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This Preliminary Prospectus and the information contained herein are subject to completion or amendment without notice. The Offer Shares may not be sold nor may an offer to buy be accepted prior to the time that the Preliminary Prospectus is issued in final form. Under no circumstances shall this Preliminary Prospectus constitute an offer to sell or the solicitation of an offer to buy any Offer Shares nor shall there be any offer, solicitation or sale of the Offer Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities



**Fruititas Holdings, Inc.**

*(incorporated in the Republic of the Philippines)*

Offer of up to [533,660,000] Primary Common Shares  
With an Over-Allotment Option of up to [68,340,000] Common Shares  
to be listed and traded on the Main Board of the The Philippine Stock Exchange, Inc.

Offer Price: Up to ₱1.99 per share

*Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters*



The date of this Preliminary Prospectus is September 9, 2019

**THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION.**

## **Fruitash Holdings, Inc.**

60 Cordillera Street,  
Barangay Doña Josefa, Quezon City,  
Metro Manila, 1113 Philippines

Telephone Number: +63 2 2431741  
Corporate Website: www.fruitashholdings.com

This Prospectus relates to the offer and sale of up to [533,660,000] new common shares by way of primary offer (the “Firm Shares”), with a par value of ₱0.10 per share of Fruitash Holdings, Inc., a corporation organized under Philippine law (“**Fruitash Holdings**”, “**Company**”, “**we**”, “**us**”, or “**our**”) as further described below.

The Firm Shares shall be offered at a price of up to ₱1.99 per Share (the “**Offer Price**”). The determination of the Offer Price is described on page [35] of this Prospectus and was based on a book-building process and discussion between us, **BDO Capital & Investment Corporation** (“**BDO Capital**”) and **First Metro Investment Corporation** (“**First Metro**”, and together with BDO Capital, the “**Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters**”). A total of [up to] [2,133,680,000] shares will be outstanding after the Offer (as defined below). The Offer Shares (as defined below) will represent approximately [28.21]% of the issued and outstanding capital stock of our Company after completion of the Offer.

The Offer Shares will be listed and traded on the Main Board of The Philippine Stock Exchange, Inc. (“**PSE**”) under the trading symbol “[●].”

We have appointed BDO Capital to act as stabilizing agent (the “**Stabilizing Agent**”). Next Merchant Holdings Inc. (the “Selling Shareholder”) has granted BDO Capital, in its role as Stabilizing Agent, an option exercisable in whole or in part for a period beginning on the date of listing of the Shares on the PSE (as defined below) (the “**Listing Date**”) and ending on a date no later than 30 calendar days from and including the Listing Date, to purchase up to an additional [68,340,000] Shares at the Offer Price (the “**Optional Shares**,” and together with the Firm Shares, the “**Offer Shares**”), on the same terms and conditions as the Firm Shares as set forth in this Prospectus, solely to cover over-allotments, if any (the “**Over-allotment Option**”). The offer of the Offer Shares is referred to as the “**Offer**”.

Based on an Offer Price of ₱1.99 per Offer Share, the total gross proceeds from the sale of the Firm Shares will be ₱[1,062.0] million. Our estimated net proceeds to be raised from the offer of the Firm Shares (after deducting fees and expenses payable by the Group) will be approximately ₱[986.1] million. We intend to use the net proceeds from the sale of the Firm Shares (i) [for the expansion of our store network and improvement of our existing stores]; (ii) [for the expansion of our commissary]; (iii) [for the expansion of our food park business; (iv) [for acquisition opportunities and introduction of new concepts] ; and (v) [for the repayment of debt obligations]. For a more detailed discussion on the use of proceeds from the Offer, see “*Use of Proceeds*” beginning on pages [30-32] of this Prospectus.

The Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters will receive a transaction fee from us based on a percentage of the gross proceeds from the sale of the Offer. This is inclusive of the amounts to be paid to the other participating underwriters, if any, and selling agents, where applicable. For a more detailed discussion on the fees to be received by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters, see “*Plan of Distribution*” beginning on pages [125-128] of this Prospectus.

Our board of directors may declare dividends, but any stock dividends must be approved by shareholders holding at least two-thirds of our total outstanding capital stock. Our current dividend policy provides for an annual dividend payment of [30] % of net income after tax of the preceding fiscal year, payable in cash, property or shares, subject to the requirements of applicable laws and regulations, and circumstances which restrict the payment of dividends. See “*Dividends and Dividend Policy*” beginning on pages [33-34] of this Prospectus.

At least [373,562,000] Firm Shares (or 70% of the Firm Shares) are being offered and sold by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters to qualified institutional buyers (“**QIBs**”) in the Philippines. Up to [106,732,000] Firm Shares (or 20% of the Firm Shares) are being offered to all of the trading participants of the PSE (the “**PSE Trading Participants**”) and up to [53,366,000] Firm Shares (or 10% of the Firm Shares) are being offered to local

small investors (“**Local Small Investors**” or “**LSIs**”) in the Philippines. Prior to the closing of the Offer, any allocation of Offer Shares not taken up by the QIBs, PSE Trading Participants, and LSIs shall be distributed by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters to their clients, retail investors or the general public. Offer Shares not taken up by the PSE Trading Participants, LSIs, the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters’ clients or the general public shall be purchased by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters, pursuant to the terms and conditions of the Underwriting Agreement.

All of the Shares issued and to be issued or sold pursuant to the Offer have identical rights and privileges. The Shares may be owned by any person or entity regardless of citizenship or nationality, subject to the nationality limits under Philippine law. The Philippine Constitution and related statutes set forth restrictions on foreign ownership for companies engaged in certain activities.

