance with the aforesaid order, MCHC submitted its Memoranda on 17 May 2009. The case was submitted for resolution on 29 January 2013.

On 29 June 2015, the Court rendered its decision confirming the arbitral award directing MCHC solidarily with MCMC to pay Zosa's severance compensation in the amount of ₱14,669,691.43. MCHC filed its Motion for Reconsideration on 23 July 2015 which was denied in an Order dated 7 January 2016. On 9 February 2016, MCHC filed with the Court of Appeals its Petition for Review of the Decision of the Regional Trial Court. MCMC likewise filed its appeal with the said appellate court. The case is now pending with the Court of Appeals. In a Resolution dated 24 November 2017, the Court of Appeals informed the parties that the pending incidents are submitted for resolution and the petitions submitted for Decision.

(b) *“People of the Philippines vs. Ariel Balatbat”*, Criminal Case No. 115515, Regional Trial Court of Pasig City, Branch 155. MCHC filed a complaint, through its authorized officer, against Ariel Balatbat for qualified theft relating to several unauthorized withdrawals of, and anomalous transactions involving, company funds in the total amount ₱41,021.50 (converted to US\$1,000.00). On 29 October 2004, the Court rendered its decision finding the accused guilty beyond reasonable doubt of the crime of qualified theft under Article 310 of the Revised Penal Code and imposed the corresponding penalty of imprisonment of 10 years minimum to a maximum of 14 years. The Decision of the Regional Trial Court was appealed to the Court of Appeals. In a Decision rendered in February 2018, the Court of Appeals reversed the conviction of the accused. As of this writing, MCHC, decided not to appeal the aforesaid Decision of the Court of Appeals for humanitarian reasons, and because the accused had already spent some time in incarceration.

“People of the Philippines vs. Ariel Balatbat”, Criminal Case No. 114955, Regional Trial Court of Pasig City, Branch 151. MUDC, through its authorized officer, has also filed a complaint against Ariel Balatbat for qualified theft relating to several unauthorized withdrawals of, and anomalous transactions involving, company funds in the total amount of ₱121,500.00 (equivalent to US\$3,000.00), US\$4,000.00, and US\$1,020.00. Said amounts were never recovered or accounted for. The case is currently pending before the Regional Trial Court, which also issued a warrant of arrest for the same. The bail was set for ₱40,000.00. The accused was arrested and subsequently arraigned. Three (3) witnesses have been presented - two (2) from the bank and one (1) from MUDC.

On 28 February 2005, the Prosecution filed its “Formal Offer of Evidence”. Defense rested its case on 4 December 2006. On 22 January 2007, the Prosecution presented its rebuttal evidence. The Memorandum for the Prosecution having been filed, the case was submitted for decision. As of this writing or on April 29, 2013 the Court rendered its decision finding the accused guilty of the crime of qualified theft and sentenced the accused to *reclusion perpetua*. It also ordered the restitution to MUDC of the amount of \$4,000.00 or its peso equivalent ₱105,720.00 Pesos. The Court found no liability for the amount of \$3,000.00 withdrawn it appearing that same was credited to private complainant. On appeal, the Court of Appeals, in a Decision dated 28 February 2017, reversed and set aside the Decision of the Regional Trial Court, dated 15 February 2013. As of this writing, MCHC, for humanitarian reasons, and the fact that the accused had already spent some time in incarceration, decided not to appeal the aforesaid Decision of the Court of Appeals.

c) **Magellan Capital Holdings Corporation vs. Spouses Mario and Preciosa Roño, Civil Case No. 066, Regional Trial Court, Taguig City, Branch 153.** This is a case, filed in 2016, for Injunction, with application for TRO and Writ of Injunction, against Spouses Mario and Preciosa Roño, the Taguig Register of Deeds, the Securities and Exchange Commission, Bureau of Internal Revenue, Taguig District to prevent the use of falsified documents including a fake Deed of Sale, fake General Information Sheet (GIS) and fake certificate of title, to transfer MCHC's property in Fort Bonifacio in favor of the Spouses Roño. This is in relation to the ongoing attempt by certain individuals to cause the transfer of title over MCHC's 985 square meter lot at Bonifacio Global City (“BGC”) in their favor using falsified and spurious documents. The Regional Trial Court granted the

preliminary injunction on 24 August 2016. The case is pending resolution on the grant of a permanent injunction. In an order dated 3 July 2017, the RTC referred the case for mediation proceedings which are ongoing as of this writing. On 15 March 2018, the Court deemed as submitted for resolution the Motion to declare defendants in default.