The information contained in this Prospectus relating to us and our operations has been supplied by us, unless otherwise stated herein. To the best of our knowledge and belief, our Company, which has taken reasonable care to ensure that such is the case, confirm that the information contained in this Prospectus relating to us and our operations is correct, and that there is no material misstatement or omission of fact which would make any statement in this Prospectus misleading in any material respect and that we hereby accept full and sole responsibility for the accuracy of the information contained in this Prospectus with respect to the same.

Unless otherwise indicated, all information in this Prospectus is as of the date of this Prospectus. Neither the delivery of this Prospectus nor any sale of Shares made pursuant to this Prospectus shall, under any circumstances, create any implication that the information contained herein is correct as of any date subsequent to the date hereof or that there has been no change in our affairs since such date.

Before making an investment decision, investors should carefully consider the risks associated with an investment in the Shares. These risks include:

- Risks relating to our business;
- Risks relating to the Philippines;
- Risks relating to the Offer and the Offer Shares; and,
- Risk relating to certain statistical information in this Prospectus.

Please refer to the section entitled “*Risk Factors*” beginning on page [20] of this Prospectus, which, while not intended to be an exhaustive enumeration of all risks, must be considered in connection with a purchase of the Offer Shares.

An application to list the Offer Shares as well as the rest of our issued and outstanding Shares was approved by the PSE on [●]. The PSE assumes no responsibility for the correctness of any statements made or opinions expressed in this Prospectus. The PSE makes no representation as to its completeness and expressly disclaims any liability whatsoever for any loss arising from reliance on the entire or any part of this Prospectus. Such approval for listing is permissive only and does not constitute a recommendation or endorsement of the Offer Shares by the PSE or the Securities and Exchange Commission of the Philippines (the “**Philippine SEC**”). Prior to the Offer, there has been no public market for the Shares. Accordingly, there has been no market price for the Shares derived from day to day trading. An application has been made with the Philippine SEC to register the Offer Shares under the provisions of the Securities Regulation Code of the Philippines (Republic Act No. 8799) (the “**SRC**”).

**A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION BUT HAS NOT YET BEEN DECLARED EFFECTIVE. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE RECEIVED UNTIL THE REGISTRATION STATEMENT HAS BECOME EFFECTIVE THEREBY, AND ANY SUCH OFFER MAY BE WITHDRAWN OR REVOKED, WITHOUT OBLIGATION OR COMMITMENT OF ANY KIND, AT ANY TIME PRIOR TO NOTICE OF ITS ACCEPTANCE. AN INDICATION OF INTEREST IN RESPONSE HERETO INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR BE CONSIDERED A SOLICITATION OF AN OFFER TO BUY.**

The Group has exercised due diligence in ascertaining that all material representations contained in this Prospectus as of the Listing Date are true and correct as of the date of this Prospectus and that no material information was omitted, which was necessary in order to make the statements contained herein as of the Listing Date not misleading.

The Offer Shares are offered subject to receipt and acceptance of any order by us and subject to our right to reject any order in whole or in part. It is expected that the Offer Shares will be delivered in book-entry form against payment thereof to the Philippine Depository and Trust Corporation (the “**PDTC**”) on or about [●].

By:

**Lester C. Yu**

President

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ in \_\_\_\_\_, affiant personally appeared and exhibited to me the following identification as competent evidence of identity.

Name	Identification	Date and Place of Issuance/Expiry

Doc No. \_\_\_\_\_

Page No. \_\_\_\_\_

Book No. \_\_\_\_\_

Series of 2019.

No representation or warranty, express or implied, is made by us or the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters regarding the legality of an investment in the Offer Shares under any legal, investment or similar laws or regulations. No representation or warranty, express or implied, is made by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters as to the accuracy or completeness of the information herein and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters. The contents of this Prospectus are not investment, legal or tax advice. Prospective investors should consult their own counsel, accountant and other advisors as to legal, tax, business, financial and related aspects of a purchase of the Offer Shares. In making any investment decision regarding the Offer Shares, prospective investors must rely on their own examination of us and the terms of the Offer, including the merits and risks involved. Any reproduction or distribution of this Prospectus, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering an investment in the Offer Shares is prohibited. Each offeree of the Offer Shares, by accepting delivery of this Prospectus, agrees to the foregoing.

**THE OFFER SHARES ARE BEING OFFERED IN THE PHILIPPINES ON THE BASIS OF THIS PROSPECTUS ONLY. ANY DECISION TO PURCHASE THE OFFER SHARES IN THE PHILIPPINES MUST BE BASED ONLY ON THE INFORMATION CONTAINED HEREIN.**

No person has been authorized to give any information or to make any representations other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by us or the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters. This Prospectus does not constitute an offer to sell or the solicitation of an offer to purchase any securities other than the Offer Shares or an offer to sell or the solicitation of an offer to purchase such securities by any person in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this Prospectus nor any sale of the Offer Shares offered hereby shall, under any circumstances, create any implication that there has been no change in our affairs since the date hereof or that the information contained herein is correct as of any time subsequent to the date hereof.

Market data used throughout this Prospectus has been obtained from market research, reports and studies, publicly available information and industry publications. Industry publications generally state that the information that they contain have been obtained from sources believed to be reliable but that the accuracy and completeness of that information is not guaranteed. Similarly, industry forecasts, market research and the underlying economic assumptions relied upon therein, while believed to be reliable, have not been independently verified, and none of us nor the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters makes any representation as to the accuracy of that information. The information related to the Philippine food and beverage kiosk industry in this Prospectus reflects estimates of market conditions based on publicly available sources and trade opinion surveys. Forecasts were made on the assumption that the Philippine economy is expected to maintain a steady growth and that the social, economic, and political environment is expected to remain stable.

The operating information used throughout this Prospectus has been calculated by us on the basis of certain assumptions. As a result, this operating information may not be comparable to similar operating information reported by other companies.

The distribution of this Prospectus and the offer and sale of the Offer Shares in certain jurisdictions may be restricted by law. We and the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters require persons into whose possession this Prospectus comes to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the Offer Shares in any jurisdiction in which such offer or invitation would be unlawful. Each prospective purchaser of the Offer Shares must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers, sells or resells the Offer Shares or possesses and distributes this Prospectus and must obtain any consents, approvals or permissions required for the purchase, offer, sale or resale by it of the Offer Shares under the laws, rules and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or resales, and none of the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters or us shall have any responsibility therefor.

We, Fruitas Holdings, Inc., reserve the right to withdraw the offer and sale of the Offer Shares at any time, and the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters reserve the right to reject any commitment to subscribe for the Offer Shares in whole or in part and to allot to any prospective purchaser less than the full amount of the Offer Shares sought by such purchaser. If the Offer is withdrawn or discontinued, we shall subsequently notify the Philippine

SEC and the PSE. The Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters and certain related entities may acquire for their own account a portion of the Offer Shares.

Each offeree of the Offer Shares, by accepting delivery of this Prospectus, agrees to the foregoing.

### **Conventions Used in this Prospectus**

In this Prospectus, unless otherwise specified or the context otherwise requires, all references to the “Company”, “Group”, “we”, “us”, or “our” are to Fruitas Holdings, Inc. and our consolidated subsidiaries, as the context requires. All references to the “BSP” are references to *Bangko Sentral ng Pilipinas*, the central bank of the Philippines. All references to “Philippine Peso,” “Pesos” and “₱” are to the lawful currency of the Philippines, and all references to “U.S. dollars” and “US\$” are to the lawful currency of the United States. We publish our financial statements in Pesos.

### **Presentation of Financial Information**

Our financial statements are reported in Philippine Pesos and are prepared based on our accounting policies, which are in accordance with the Philippine Financial Reporting Standards (“**PFRS**”) issued by the Financial Reporting Standards Council of the Philippines.

Unless otherwise stated, all financial information relating to us contained herein is stated in accordance with PFRS.

Figures in this Prospectus have been subject to rounding adjustments. Accordingly, figures shown in the same item of information may vary, and figures which are totals may not be an arithmetic aggregate of their components.

Our fiscal year begins on January 1 and ends on December 31 of each year. Reyes Tacandong & Co. (“**RT&Co.**”) has audited the financial statements as at and for the six months ended 30 June 2019 and 2018, and as at and for the years ended December 31, 2018, 2017, and 2016.



## Forward-Looking Statements

This Prospectus contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties. These forward-looking statements include, without limitation, statements relating to:

- known and unknown risks;
- uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from expected future results; and,
- performance or achievements expressed or implied by forward-looking statements.

Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Important factors that could cause some or all of the assumptions not to occur or cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among other things:

- Our Company's ability to successfully implement its strategies;
- Our Company's ability to anticipate and respond to economic and market trends, including changes in the Philippines, Asian or global economies;
- Changes in interest rates, inflation rates and foreign exchange rates of the Peso against other currencies; and,
- Changes in the laws, rules and regulations, including tax laws and licensing requirements, in the Philippines.

Additional factors that could cause our actual results, performance or achievements to differ materially from forward-looking statements include, but are not limited to, those described under "*Risk Factors*" and elsewhere in this Prospectus, including:

- risks relating to our business;
- risks relating to the Philippines;
- risks relating to the Offer and the Offer Shares; and,
- risks relating to Certain Statistical Information in this Prospectus

These forward-looking statements speak only as of the date of this Prospectus. We and the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters expressly disclaim any obligation or undertaking to release, publicly or otherwise, any updates or revisions to any forward-looking statement contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions, assumptions or circumstances on which any statement is based.

This Prospectus includes statements regarding our expectations and projections for future operating performance and business prospects. The words "believe," "plan," "expect," "anticipate," "estimate," "project," "intend," "seek," "target," "aim," "may," "might," "will," "would," "could," and similar words identify forward-looking statements. In addition, all statements other than statements of historical facts included in this Prospectus are forward-looking statements. Statements in this Prospectus as to our opinions, beliefs and intentions accurately reflect in all material respects the opinions, beliefs and intentions of its management as to such matters as of the date of this Prospectus, although we give no assurance that such opinions or beliefs will prove to be correct or that such intentions will not change. This Prospectus discloses, under the section "*Risk Factors*" and elsewhere, important factors that could cause actual results to differ materially from our expectations. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the above cautionary statements.

In light of the risks and uncertainties associated with forward-looking statements, prospective investors should be aware that the forward-looking events and circumstances in this Prospectus may or may not occur. Our Group's actual results could differ significantly from those anticipated in the Group's forward-looking statements.



**Fruitas** Holdings, Inc.



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## GLOSSARY OF TERMS

In this Prospectus, unless the context otherwise requires, the following terms shall have the meanings set forth below.