- d) **Magellan Capital Holdings Corporation represented by Mr. Robert Y. Cokeng vs. Spouses Mario and Preciosa Roño et al, XV-16-INV-16F-00541, Office of the City Prosecutor of Taguig; People of the Philippines vs. Marion S. Roño, Criminal Case No. 17-28768, Metropolitan Trial Court of Taguig City, Branch 115; People of the Philippines vs. Mario S. Roño, Criminal Case No. 17-28769, Metropolitan Trial Court of Taguig City, Branch 115; People of the Philippines vs. Mario S. Roño and Preciosa Roño, Criminal Case No. 17-28771, Metropolitan Trial Court of Taguig City, Branch 115; People of the Philippines vs. Mario Roño and Preciosa Roño, Criminal Case no. 17-28770, Metropolitan Trial Court of Taguig City, Branch 116.** These criminal cases for Falsification under Article 171 in relation to Article 172 of the Revised Penal Code, were filed against the named individuals in connection with Civil Case No. 066. The Prosecutor in XV-16-INV-16F-00541, found probable cause against the respondents and the corresponding Information was filed with the Metropolitan Trial Court. A Warrant of Arrest against the respondents was issued on 10 February 2017 and Arraignment was scheduled last 23 March 2017. On 12 May the RTC dismissed the accused's Omnibus Motion (1) to Quash for failure to state an offense (2) issue Bill of Particulars and (3) suspend proceedings in view of the pendency of accused's Petition for Review with the Department of Justice (DOJ) and (4) Suspend Arraignment. Arraignment was scheduled to be held on 15 May 2017. In an Order dated 22 May 2017, the RTC reset the arraignment to 14 August 2017. On 2 June 2017 the Department of Justice (DOJ) dismissed the petition for Review filed by the accused Spouses Rono. The accused was arraigned on 14 August 2017. As of this writing, the parties are undergoing judicial dispute resolution.
- e) **Magellan Capital Holdings Corporation, represented by Mr. Robert Y. Cokeng vs. Spouses Mario and Preciosa Roño, Pedro S. Villaflor, John Doe and Jane Doe, IS No. XV-13-INV-16-J-02050, Office of the City Prosecutor of Pasay City, Department of Justice.** In relation to the aforementioned cases, this case was filed against the respondents for violation of Article 172 in relation Article 171 of the revised Penal Code (Use of Falsified documents). The falsified documents were used to open an account in Maybank, Villamor Base branch, Pasay City. In a Resolution dated 5 January 2017, the City Prosecutor dismissed MCHC's complaint. In Resolution dated 29 November 2017, the Motion for Reconsideration filed by MCHC was denied.
- f) **Magellan Capital Holdings Corporation vs. Spouses Mario and Preciosa Roño, IS No. XV-03-INV-16J-10508, Office of the City Prosecutor of Quezon City, Department of Justice.** In relation to the aforementioned cases, this case was filed against the respondents for violation of Article 172 in relation to Article 171 (2) of the Revised Penal Code. The falsified documents appear as having been executed and notarized in Quezon City. In a Resolution dated 19 March 2018 which was received on 18 April 2018, the City Prosecutor's office dismissed the complaint against respondents. As of this writing, MCHC is in the process of filing its Motion for Reconsideration of the aforesaid Resolution.
- g) **Robert Y. Cokeng (for and in behalf of Magellan Capital Holdings Corporation) vs. Maybank Philippines, Inc. Dato Dr. Tan Tat Wai, Herminio M. Famatigan Jr., Jonathan P. Ong, Jose A. Morales III and Milandro C. Urbano, OSI-AC-No. 2016-032, Bangko Sentral ng Pilipinas, Office of the Special Investigation; Robert Y. Cokeng (for and in behalf of Magellan Capital Holdings Corporation) v. Metropolitan Bank and Trust Company, Fabian S. Dee, Alfredo V. Ty, Arthur Ty, Francis Cua, Trixia C. Tan, Joyce P. Pareno and Grance C. Buenavista, OSI-AC_No. 2016-029, Bangko Sentral ng Pilipinas, Office of Special Investigation.** These cases were filed with the Bangko Sentral ng Pilipinas against two banks, Maybank and Metro Bank in connection with their participation in the aforementioned cases. In OSI-AC-No.2016-032, the BSP, in a Resolution, dated 21 November 2016, referred the case against Maybank to the Financial Consumer Protection Department (FCPD), Supervision and Examination Sector of the BSP. In a letter dated 02 February 2017, the FCPD informed MCHC that it in turn referred the matter to the

attention of BSP departments exercising supervisory authority over banks. The Office of Special Investigation, in the meantime, continued to hear the administrative complaint against the respondents Dato Dr Tan Tat Wai, Herminio Famatigan, Jonathan P. Ong et al. In a Resolution dated 03 October 2017, the BSP Office of Special Investigation dismissed the administrative complaint against the said respondents. In a Resolution dated 09 January 2017, the BSP denied MCHC's Motion for Partial Reconsideration. With respect to OSI-AC No. 2016-029, the Office of Special Investigation, in a Resolution dated 20 March 2018, dismissed the administrative complaint filed by MCHC against Metro Bank and its Board of Directors.

FINANCIAL AND OTHER INFORMATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Registrant's consolidated revenue in 2017 decreased to ₱130.8 million from ₱177.3 million in 2016. Equity in net earnings of associates decreased from ₱72.9 million in 2016 to ₱40.9 million in 2017 as Pointwest experienced lower earnings as operating margins dropped at some major accounts. Interest income slightly decreased from ₱40.1 million in 2016 to ₱37.4 million in 2017 as interest levels have stabilized. A net foreign exchange gain of ₱7.9 million was recorded in 2017 as the Peso continued to decline against foreign currencies which benefitted the foreign exchange denominated bonds and other securities held by the Registrant and its subsidiary. Rent increased from ₱14.0 million in 2016 to ₱20.8 million in 2017 due to escalation of rental rates and the leasing out of additional condominium office units acquired in 2016. Gain on disposal of AFS, HTM and FVPL Financial Assets of ₱3.8 million was recorded in 2017 against ₱5.4 million in 2016. Dividend income increased from ₱1.9 million in 2016 to ₱2.4 million in 2017.

Total consolidated expenses of the Registrant increased to ₱40.0 million in 2017 compared to ₱33.2 million in 2016 due to higher depreciation allowance from the increased property investment and due to higher taxes and licenses related to the acquisition of additional investment property.

As a result of the above, total consolidated income before tax in 2017 totaled ₱90.8 million compared to ₱144.1 million in 2016. After provision for income tax, total consolidated net income after tax totaled ₱79.4 million in 2017 compared to ₱136.5 million in 2016.

Net income attributable to non-controlling interest, namely minority shareholders of Magellan Capital Holdings Corporation, totaled ₱1.7 million in 2017 compared to ₱2.6 million in 2016.

The Registrant's financial position is very strong as it has substantial cash resources available to undertake its planned projects. As of December 31, 2017, the Registrant's consolidated cash and cash equivalent totaled over ₱753.6 million which was lower than the level of ₱954.6 million as of December 31, 2016 due to additional investment in properties and additional investment in financial assets. The Registrant and its subsidiary is planning to undertake development of MCHC's land in Fort Bonifacio into an office building as well as to acquire income producing properties as well as additional land for development. The Registrant and its subsidiary are debt free with total consolidated liabilities of ₱56.4 million at year-end 2017 compared to ₱35.1 million at year-end 2016. Total equity amounted to ₱2.0 billion as of the end of 2017 compared to ₱1.9 billion at year-end 2016.

The Registrant and its subsidiary and affiliates are substantially debt free except for MUDC which has loans and advances from its principal shareholders. The Registrant and its subsidiaries have more than enough cash resources to meet any expected requirements in the next twelve months. Consolidated cash and cash equivalents at the end of 2017 totaled ₱753.6 million compared to ₱954.6 million at the end of 2016 while total current assets totalled ₱986.4 million at year-end 2017 compared to ₱1.2 billion at year-end 2016. Other than the normal fluctuation of the Peso exchange rate as well as the effect of the normal market fluctuations on the value of stock and bond holdings owned by the Registrant and its subsidiary, the Registrant is not aware of any trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in its liquidity increasing or decreasing in any material way. Likewise, the Registrant does not know of any trends, events or uncertainties that have or that are reasonably expected to have a material favorable or unfavorable impact on the revenues or income from continuing operations.

Top Five (5) Key Performance Indicators

The top five (5) performance indicators for the Registrant are as follows:

- (1) Revenue Generation
- (2) Change in net income
- (3) Earnings per share
- (4) Current ratio
- (5) Book value per share

Revenue Generation. Revenue in the last three fiscal years are summarized below along with vertical percentage analysis:

(P000)	YEAR 2017	PER- CENTAG E	YEAR 2016	PER- CENTA GE	YEAR 2015	PER- CENTAGE
Equity in net earnings of associates	₱ 40,865	31.2%	₱ 72,929	41.2%	₱ 105,413	57.5%
Interest Income	37,413	28.6%	40,141	22.6%	39,171	21.4%
Rent	20,835	15.9%	14,028	18.5%	12,797	7.0%
Dividend Income	2,425	1.9%	1,906	1.1%	1,538	0.8%
Fair Value Gains on Financial Assets at FVPL	17,421	13.3%	9,981	5.6%	-	-
Gain on Disposal of AFS, HTM and FVPL Investments	3,758	2.9%	5,379	3.0%	1,526	0.8%
Net FX Gain	7,974	6.1%	32,814	18.5%	22,825	12.4%
Others	137	0.1	88	0.1%	180	0.1%
Total from continuing operation	₱ 130,828	100.0%	₱ 177,268	100.0%	₱ 183,450	100.0%

Because it is a holding company, the Registrant derives a large part of its revenue from its equity in net earnings of associates which in 2017 accounted for over 31% of consolidated total revenues from continuing operations. 2017 saw a drop in earnings of the outsourcing affiliates as Pointwest experienced lower margin on some accounts, and reduced volume of revenue at some major accounts. As a result, the Registrant's share in their net earnings dropped to ₱40.9 million in 2017 from ₱72.9 million in 2016. Interest income also decreased slightly in 2017 to ₱37.4 million from ₱40.1 million in 2016 due to stabilizing rates of interest in the capital markets. In addition, net Fx gain was ₱ 7.9 million in 2017 as the stronger dollar benefitted the foreign exchange denominated bonds and stock portfolio of the Registrant and its subsidiaries. In the future, we would expect rental income to increase as the Registrant and its subsidiary increases its portfolio of income producing properties by developing its land in Fort Bonifacio into an income producing building and by acquiring additional income producing properties. Rental income in 2017 has exceeded ₱20.8 million from ₱14.0 million in 2016 due to acquisition of additional income producing property.

Change in net income. The summary income statements for the last three fiscal years are shown below with vertical percentage analysis.

(000)	YEARS ENDED DECEMBER 31					
	2017	PERCENTAGE	2016	PERCENTAGE	2015	PERCENTAGE
Revenue	₱ 130,827	100%	₱ 177,268	100%	₱ 183,450	100%
Expenses	40,050	30.6%	33,174	18.7%	35,273	19.2%
Net Income Before Tax	90,778	69.4%	144,094	81.3%	148,178	80.8%
Tax	(11,378)	8.7%	(7,571)	4.3%	(8,536)	4.7%
Net Income After Tax	79,400	60.7%	136,523	77.0%	139,641	76.1%
Total Net Income	₱ 79,400	60.7%	₱ 136,523	77.0%	₱ 139,641	76.1%
Attributable to Stockholders of Registrant	77,729	59.4%	133,941	75.5%	138,463	75.5%
Non-Controlling Interest	1,670	1.3%	2,582	1.5%	1,178	0.6%

As the above shows, net income dropped to ₱79.4 million in 2017 from ₱136.5 million in 2016. The decrease in net income was mainly due to lower equity in net earnings of associates and lower net FX gains. The net income in 2017 attributable to stockholders of the Registrant was ₱77.7 million while ₱1.7 million was attributable to non-controlling interests, namely minority shareholders of Magellan Capital Holdings Corporation. The net income attributable to stockholders of the Registrant in 2016 was ₱133.9 million while ₱2.6 million was attributable to non-controlling interests.

Earnings per share. The earnings per share in 2017 amounted to ₱0.20 per share compared to earnings per share from continuing operations of ₱0.35 in 2016 and ₱0.36 in 2015. The earnings per share are adjusted to reflect the shares held by the Registrant's subsidiaries which are classified as treasury shares in the Consolidated Financial Statements.

Current-Ratio. Current Ratio (current assets divided by current liabilities) which measures the liquidity position of the Registrant was 32.3 x at December 31, 2017 compared to 54.5 x at the end of 2016 as cash resources were used to make additional property investment and investment in financial assets. The Registrant's liquidity position is very strong and gives it substantial resources to pursue its projects.

Book value per share. The Registrant's book value per share (excluding treasury shares owned by subsidiaries of the Registrant) was ₱5.03 per share at the end of 2017 from ₱4.85 at year-end 2016 and ₱4.60 at year-end 2015.

(i) Any known trends or any known demands, commitments, events or uncertainties

The Registrant and its subsidiary and affiliates are now substantially debt-free, except for MUDC, which has loans and advances from its principal shareholders. The Registrant and its subsidiaries have more than enough cash resources to meet any expected requirements during the next twelve (12) months. Consolidated cash and cash equivalents totaled ₱753.6 million at year end 2017 compared to ₱954.6 million at year end 2016. Other than the normal fluctuations of the Philippine Peso to the U.S. Dollar, the Registrant is unaware of any trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in its liquidity increasing or decreasing in any material way. Likewise, the Registrant does not know of any trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on the revenues or income from continuing operations.

(ii) Any events that will trigger direct or contingent financial obligation

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

(iii) All material off-balance sheet transactions, arrangements, obligations

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

(2) OPERATIONS AND FINANCIAL CONDITION FOR THE LAST THREE (3) FISCAL YEARS

The following is a detailed discussion of the Registrant's operations and financial condition for the past three (3) fiscal years.

Exhibit "2" shows the audited consolidated balance sheet as of December 31, 2017 and December 31, 2016 and audited consolidated income statements for the years 2017, 2016 and 2015. The accounts are discussed below in more detail.