<b>Affiliate</b>	A corporation that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under the common control of, another corporation
<b>Applicant</b>	A person, whether natural or juridical, who seeks to subscribe for the Offer Shares
<b>Application</b>	An application to subscribe for Offer Shares pursuant to the Offer
<b>BIR</b>	The Philippine Bureau of Internal Revenue
<b>BNF</b>	Buko ni Fruitas Inc.
<b>Board</b>	The board of directors of the Company.
<b>BSP</b>	Bangko Sentral ng Pilipinas, the central bank of the Philippines
<b>CBD</b>	Central Business District
<b>Closing Date</b>	Delivery of the Firm Shares, which is expected to occur on or about [•] or such other date as the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters and the Group shall agree in writing
<b>COA</b>	Commission on Audit
<b>DENR</b>	The Philippine Department of Environment and Natural Resources
<b>DOLE</b>	The Philippine Department of Labor and Employment
<b>FHI, Company, or Parent Company</b>	Fruitas Holdings, Inc., previously known as, The Lush Company, Inc.
<b>FGI</b>	Fruitasgroup Incorporated
<b>Firm Offer</b>	The offer and sale of up to [533,660,000] common shares of the Group
<b>Firm Shares</b>	Up to [533,660,000] new common shares to be offered pursuant to the Firm Offer
<b>Fruitas Group</b>	The Group, its Subsidiaries, and other related companies including Lush Enterprises Corporation, Lush Coolers, Inc., The Mango Farm Corporation, and Bamazeh Inc.
<b>Government</b>	The government of the Republic of the Philippines
<b>Group</b>	FHI, its Subsidiaries, and other indirect subsidiaries Green Empire International Limited and Oceanic Limited
<b>LEC</b>	Lush Enterprises Corporation
<b>Lechon</b>	Whole Roasted Pig
<b>Listing Date</b>	The date on which trading of the Shares on the PSE begins, expected to be on or about [Nov 29, 2019]
<b>LSIs</b>	Local small investors
<b>Lock-up Period</b>	A period of [180] days from the Listing Date
<b>Metro Manila</b>	The metropolitan area comprising the city of Manila, the cities of Caloocan, Las Piñas, Navotas, Makati, Malabon, Mandaluyong, Marikina, Muntinlupa, Parañaque, Pasay, Pasig, Quezon City, San Juan, Taguig, and Valenzuela and the municipality of Pateros
<b>NTI</b>	Negril Trading Inc.
<b>Offer</b>	The offer and sale of the Offer Shares on, and subject to, the terms and conditions stated herein
<b>Offer Price</b>	Up to [₱1.99] per Offer Share

<b>Offer Shares</b>	The Firm Shares and the Optional Shares
<b>Optional Shares</b>	Up to [68,340,000] common shares to be sold by the Selling Shareholder and purchased by the Stabilizing Agent upon exercise of the Over-allotment Option
<b>PCD</b>	Philippine Central Depository
<b>PCD Nominee</b>	PCD Nominee Corporation, a corporation wholly owned by the PDTC.
<b>PDS</b>	The Philippine Dealing System
<b>PDTC</b>	The Philippine Depository and Trust Corporation.
<b>Permit to Sell</b>	The permit issued by the Philippine SEC granting the effectiveness of the registration statement filed in relation to the Offer Shares
<b>Pesos or ₱</b>	The lawful currency of the Philippines
<b>PFRS</b>	Philippine Financial Reporting Standards
<b>Philippine Corporation Code</b>	Republic Act. No. 11232 otherwise known as the Revised Corporation Code of the Philippines
<b>Philippine National</b>	As defined under the Foreign Investment Act, means a citizen of the Philippines, or a domestic partnership or association wholly-owned by citizens of the Philippines, or a corporation organized under the laws of the Philippines of which at least 60% of the capital stock outstanding and the entitlement to vote is owned and held by citizens of the Philippines, or a corporation organized abroad and registered to do business in the Philippines under the Philippine Corporation Code, of which 100% of the capital stock outstanding and the entitlement to vote is wholly-owned by Filipinos or a trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine national and at least 60% of the fund will accrue to the benefit of Philippine nationals
<b>Philippine SEC</b>	The Philippine Securities and Exchange Commission
<b>Philippines</b>	Republic of the Philippines
<b>PSE</b>	The Philippine Stock Exchange, Inc
<b>PSE Main Board</b>	<p>The Main Board of the PSE that enables companies that meet higher profit or other financial standards requirements to raise funds in the market. Generally, to be listed on the PSE Main Board, a company must have a minimum authorized capital stock of ₱ 500 million, of which a minimum of twenty-five percent (25%) must be subscribed and fully paid, and show, among others:</p> <ul style="list-style-type: none"> <li>▪ a track record of profitable operations for three full fiscal years prior to the filing of the listing application;</li> <li>▪ positive shareholders' equity in the fiscal year immediately preceding the filing of the listing application;</li> <li>▪ a market capitalization of at least ₱ 500 million at listing; and,</li> <li>▪ operating history of at least three years prior to the filing of the listing application</li> </ul>
<b>PSE Trading Participants</b>	Duly licensed securities brokers who are trading participants of the PSE.
<b>QIBs</b>	Persons or entities identified as Qualified Buyers under Section 10.1 (L) of the SRC, namely, (i) bank; (ii) registered investment house; (iii) insurance company; (iv) pension fund or retirement plan maintained by the Government or any political subdivision thereof or managed by a bank or other persons authorized by the BSP to engage in trust functions; (v) investment company or; (vi) Such other person as the Philippine SEC may rule by determine as qualified buyers, on the basis of such factors as financial sophistication, net worth, knowledge, and experience in financial and business matters, or amount of assets under management.

<b>Settlement Date</b>	[•]
<b>Shares</b>	The common shares of the Company with a par value ₱0.10 each.
<b>SKU</b>	Stock Keeping Unit
<b>SRC</b>	Securities Regulation Code of the Philippines (Republic Act No. 8799), as amended, and its implementing rules and regulations.
<b>Subsidiaries</b>	Buko Ni Frutas Inc., Frutasgroup Incorporated, and Negril Trading, Inc.
<b>VAT</b>	Value-added tax.

## EXECUTIVE SUMMARY

The following summary is qualified in its entirety by, and is subject to, the more detailed information presented in this Prospectus, including our audited financial statements and examined pro-forma financial statements and the notes thereto, included elsewhere in this Prospectus. Because it is a summary, it does not contain all of the information that a prospective purchaser should consider before investing. Prospective investors should read the entire Prospectus carefully, including the section entitled “Risk Factors” and the examined pro-forma financial statements and the related notes to those statements included in this Prospectus.

### Overview

FruitAs Holdings, Inc. (“FHI”) serves as the holding company of food and beverage kiosk operators with more than 20 active brands across its portfolio. As of June 30, 2019, it has a total of 949 stores across the Philippines. The Group serves Philippine consumers daily with fresh fruit shakes and juices, lemonade, coolers, milk tea, desserts, meat-filled pastries, and *lechon* (roasted pig), among other products.