OPERATING RESULTS

Revenues. In the year ended 31 December 2017, total consolidated revenues totaled ₱130.8 million compared to ₱177.3 million in 2016 and ₱183.5 million in 2015. The reasons for the change have been discussed in the revenue generation section earlier in Item 6 of this Report.

Expenses. Total consolidated operating expenses increased to ₱40.1 million in 2017 from the ₱33.2 million in 2016 due to the reasons discussed earlier in this report.

Net Income Before Tax. As a result of the movement in revenues and expenses discussed in the preceding sections, net income before tax totalled ₱90.8 million in 2017 compared to ₱144.0 million in 2016 and ₱148.2 million in 2015.

Provision For Income Tax. In 2017, there was a provision for income tax of ₱11.4 million compared to ₱7.6 million in 2016 and ₱8.5 million in 2015.

Net Income After Tax. As a result of the provision for income tax discussed above, the Registrant had a consolidated net income after tax of ₱79.4 million in 2017, from the net income after tax of ₱136.5 million in 2016. Net income after tax in 2015 was ₱136.6 million.

Total Comprehensive Income. Total comprehensive income which includes among others net unrealized gain or AFS assets totaled ₱153.2 million in 2017 compared to ₱179.9 million in 2016 and ₱159.3 million in 2015.

BALANCE SHEET ACCOUNTS

The following comparative financial analysis is based on audited consolidated balance sheets as of December 31, 2017 and December 31, 2016 shown in Exhibit “2”. Exhibit “4” shows the vertical percentage analysis of balance sheet accounts as of December 31, 2017 and December 31, 2016. The movements in the various accounts are discussed below:

ASSETS

Current Assets. Total current assets at year-end 2017 totalled ₱986.4 million compared to ₱1,149.5 million at year-end 2016. Cash and cash equivalents decreased to ₱753.6 million at year end 2017 from ₱954.6 million at year end 2016. Financial assets at Fair Value through Profit or Loss (FVPL) totalled ₱152.7 million at year-end 2017 from ₱83.4 million at year-end 2016. Current portion of AFS Investments totalled ₱40.8 million at year-end 2017 from ₱66.8 million at year end 2016. Prepayments and other assets increased to ₱18.6 million at year-end 2017 from ₱15.5 million at year-end 2016.

Non-Current Assets. Total non-current assets at year-end 2017 totalled ₱1,079.2 million versus ₱824.2 million at year-end 2016. Most of the increase was due to increase in investment properties from ₱158.5 million at year end 2016 to ₱228.9 million at year end 2017 due to acquisition of additional investment property and due to additional investment in AFS Financial Assets which increased from ₱335.1 million at year-end 2016 to ₱480.6 million at year-end 2017.

Total Assets. As a result of the movement in the accounts described above, total consolidated assets of the Registrant at year-end 2017 totalled ₱2,065.7 million compared to ₱1,973.8 million at year-end 2016.

LIABILITIES AND EQUITY

Current Liabilities. Current liabilities increased to ₱30.5 million at year-end 2017 from ₱21.1 million at year-end 2016 mainly due to increase in accounts payable and income tax payable.

Non-Current Liabilities. Non-current liabilities increased to ₱25.9 million at year-end 2017 from ₱14.0 million at year-end 2016 due mainly to increase in deferred income tax liability.

Stockholder’s Equity. Total Stockholder’s Equity Attributable to Equity Holders of the Registrant increased to ₱1,935.3 million at year-end 2017 from ₱1,865.4 million at year end 2016. This was due mainly to the net comprehensive income in 2017 attributable to equity holders of the Registrant of ₱148.0 million but reduced by dividends paid out during the year. Equity attributable to minority shareholders of MCHC totalled ₱74.0 million at year end 2017 compared to ₱73.2 million at year-end 2016 due to the share of minority shareholders of MCHC in the comprehensive net income of ₱1.7 million but reduced by dividends paid out during the year. As a result, total stockholders equity at year-end 2017 stood at ₱2,009.3 million compared to ₱1,938.6 million at year-end 2016.

(i) Any known trends or any known demands, commitments, events or uncertainties

The Registrant and its subsidiary and affiliates are now substantially debt-free, except for MUDC, which has loans and advances from its principal shareholders. The Registrant and its subsidiaries have more than enough cash resources to meet any expected requirements during the next twelve (12) months. Consolidated cash and cash equivalents totalled ₱753.6 million at year end 2017 compared to ₱954.6 million at year end 2016 due mainly to acquisition of additional investment property and financial assets. Other than the normal fluctuations of the Philippine Peso to the U.S. Dollar, the Registrant is unaware of any trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in its liquidity increasing or decreasing in any

material way. Likewise, the Registrant does not know of any trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on the revenues or income from continuing operations.

(ii) Any events that will trigger direct or contingent financial obligation

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

(iii) All material off-balance sheet transactions, arrangements, obligations

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

(iv) There are no material commitments for capital expenditures, by the Company or its majority owned subsidiary.

(v) There are no trends, events, or uncertainties that have had or that are reasonably expected to have a material favorable impact on net revenues/income from continuing operations except for possible unrealized or realized foreign exchange gains from the dollar denominated investments of the Company and its majority owned subsidiary and possible unrealized gains from the listing of the shares of Aslan Pharmaceuticals Limited in the Taipei Exchange. These are generally recognized in the year-end Audited Financial Statements except for realized foreign exchange gain which are reported in the period realized.

(vi) The Company did not realize any non-operating income in the first quarter of 2018 or in the first quarter of 2017 aside from unrealized gains on trading securities and gains on disposal of AFS/HTM investments.

FIRST QUARTER 2018 REPORT

The following is a detailed discussion of the Registrant's operations and financial condition during the first quarter of 2018 and first quarter of 2017.

Operating Results

Breakdown of Revenue for the Three Month Periods Ending March 31, 2018 and March 31, 2017 with Vertical and Horizontal Percentage Analysis:

(P000)	FIRST QUARTER	VERTICAL PERCENTAGE ANALYSIS	FIRST QUARTER	VERTICAL PERCENTAGE ANALYSIS	INCREASE (DECREASE) AMOUNT	INCREASE (DECREASE) PERCENTAGE
	MARCH 31, 2018	MARCH 31, 2018	MARCH 31, 2017	MARCH 31, 2017	MARCH 31, 2018	MARCH 31, 2018
INTEREST INCOME						
From Banks	₱ 2,217	10.5%	₱ 2,900	13.7%	₱ (683)	23.6%
From Securities	5,379	25.5%	5,135	24.3%	236	4.6%
TOTAL	7,596	36.0%	8,035	38%	(439)	5.5%
Dividend Income	197	0.9%	63	0.3%	134	112%
Rent Income	5,777	27.4%	5,334	25.3%	443	8.3%
Unrealized Gain on Trading Securities	7,051	33.5%	4,739	22.4%	2,312	48.8%
Gains on Disposal of AFS/HTM	-	-	2,362	11.2%	(2,362)	100.0%
Net Unrealized FX Gain	435	2.1%	93	0.4%	342	267%
Other Income	-	-	486	2.3%	(486)	100%
TOTAL	₱ 21,056	100%	₱ 21,112	100%	₱ (56)	0.3%

Revenues. Consolidated Revenues, during the 3 month period ended March 31, 2018, totaled ₱21.1 million level with the ₱21.1 million during the same 3 month period in 2017. The lower interest and other income and lower gain on disposal of AFS/HTM investments were offset by higher unrealized gain or trading securities, higher rental income and higher unrealized FX gain.

Expenses. Consolidated General and Administrative Expenses in the first quarter of 2018 totaled ₱11.6 million which was higher than the ₱9.0 million in the first quarter of 2017. Higher taxes and licenses accounted for part of the increase which was due to taxes paid related to acquisition of additional property for investment. In addition, depreciation increased due to higher level of investment property.

Operating Income. As a result of the factors discussed above, consolidated operating income in first quarter 2018 totaled ₱9.5 million compared to ₱12.0 million net income in the same period of 2017.

Net Income. Net income totaled ₱9.5 million during the first quarter of 2018 compared to net income of ₱12.0 million in the first quarter of 2017. The net income in the first quarter of 2018 attributable to shareholders of the Company totaled ₱9.0 million while ₱467,225 in net income was attributable to minority shareholders in the company's majority owned subsidiary Magellan Capital Holdings Corporation. In the first quarter of 2017, ₱11.4 million net income was attributable to shareholders of the company and ₱599,542 attributable to minority shareholders in the Registrant's subsidiary.

BALANCE SHEET ACCOUNTS

ASSETS

Current Assets. Consolidated current assets as of March 31, 2018 totaled ₱868.7 million compared to ₱986.4 million as of December 31, 2017. Most of the decrease was due to decrease in cash and cash equivalents as cash was used to purchase additional investment property.

Receivables from Related Parties. This account was nil at March 31, 2018, the same level as at year-end 2017.

Investments in Associates. This account which consists of investment in Pointwest Technologies Corporation and BPO International, Inc. remained unchanged from year-end 2017 to March 31, 2018 at ₱320.3 million as equity in net earnings of associates are taken up at year-end.

Available for Sale Investments. This account which consists mostly of corporate bonds decreased to ₱464.8 million as of March 31, 2018 from ₱480.6 million at year-end 2017.

Property And Equipment. This account totaled ₱10.5 million as of March 31, 2018 compared to ₱11.0 million as of December 31, 2017 due to allowance for depreciation.

Investment in Property. This Account increased sharply to ₱406.3 million as of March 31, 2018 from ₱228.9 million due to additional investment in property.

Other Non-Current Assets. This account totaled ₱1.5 million as of March 31, 2018 from ₱38.6 at year-end 2017 as partial payment for investment property was reclassified to the investment property accounts when the Deed of Sale was executed.

Total Assets. As a result of the foregoing, total assets increased slightly to ₱2,071.9 million as of March 31, 2018 from ₱2,065.7 million as of December 31, 2017.

LIABILITIES AND EQUITY

Current Liabilities. Current liabilities was at ₱28.0 million as of March 31, 2018 compared to ₱30.5 million at year-end 2017 due to lower dividends payable.

Non-Current Liabilities. Non-current liabilities which consists mostly of retirement benefit obligation and deferred income tax liabilities was stable at ₱25.9 million as of March 31, 2018, the same level as at year-end 2017. The accrual of additional retirement benefit obligation is taken up at year-end based on actuarial studies commissioned at that time.

Stockholder's Equity. Total stockholder's equity increased to ₱2,018.1 million as of March 31, 2018 from ₱2,009.3 million at year-end 2017 due to the comprehensive net income of ₱10.2 million generated in the first quarter of 2018. Total equity attributable to stockholders of the company totaled ₱1,943.6 million at March 31, 2018 from ₱1,935.3 million at December 31, 2017 due to the comprehensive net income of ₱9.7 million attributable to stockholders of the company. Minority interest which represents the share of minority shareholders of Magellan Capital Holdings Corporation was ₱74.5 million at March 31, 2018 compared to ₱74.0 million at December 31, 2017 due to their share of comprehensive income generated in the first quarter of 2018 of ₱0.5 million.

(a) Top Performance Indicators

The top five (5) performance indicators for the Company and its Subsidiary are as follows:

- 1) Change in revenues
- 2) Change in net income
- 3) Earnings per share
- 4) Current ratio
- 5) Book Value per share

Change in Revenues. Consolidated revenues in the first quarter of 2018 and 2017 are shown in Annex "B" and presented below in summary form:

(P 000)	1 st Quarter-2018	Percentage (%)	1 st Quarter-2017	Percentage (%)
Interest Income	₱ 7,595	36.0%	₱ 8,035	38.1%
Lease Rental Income	5,777	27.4%	5,334	25.3%
Dividend Income	197	0.9%	63	0.3%
Unrealized Gain on trading securities	7,051	33.5%	4,739	22.4%
Gain on Disposal/Redemption of AFS/HTM Investments	-	-	2,362	11.2%
Net Unrealized FX Gain	435	2.1%	93	0.4%
Other Income	-	-	486	2.3%
Total Income	₱ 21,056	100%	₱ 21,112	100%

Total revenue in the first quarter of 2018 was ₱21.1 million the same level as in the first quarter of 2017. Higher unrealized gain on trading securities and higher rental income and higher unrealized FX gain offset lower gain on disposal of AFS/HTM investments and lower interest and other income.