FHI traces its roots from Lush Enterprises Corporation (“LEC”), which was incorporated by Mr. Lester Yu in 2000. LEC opened its first “FruitAs Fresh from Babot’s Farm” store in 2002 at SM Manila. Fast forward to 2019, FHI has more than 900 stores across the Philippines generally located in prime commercial establishments and institutions. Since its establishment, FHI, its Subsidiaries, and other indirect subsidiaries Green Empire International Limited and Oceanic Limited (the “Group”), has expanded its brand portfolio to include *Buko Loco*, *Buko ni FruitAs*, *Juice Avenue*, *Johnn Lemon*, *Black Pearl*, *Tea Rex*, *De Original Jamaican Pattie Shop and Juice Bar*, *The Mango Farm*, and *Sabroso Lechon* to name a few. The Group continues to make its mark in the industry through the growth of its store network, expansion through acquisitions, and development of new business concepts and formats. In addition, FHI through one of its subsidiaries, FruitAsgroup Incorporated (“FGI”), operates 2 foodparks which are both situated in Quezon City, Philippines.



The Group’s main production facilities are strategically located in Metro Manila, Philippines for more efficient supply chain operations. The Group maintains its own logistics facilities to deliver various materials, supplies, and products to its stores.

The Group considers itself as one of the largest food and beverage kiosk operators in the Philippines. The multiple brands across its portfolio allows it to serve a wide array of products to the local market. The kiosk format enables the Group to be flexible and expand faster. The Group believes its business model is highly scalable, as evidenced by its store network expansion in the past years.

We generated total revenues of ₱500.2 million, ₱1,152.6 million, and ₱1,579.2 million for the years ended December 31, 2016, 2017, and 2018 respectively, and net income of ₱81.9 million, ₱172.9 million, and ₱100.3 million for the same periods.

### **Competitive Strengths**

- *A strong and broad brand portfolio*
- *Multiple store formats as a sales channel, which provides flexibility to tailor stores to suit needs of different local markets.*
- *Scalable and sustainable business model*
- *Efficient inventory and logistics management*
- *The Group is well-positioned to utilize the foodpark business for further growth*
- *Proven track record of brand introductions and acquisitions*
- *Highly experienced and nimble management team*

### **Key Strategies, Future Plans, and Projects**

- *Pursue aggressive network expansion to take advantage of Philippine economic expansion as well as rapid urbanization of regions outside Metro Manila*
- *Increase same kiosk sales growth*
- *Further enhance operations to improve margins and retain competitive product prices*
- *Innovate and introduce new concepts to satisfy evolving consumer tastes and preferences*
- *Acquire other food service brands and businesses and expand in new formats where our cost-efficient model can be replicated*
- *Diversify distribution channels*
- *Expand the foodpark business as another growth area for our Company*
- *Training and development of human capital*

### **Risks of Investing**

Before making an investment decision, prospective investors should carefully consider the risks associated with an investment in the Offer Shares. Certain of these risks are discussed in the section entitled “*Risk Factors*” and include risks relating to our Group’s business, risks relating to the Philippines, risks relating to the Offer and the Offer Shares and risks relating to certain statistical information in this Prospectus.

### **Company Information**

We are a Philippine corporation with registered office located at 60 Cordillera Street, Barangay Doña Josefa, 1113 Quezon City, Metro Manila, Philippines. Our telephone number is: +(632) 243 1741. Our website is: [www.fruitasholdings.com]. The information on our website is not incorporated by reference into, and does not form a part of, this Prospectus.

### **Investor Relations Office**

The Investor Relations Office will be tasked with (a) the creation and implementation of an investor relations program that reaches out to all shareholders and informs them of corporate activities and (b) the formulation of a clear policy for accurately, effectively and sufficiently communicating and relating relevant information to our stakeholders as well as to the broader investor community.

The investor relations office will be responsible for receiving and responding to investor and shareholder queries and ensuring that investors and shareholders have easy and direct access to the official and designated spokespersons of the Group.

Mr. Juneil Dominic P. Torio will head our Investor Relations Office and serve as our designated Investor Relations Officer (“**IRO**”).



The IRO will also be responsible for ensuring that our shareholders have timely and uniform access to official announcements, disclosures and market-sensitive information relating to us. As our officially designated spokesperson, the IRO will be responsible for receiving and responding to investor and shareholder queries. In addition, the IRO will oversee most aspects of our shareholder meetings, press conferences, investor briefings, management of the investor relations portion of our website and the preparation of its annual reports. The IRO will also be responsible for conveying information such as our policy on corporate governance and corporate social responsibility, as well as other qualitative aspects of our operations and performance.

Ms. Rushell A. Salvador serves as our Compliance Officer with respect to disclosures and continuing requirements of the Philippine SEC and the PSE.

Our Investor Relations Office will be located at 60 Cordillera Street, Barangay Doña Josefa, 1113 Quezon City, Metro Manila, Philippines. Our investor relations e-mail address is [juneil.torio@fruitasholdings.com](mailto:juneil.torio@fruitasholdings.com) and contact number is [+\(632\) 731-8886](tel:+6327318886). Fruitash Holdings, Inc.'s investor relations website is: [www.fruitasholdings.com](http://www.fruitasholdings.com).

## SUMMARY OF THE OFFER

*The following does not purport to be a complete listing of all the rights, obligations, and privileges attaching to or arising from the Offer Shares. Some rights, obligations, or privileges may be further limited or restricted by other documents and subject to final documentation. Prospective investors are enjoined to perform their own independent investigation and analysis of the Group and the Offer Shares. Each prospective investor must rely on its own appraisal of the Group and the Offer Shares and its own independent verification of the information contained herein and any other investigation it may deem appropriate for the purpose of determining whether to invest in the Offer Shares and must not rely solely on any statement or the significance, adequacy, or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective investor's independent evaluation and analysis.*

<b>Issuer</b>	Fruitas Holdings, Inc.
<b>Selling Shareholder</b>	Next Merchant Holdings Inc.
<b>Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters</b>	BDO Capital & Investment Corporation First Metro Investment Corporation
<b>Selling Agents</b>	PSE Trading Participants
<b>Stock Transfer Agent and Dividend paying Agent</b>	BDO Unibank, Inc.
<b>Receiving Agent</b>	Rizal Commercial Banking Corporation – Trust and Investments Group
<b>Escrow Agent</b>	Metropolitan Bank and Trust Company – Trust Banking Group
<b>Independent Auditors</b>	Reyes Tacandong & Co.
<b>Legal Counsel to the Issuer</b>	Angara Abello Concepcion Regala & Cruz Law Offices
<b>Legal Counsel to the Joint Issue Managers, Bookrunners and Joint Lead Underwriters</b>	Picazo Buyco Tan Fider & Santos Law Offices
<b>The Offer</b>	<p>Offer and sale of up to [533,660,000] Firm Shares and up to 68,340,000 Optional Shares pursuant to the Over-allotment Option</p> <p>Up to [106,732,000] Firm Shares (or 20% of the Firm Shares) are being allocated to all of the PSE Trading Participants and up to [53,366,000] Firm Shares (or 10% of the Firm Shares) are being offered to Local Small Investors at the Offer Price. Each PSE Trading Participant shall initially be allocated [●] Firm Shares and subject to reallocation as may be determined by the PSE. Based on the initial allocation for each trading participant, there will be a total of [●] residual Firm Shares to be allocated as may be determined by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters. Offer Shares not taken up by the PSE Trading Participants or the LSIs shall be distributed by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters to their respective clients or to the general public. Offer Shares not taken up by the PSE Trading Participants, the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters' clients, or the general public shall be purchased by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters pursuant to the terms and conditions of the Underwriting Agreement.</p>

<b>Offer Price</b>	Up to ₱ [1.99] per Offer Share. The Offer Price was determined through a book-building process and discussions among the Group and the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters.
<b>Over-allotment Option</b>	Subject to the approval of the SEC, the Selling Shareholder has granted the Stabilizing Agent an option, exercisable in whole or in part, to purchase the Optional Shares to be sold by the Selling Shareholder at the Offer Price, on the same terms and conditions as the Firm Shares as set out in this Prospectus, to cover over-allotments, if any. The Over-allotment Option is exercisable for a period beginning on the Listing Date and ending on a date no later than 30 calendar days from and including the Listing Date. See “ <i>Plan of Distribution – The Over-allotment Option</i> ” on page [●] of this Prospectus
<b>Offer Period</b>	The Offer Period shall commence at 9:00 a.m., Manila time, on [November 18], 2019 and end at 12:00 p.m., Manila time, on [November 22], 2019. The Group, the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters reserve the right to extend or terminate the Offer Period with the approval of the SEC and the PSE.  Applications must be received by the Receiving Agent by 12:00 p.m., Manila time on [November 22], 2019, whether filed through a participating Selling Agent or filed directly with the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters. Applications received thereafter or without the required documents will be rejected. Applications shall be considered irrevocable upon submission to a participating Selling Agent or the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, and shall be subject to the terms and conditions of the Offer as stated in this Prospectus and in the application. The actual purchase of the Offer Shares shall become effective only upon the actual listing of the Offer Shares on the PSE and upon the obligations of the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters under the Underwriting Agreement becoming unconditional and not being suspended, terminated or cancelled on or before the Listing Date in accordance with the provisions of such agreement.
<b>Eligible Investors</b>	The Offer Shares may be purchased by any natural person of legal age residing in the Philippines, regardless of nationality, or any corporation, association, partnership, trust account, fund or entity residing in and organized under the laws of the Philippines and/or licensed to do business in the Philippines, regardless of nationality, subject to the Group’s right to reject an application or reduce the number of Offer Shares applied for subscription or purchase if the same will cause the Group to be in breach of the Philippine ownership requirements under relevant Philippine laws. Foreign investors interested in subscribing or purchasing the Offer Shares should inform themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally. Foreign investors, both corporate and individual, warrant that their purchase of the Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase and hold the Offer Shares. See “ <i>Description of the Shares— Foreign Ownership Limits</i> ” on page [●] of this Prospectus.
<b>Use of Proceeds</b>	The Group intends to use the net proceeds from the Offer for (i) [store network expansion and improvement of stores; (ii)[commissary expansion; (iii) foodpark business expansion; (iv) acquisition opportunities and introduction of new concepts; and (v) [repayment of debt obligations] of

the Group. See “Use of Proceeds” on page [●] of this Prospectus for details of how the total net proceeds are expected to be applied.

**Minimum Subscription**

Each application must be for a minimum of [1,000] Offer Shares, and thereafter, in multiples of [100] Offer Shares. Applications for multiples of any other number of Common Shares may be rejected or adjusted to conform to the required multiple, at the Group’s discretion.

**Lock-up**

The PSE Consolidated Listing and Disclosure Rules (the “PSE Listing Rules”) require an applicant company for the Main Board to cause its existing shareholders owning at least 10% of the outstanding shares of the Group not to sell, assign or in any manner dispose of their shares for a period of 180 days after the listing of the shares. See “Plan of Distribution — Lock-Up”.

In addition, if there is any issuance or transfer of shares or securities such as private placements, assets for shares swap or a similar transaction or instruments which lead to issuance of shares or securities such as convertible bonds, warrants or a similar instrument done and fully paid for within 180 days prior to the start of the Offer Period, and the transaction price is lower than the Offer Price in the initial public offering, all such shares or securities shall be subject to a lock-up period of at least 365 days from full payment of such shares or securities. [●] Shares held by [●] are subject to such 365-day lock-up. See “Plan of Distribution — Lock-Up”.