Change in Net Income. The income statement in the first quarter of 2018 and 2017 are shown in Annex "B" and summarized below:

(P 000)	1 st Quarter-2018	Percentage (%)	1 st Quarter-2017	Percentage (%)
Revenues	₱ 21,056	100%	₱ 21,112	100%
Expenses	11,550	54.9%	9,085	43.0%
Net Income	9,506	45.1%	12,027	57%
Attributable to:				
- Minority Interest	467	2.2%	600	2.8%
- Stockholders of Company	9,039	42.9%	11,427	54.1%

The Registrant realized a net income of ₱9.5 million in the first quarter of 2018 compared to ₱12.0 million in the first quarter of 2017 due mainly to higher expenses as a result of higher taxes related to acquisition of investment property and higher depreciation. Net income of ₱9.0 million was attributable to stockholders of the company in the first quarter of 2018 compared to ₱11.4million in the first quarter of 2017.

Earnings Per Share. The net income per share attributable to shareholders of the Company during the first quarter of 2018 was ₱0.0236 per share compared to net income per share of ₱0.03 in the first quarter of 2017 due to the lower net income generated in the first quarter of 2018.

Current Ratio. Current ratio as of March 31, 2018 was 31 X compared to 32.3 X as of December 31, 2017.

Book Value Per Share. Book value per share as of March 31, 2018 was ₱5.06 per share compared to ₱5.04 as of December 31, 2017.

INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

External Audit Fees and Services

a) *Audit and Audit- Related Fees for the Last Three Fiscal Years*

	2015	2016	2017
Registrant	₱ 232,500	₱ 281,050	₱ 270,000
MCHC	358,500	441,840	464,800
Subsidiaries of MCHC	45,930	40,225	40,225
MUDC	19,144	21,449	21,449

b) *Tax Fees:* None

c) *All Other Fees:* None

d) Audit Committee has approved the audit fees

Prior to the commencement of audit work, the external auditors, present their program and schedule to the company's Audit Committee. The company's audited financial statements for the year are presented by the external auditors to the Audit Committee for committee approval and endorsement to the full Board for final approval. Upon the recommendation of the Audit Committee, the Board approved the audit fees and nomination of SGV & Co as external auditor for the year 2017.

Financial Statements

The Statement of Management's Responsibility along with Audited Consolidated Financial Statements as of December 31, 2017 are shown in this report.

Changes in and Disagreements with Accountants on Accountings and Financial Disclosure

The Corporation has continuously engaged the services of SGV & Co. as the Corporation's External Auditor. There has been no change in and disagreements with SGV & Co., on its accounting and financial disclosure since their appointment in 1997.

Attendance of Accountants in the meeting

Representatives of the Corporation's External Auditor, SGV & Co., are expected to be present at the Annual Stockholders' Meeting on July 26, 2018. Said accountants will be given the opportunity to make a statement if they desire to do so and will be available to respond to relevant questions on the financial statements.

Dividends

Dividends of ₱0.20 per share were declared and paid in 2017. Dividends of ₱0.20 per share were paid in 2016.

Under the Registrant's By-laws, there are no restrictions in the declaration of dividends other than what is prescribed in the Corporation Code, namely that these shall be declared only from surplus profit and no stock dividend shall be issued without the approval of stockholders representing not less than two-thirds of all stock outstanding and entitled to vote at a general or special meeting called for the purpose. The amount of unrestricted retained earnings available for distribution as of December 31, 2017 was ₱281,247,262.00.

TOP 20 STOCKHOLDERS OF THE REGISTRANT

The top twenty (20) stockholders of the common equity of the Registrant as of **May 25, 2018** are as follows:

	NAME OF STOCKHOLDERS	NUMBER OF SHARES			PER-CENTAGE
		CLASS A	CLASS B	TOTAL	
1	Essential Holdings Limited	-	139,778,670	139,778,670	29.01%
2	PCD Nominee Corporation (A Shares)	74,333,790	-	74,333,790	15.42%
3	Pinamucan Industrial Estates, Inc.	12,054,426	37,754,679	49,809,105	10.33%
4	Magellan Capital Holdings Corporation	47,844,022	-	47,844,022	9.92%
5	Consolidated Tobacco Industries of the Phils., Inc.	43,052,023	-	43,052,023	8.93%
6	Vructi Holdings Corporation	34,633,628	-	34,633,628	7.18%
7	Center Industrial and Investment, Inc.	23,991,000	-	23,991,000	4.98%
8	Robert Y. Cokeng	15,713,072	-	15,713,072	3.26%
9	Johnson Tan Gut Yee	15,371,747	-	15,371,747	3.19%
10	Victorian Development Corporation	12,085,427	-	12,085,427	2.51%
11	PCD Nominee Corporation (B Shares)	-	11,088,581	11,088,581	2.3%
12	Brixton Investment Corporation	2,815,000	-	2,815,000	0.58%
13	Francisco Y. Cokeng, Jr.	2,160,000	-	2,160,000	0.45%
14	Johnson U. Co	1,100,000	-	1,100,000	0.23%
15	Homer U. Cokeng, Jr.	1,020,000	80,000	1,100,000	0.23%
16	Betty C. Dy	1,100,000	-	1,100,000	0.23%
17	Rosalinda C. Tang	1,080,000	-	1,080,000	0.22%
18	Metro Agro Industrial Supply Corporation	523,833	270,144	793,977	0.16%
19	Criscini Reyes	400,000	-	400,000	0.08%
20	Robert Y. Ynson	251,378	74,289	325,667	0.07%

Percentage based on the Total Issued and Outstanding Shares of 481,827,653.

Recent sales of unregistered or exempt securities, including recent issuance of securities constituting an exempt transaction

The Registrant has not sold any securities within the past three (3) years, which were not registered under the Securities Regulation Code, including sales of reacquired, as well as new issues, securities issued in exchange for property, services, or other securities and new securities resulting from the modification of outstanding securities.

Warrants

There are no warrants or options outstanding as of the end of December, 2017 and up to the present.

DISCUSSION ON COMPLIANCE WITH LEADING PRACTICE ON CORPORATE GOVERNANCE

In Compliance with SEC Memorandum Circular No. 2, dated April 05, 2002, the Company submitted its Manual on Corporate Governance on August 29, 2002 as approved by its Board of Directors in a meeting held on August 14, 2002, which basically adopted the SEC's Model Manual. Since the Manual's effectivity on January 01, 2003, the Company's Board of Directors and Management has been complying with the principles laid down by the Code of Corporate Governance through the mechanisms which have been institutionalized in the Manual and so far as may be relevant and appropriate to the Company's business as a holding company.