To implement the foregoing lock-up requirements, the PSE requires the applicant company to lodge the locked-up shares with the PDTC through a Philippine Central Depository (“PCD”) participant for the electronic lock-up of the shares or enter into an escrow agreement with the trust department or custodian unit of an independent and reputable financial institution.

In addition, the Group and the Principal Shareholders have agreed with the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters that they will not, without the prior written consent of the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, issue, offer, pledge, sell, contract to sell, pledge or otherwise dispose of (or publicly announce any such issuance, offer, sale or disposal of) any Common Shares or securities convertible or exchangeable into or exercisable for any Common Shares or warrants or other rights to purchase Common Shares or any security or financial product whose value is determined directly or indirectly by reference to the price of the underlying securities, including equity swaps, forward sales and options for a period of 90 days after the listing of the Offer Shares. See “Principal Shareholders” on page [●] of this Prospectus and “Plan of Distribution – Lock-Up” on page [●] of this Prospectus.

**Registration, Listing and Trading**

The Company has filed an application with the Philippine SEC for the registration and an application with the PSE for the listing of all its issued and outstanding stock (including the Offer Shares). The Philippine SEC issued an Order of Effectivity and Permit to Sell on [●] and the PSE approved the listing application on [●], subject to compliance with certain listing conditions.

All of the Offer Shares in issue or to be issued are expected to be listed on the PSE under the symbol “[●].” See “Description of the Shares.” All of the Offer Shares are expected to be listed on the PSE on or about [Nov 29,

2019]. Trading of the Offer Shares that are not subject to lock up is expected to commence on [Nov 29, 2019].

**Dividends**

Our current dividend policy provides for an annual dividend payment of [30]% of our net income after tax for the preceding fiscal year, payable in cash, property or shares, subject to the requirements of applicable laws and regulations, and circumstances which restrict the payment of dividends.

See “Dividends and Dividend Policy” on page [●] of this Prospectus for more discussion.

**Registration and Lodgment of Shares with PDTC**

The Offer Shares are required to be lodged with the PDTC. The applicant must provide the information required for the PDTC lodgment of the Offer Shares. The Offer Shares will be lodged with the PDTC at least two trading days prior to the Listing Date. The applicant may request to receive share certificates evidencing such applicant’s investment in the Offer Shares through his/her broker after the Listing Date. Any expense to be incurred by such issuance of certificates shall be borne by the applicant.

**Registration of Foreign Investments**

The BSP requires that investments in shares of stock funded by inward remittance of foreign currency be registered with the BSP only if the foreign exchange needed to service capital repatriation or dividend remittance will be sourced from the Philippine banking system. The registration with the BSP of all foreign investments in the Offer Shares shall be the responsibility of the foreign investor. See “Philippine Foreign Exchange and Foreign Ownership Controls” beginning on page [●] of this Prospectus.

**Restriction on Issuance and Disposal of Shares**

See “Lock-up” above and “Principal Shareholders” on page [●] of this Prospectus.

These restrictions are in addition to the contractual lock-up described above.

**Tax Considerations**

See “Philippine Taxation” beginning on page [●] of this Prospectus for further information on the Philippine tax consequences of the purchase, ownership and disposal of the Offer Shares.

**Procedure for Application for the Offer**

Application forms and signature cards may be obtained from any of the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters, the Receiving Agent, or any participating Selling Agent. Applicants shall complete the application form, indicating all pertinent information such as the applicant’s name, address, taxpayer’s identification number, citizenship and all other information as may be required in the application form. Applicants shall undertake to sign all documents and to do all necessary acts to enable them to be registered as holders of Offer Shares. Failure to complete the application form may result in the rejection of the application.

If the applicant is a corporation, partnership or trust account, the application must be accompanied by the following documents:

- a certified true copy of the applicant’s latest articles of incorporation and by-laws (or articles of partnership in the case of a partnership) and other constitutive documents (each as amended to date) duly certified by its corporate secretary (or managing partner in the case of a partnership),
- a certified true copy of the applicant’s SEC certificate of registration or certificate of filing amended articles of incorporation or by-laws, as the

case may be, duly certified by its corporate secretary (or managing partner in the case of a partnership), and,

- a duly notarized corporate secretary's certificate (or certificate of the managing partner in the case of a partnership) setting forth the resolution of the applicant's board of directors or equivalent body authorizing the purchase of the Offer Shares indicated in the application, identifying the designated signatories authorized for the purpose, including his or her specimen signature, and certifying the percentage of the applicant's capital or capital stock held by Philippine Nationals. Foreign corporate and institutional applicants who qualify as Eligible Investors, in addition to the documents listed above, are required to submit in quadruplicate, a representation and warranty stating that their purchase of the Offer Shares to which their application relates will not violate the laws of their jurisdictions of incorporation or organization, and that they are allowed, under such laws, to acquire, purchase and hold the Offer Shares.

**Payment Terms for the Offer**

The purchase price must be paid in full in Philippine Pesos upon the submission of the duly completed and signed application form and signature card together with the requisite attachments. Payment for the Offer Shares shall be made either by: (i) a personal or corporate check drawn against an account with a BSP authorized bank at any of its branches located in Metro Manila, or (ii) a manager's or cashier's check issued by an authorized bank. All checks should be made payable to ["Fruitas IPO"], crossed "Payee's Account Only," and dated the same date as the application. The applications and the related payments will be received at any of the offices of the Receiving Agent, the Underwriters or the Selling Agents.