The Company continues to adopt measures to ensure compliance with the leading practices on good corporate governance through, among others, the nomination and election of two independent directors, the constitution of the different committees required by the Code such as the Nominations Committee, the Audit Committee, the Compensation and Remuneration Committee, all of which have been performing their functions as laid down in the Manual.

During a meeting held on March 29, 2004 the company's Board of Directors approved the adoption as part of the Manual, Sec. 4.2 of the PSE's Revised Disclosure Rules, which is in consonance with Chapter VII of the Securities Regulation Code.

Since its effective date, there has been no deviation from the Company's Manual of Corporate Governance. No member of the Company's Board of Directors or its officers and personnel has done or caused to be done any act in violation of the principles laid down in the said Manual.

The Company continues to adhere to the principles and policies of its Manual with the view to continually improve the company's corporate governance.

On February 11, 2008, the Board of Directors of the Company attended and completed the Seminar on Corporate Governance given by the UP Law Center, as required by the Rules. The company continues to comply with the appropriate performance self-rating assessment and performance evaluation system in compliance with pertinent SEC regulations.

On February 22, 2011, the Company submitted its Revised Manual on Corporate Governance pursuant to SEC Memorandum Circular No. 6, Series of 2009.

In compliance with pertinent Rules, the Corporate Secretary of the Company attended various seminars on the Corporate Governance – the Asean Scorecard Information Briefing held on various dates, the last one being held last March 26, 2013 at the Institute of Corporate Directors.

On May 30, 2013, the Company submitted its Annual Corporate Governance Report pursuant to SEC Circular No. 5, Series of 2013.

On October 20, 2014, the Company's President and Corporate Secretary attended the SEC-PSE Corporate Governance Forum at the Makati Shangri-la Hotel.

On April 23, 2015, the Company's representatives attended the SEC Corporate Governance Workshop on the Asean Corporation Governance Scorecard at the Crowne Plaza Manila in Ortigas.

On December 9, 2015, the members of the Board of Directors and the Corporate Secretary attended the Advance Corporate Governance Seminar held at the New World Hotel, Esperanza Street corner Makati Avenue, Ayala Center, Makati City.

On April 22, 2016, The Company's Corporate Secretary attended the Business Integrity Workshop of the Institute of Corporate Directors on "Compliance with US FCPA and the UK Bribery Act" at the Makati Diamond Residences.

On August 25, 2016 and December 8, 2016, the members of the Board of Directors attended the Corporate Governance Seminar held at the New World Hotel, Esperanza Street corner Makati Avenue, Ayala Center, Makati City

On November 22, 2016, other members of the Board of Directors and the Corporate Secretary attended the SEC-PSE Corporate Governance Forum at the 3rd Floor, Meeting Room I, PICC Complex, Pasay City.

On February 28, 2017, Mr. Robert Cokeng attended the Corporate Governance Seminar conducted by SGV at the Acacia Hotel in Alabang, Metro Manila.

On September 26, 2017, members of the Board attended the Corporate Governance Seminar "Competing Against Risk" at the Dusit Thani Hotel, Makati City. Another seminar was attended on October 14, 2017 at the Wack wack Golf & Country Club on "Risk, Opportunities, Assessment and Management (ROAM) Inc." The last seminar attended for the year was on 10 November 2017 at the Makati Shangrila Hotel on "Corporate Governance: Board Effectiveness Best Practices." The Corresponding Certificates of Completion/Attendance for the 2017 seminars attended was submitted to the SEC on 21 November 2017.

Evaluation System

The Company continues to adhere to the principles and policies of its Manual with the view to continually improve the company's corporate governance. It has adopted as a guideline the SEC's Corporate Governance Self-Rating Form (CG-SRF) in order to determine the Company's compliance with the leading practices on Corporate Governance.

Plan to Improve

The Company continues to take efforts to be abreast with development and trends on Corporate Governance as the same may emerge.

BOARD OF DIRECTORS AND MANAGEMENT

DIRECTORS

Robert Y. Cokeng
Chairman

Francisco Y. Cokeng, Jr.
Vice-Chairman

Josephine V. Barcelon

Francis L. Chua

Johnson U. Co

Johnny O. Cobankiat

Mark Ryan K. Cokeng

Mary K. Cokeng

Johnson Tan Gui Yee

Rufino B. Tiangco

Robert Y. Ynson

MANAGEMENT

ROBERT Y. COKENG
Chairman of the Board

ROBERT Y. COKENG
President

EMETERIO L. BARCELON, S.J.
Senior Vice-President

JOHNSON U. CO
Vice-President for Administration

MARK RYAN K. COKENG
Treasurer and
Chief Financial Officer

**ATTY. FINA BERNADETTE
D.C. TANTUICO**
Corporate Secretary

DIRECTORS AND EXECUTIVE OFFICERS OF THE ISSUER

DIRECTORS AND EXECUTIVE OFFICERS

The following are the directors and executive officers of the Registrant, with the past and present positions held by them in the Registrant's subsidiaries and other companies for the past five (5) years:

ROBERT Y. COKENG, 66 years old, Filipino citizen.
Chairman, President & Chief Executive Officer

Re-elected on 31 July 2017 for a one-year term. Director and Officer since 1996.

President & Chief Executive Officer, Magellan Capital Holdings Corporation, Magellan Utilities Development Corporation, Pinamucan Power Corporation, Malabrigo Corporation, Consolidated Tobacco Industries of the Philippines, Inc. and Center Industrial and Investment, Inc.; *Independent Director*, Cosco Capital, Inc. (PSE listed company); *Chairman*, Pinamucan Industrial Estates, Inc.; *Managing Director*, Essential Holdings Ltd.; *Chairman*, Pointwest Technologies Corporation and Pointwest Innovations Corporation; *Director and Chairman of the Executive Committee*, Business Process Outsourcing International, Inc.; *Chairman*, Ipads Developers, Inc. Bachelor of Arts (Economics Honor Program), Magna Cum Laude, Ateneo University, Master in Business Administration (with High Distinction and elected Baker Scholar), Harvard University.

FRANCISCO Y. COKENG, JR., 64 years old, Filipino citizen.
Vice-Chairman and Director

Re-elected on 31 July 2017 to a one-year term. Director since 1996.
Also director from 1980-1991.

Director, Consolidated Tobacco Industries of the Philippines, Inc., Magellan Capital Holdings Corporation; *Chairman*, Sunflare Horizon International, Inc. AB Economics, Boston University

EMETERIO L. BARCELON, S.J., 90 years old, Filipino citizen.
Senior Vice-President

Former Director, Oriental Petroleum and Minerals Corporation; *Former President*, Ateneo de Davao; *Vice-President*, Xavier University; *Former Professor*, Asian Institute of Management; *Columnist*, Manila Bulletin; *Director*, Magellan Capital Holdings Corporation.

PHD, New York University, MBA, New York University, MA, Berchmans College

JOSEPHINE V. BARCELON, 59 years old, Filipino citizen.
Director

Elected on 31 July 2017 to a one-year term.

President/Nominee, J. M. Barcelon & Co., Inc., Stockbrokers/Dealer in Securities, Certified Securities Representative (Salesman) licensed by SEC; *President*, Ona Real Estate Corporation, Jaybee Real Estate Corporation, Joam Investment Corporation; *Director*, Oriental Petroleum & Minerals Corporation (PSE Listed Company). B.A. (Hons.) M.A. (Oxon), Oxford University.

JOHNSON U. CO, 65 years old, Filipino citizen.
Vice-President for Administration and Director

Re-elected on 31 July 2017 for a one-year term. Director and Treasurer since 1996.

President, Pinamucan Industrial Estates, Inc., Sunflare Horizon International, Inc.; *Vice-President for Administration and Director*, Magellan Capital Holdings Corporation; *Treasurer*, Magellan Utilities Development Corporation and Malabrigo Corporation; *Director*, Pinamucan Power Corporation; *Vice Chairman*, Consolidated Tobacco Industries of the Philippines, Inc. BS, Mechanical Engineering, University of Sto. Tomas.

MARK RYAN K. COKENG, 32 years old, Filipino citizen.
Treasurer and Director

Re-elected on 31 July 2017 to a one-year term.

Treasurer and Director, Magellan Capital Holdings Corporation; *Director and Treasurer*, Magellan Capital Corporation; *Director*, IPADS Developers, Inc.; *Director*, Pointwest Technologies Corporation, *Director*, Pointwest Innovations Corporation, *Director and Treasurer*, Business Process Outsourcing International, Inc. Bachelor of Arts in Economics and Statistics, Boston University.

MARY K. COKENG, 65 years old, Filipino citizen.
Director

Re-elected on 31 July 2017 to a one-year term. Director since 2008.

Director, Essential Holdings, Limited, *Director*, Magellan Capital Holdings Corporation.

Bachelor of Arts, Management, University of Sto. Tomas.

JOHNNY O. COBANKIAT, 66 years old, Filipino citizen.
Director

Re-elected on 31 July 2017 to a one-year term. Director since 2008.

President, Ace Hardware Phils., Cobankiat Hardware, Inc. and Milwaukee Builders Center, Inc.; *Executive Vice President*, Hardware Workshop; *Vice Chairman*, R. Nubla Securities; *Director*, Shang Properties, Inc. (PSE-listed Company). BS Accounting, De La Salle University.

FRANCIS LEE CHUA, 66 years old, Filipino citizen.
Director

Re-elected 31 July on 2017 for a one-year term. Director since 2001.

General Manager, Sunny Multi Products and Land Management Inc., Midori Carpet; *Corporate Secretary*, Sunflare Horizon International, Inc. BS Management, Ateneo University.

JOHNSON TAN GUI YEE, 71 years old, Filipino citizen.

Director

Re-elected on 31 July 2017 to a one-year term. Director since 1997.

Chairman, Armak Tape Corporation; *President & Chief Executive Officer*, Armak Holdings and Development, Inc.; *President*, Yarnton Traders Corporation; *Director*, Magellan Capital Holdings Corporation. BS Chemical Engineering and BS Mathematics.

RUFINO B. TIANGCO, 68 years old, Filipino citizen.

Director

Re-elected on 31 July 2017 to a one-year term. Director since 1997.

Chairman of the Board, R.A.V. Fishing Corporation, Marala Vitas Central Terminal & Shipyard Corp.; *President*, Vructi Holdings Corporation; Trufsons Holdings Corporation, Ruvict Holdings Corporation; *Director*, Magellan Capital Holdings Corporation and Magellan Utilities Development Corporation.

BS Mechanical Engineering, University of Sto. Tomas.

ROBERT Y. YNISON, 70 years old, Filipino citizen.

Director

Re-elected on 31 July 2017 to a one-year term. Director since 1997.

President, Phesco, Incorporated, *Director*, Super Industrial Corporation.

Bachelor of Science in Industrial Engineering, Master in Business Administration.

FINA BERNADETTE D.C. TANTUICO, 56 years old, Filipino citizen.

Corporate Secretary

Re-elected on 31 July 2017 to a one-year term.

Legal Counsel and Corporate Secretary, F & J Prince Holdings Corporation and its subsidiaries and affiliates (2002 up to the present); Magellan Capital Holdings Corporation and its subsidiaries, Magellan Utilities Development Corporation, Pointwest Technologies Corporation, Pointwest Innovations Corporation, Pinamucan Industrial Estates Inc; *Corporate Secretary*, Philippine Telegraph & Telephone Co. (PT&T), Capitol Wireless Inc. (Capwire), Philippine Wireless Inc. (Pocketbell), Republic Telecommunications Company (Retelcom), U.P. Law Alumni Foundation Inc. (UPLAF), *Former Assistant Vice-President and Corporate Secretary*, United Overseas Bank Philippines (2000-2001). *Former President* of the Philippine Bar Association. Law Degree, University of the Philippines.

Term of Office. The directors of the Registrant were elected during the annual stockholders' meeting held on 31 July 2017. The directors have a one (1) year term of office.

The Independent Directors. The independent directors of the Registrant are Johnny O. Cobankiat and Josephine V. Barcelon.

(2) **SIGNIFICANT EMPLOYEES**

There are no other persons other than the Registrant's executive officers who are expected to make a significant contribution to its business.

(3) **FAMILY RELATIONSHIPS**

Messrs. Robert Y. Cokeng and Francisco Y. Cokeng, Jr. are brothers. They are first cousins of Johnson U. Co. Mary K. Cokeng is the spouse of Robert Y. Cokeng. Mark Ryan K. Cokeng is the son of Robert and Mary Cokeng. Josephine V. Barcelon is the niece of Fr. Emeterio Barcelon, SJ.