**Acceptance or Rejection of Applications for the Offer**

Application forms are subject to confirmation by the Underwriters and the final approval of the Company. The Company and the Underwriters reserve the right to accept, reject or scale down the number and amount of Offer Shares covered by any application. The Company and the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters have the right to reallocate available Offer Shares in the event that the Offer Shares are insufficient to satisfy the total applications received. The Offer Shares will be allotted in such a manner as the Company and the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters may, in their sole discretion, deem appropriate, subject to distribution guidelines of the PSE. Applications with checks dishonored upon first presentation and Application forms which do not comply with terms of the Offer will be automatically rejected. Notwithstanding the acceptance of any Application form, the actual subscription of the Offer Shares by the applicant will be effective only upon the listing of the Offer Shares at the PSE.

**Refunds for the Offer**

In the event that the number of Offer Shares to be received by an applicant, as confirmed by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters, is less than the number covered by its application, or if an application is rejected by the Company, then the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters shall refund, without interest, within five (5) banking days from the end of the Offer Period, all or a portion of the payment corresponding to the number of Offer Shares wholly or partially rejected. All refunds shall be made through the Receiving Agent with whom the applicant has filed the application, at the applicant's risk.

**Expected Timetable**

The timetable of the Offer is expected to be as follows:

Pricing and allocation of the Offer Shares	[Nov 14, 2019]
Notice of final Offer Price to the Philippine SEC and PSE	[Nov 15, 2019]
Submission of Firm Order and Commitments by PSE Trading Participants	[Nov 20, 2019]
Local Small Investors and Public Offer Period	[Nov 22, 2019]
Offer Settlement Date	[Nov 27, 2019]
Listing Date and Commencement of Trading on the PSE	[Nov 29, 2019]

The dates included above are subject to the approval of the PSE and the Philippine SEC, market and other conditions, and may be changed at the discretion of the Company and the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters, subject to the approval of the Philippine SEC and PSE.

**Risks of Investing**

Before making an investment decision, prospective investors should carefully consider the risks associated with an investment in the Offer Shares. Certain of these risks are discussed in the section entitled "Risk Factors" on page [●] and include: risks relating to the Group's business, risks relating to the Philippines risks relating to the Offer and the Offer Shares, and risks relating to certain statistical information in this Prospectus.

## SUMMARY HISTORICAL FINANCIAL AND OPERATING INFORMATION

*The following tables set forth the summary consolidated financial information derived from the Group's audited consolidated financial statements for the years ended December 31, 2016, 2017 and 2018, and for the six-month periods ended June 30, 2018 and 2019 which were prepared in accordance with PFRS and were audited by RT & Co. in accordance with the PSA, and should be read in conjunction with the financial statements, including the notes thereto, included elsewhere in this Prospectus, and the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations on page [●] and other financial information included herein."*

The Group's audited consolidated financial statements for the years ended December 31, 2016, 2017 and 2018, and as of June 30, 2019 and for the six months ended June 30, 2018 and 2019 were prepared in accordance with PFRS and were audited by RT&Co. in accordance with the Philippine Standards on Auditing ("PSA"). The summary consolidated financial information below is not necessarily indicative of the results of future operations.

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(All amounts in Philippine Pesos '000s, except per share data)

	For the years ended December 31,			For six months ended June 30,	
	2016	2017	2018	2018	2019
	<b>Audited</b>			<b>Audited</b>	
Net Sales	₱500,159	₱1,152,567	₱1,579,206	₱726,201	₱941,188
Cost of Sales	(189,112)	(458,332)	(693,470)	(328,804)	(392,154)
<b>Gross Profit</b>	<b>311,047</b>	<b>694,235</b>	<b>885,736</b>	<b>397,397</b>	<b>549,034</b>
Selling and distribution expenses	(170,052)	(369,057)	(607,294)	(277,757)	(390,821)
General and administrative expenses	(25,702)	(79,206)	(131,452)	(57,376)	(69,182)
Interest expense	(49)	(1,233)	(16,065)	(7,409)	(19,900)
Interest income	985	1,432	1,195	96	241
Gain from bargain purchase	-	-	6,437	-	-
Other income	627	1,230	1,361	375	4,838
<b>Income before income tax</b>	<b>116,856</b>	<b>247,401</b>	<b>139,918</b>	<b>55,326</b>	<b>74,210</b>
Provision for (benefit from) income tax					
Current	35,094	74,872	43,339	16,489	14,187
Deferred	(169)	(361)	(3,724)	(140)	8,049
	34,925	74,511	39,615	16,349	22,236
<b>NET INCOME</b>	<b>₱81,931</b>	<b>172,890</b>	<b>100,303</b>	<b>38,977</b>	<b>51,974</b>
<b>OTHER COMPREHENSIVE INCOME</b>					
Actuarial loss on retirement benefit of obligation (net of tax)	-	(46)	-	-	-
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>₱81,931</b>	<b>₱172,844</b>	<b>₱100,303</b>	<b>₱38,977</b>	<b>₱51,974</b>



**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(All amounts in Philippine Pesos '000s)

	As of December 31,			As of June 30,
	Audited			Audited
	2016	2017	2018	2019
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash and cash equivalents	₱135,166	₱294,435	₱260,498	₱204,251
Trade and other receivables	6,859	19,208	55,638	72,690
Merchandise inventories	6,086	38,966	52,025	43,626
Due from related parties	45,696	7,082	40,571	107,322
Deposits and advance rentals	34,996	66,026	85,559	88,918
Financial assets at fair value through profit or loss (FVPL)	11,080	11,236	–	–
Other current assets	1	5,800	6,344	36,962
<b>Total Current Assets</b>	<b>239,884</b>	<b>442,753</b>	<b>500,635</b>	<b>553,769</b>
<b>Noncurrent Assets</b>				
Property and equipment	12,918	84,460	182,742	191,310
Intangible assets	–	201,335	214,309	214,023
Right-of-use assets	–	–	–	108,931
Deferred input VAT	–	–	2,379	2,224
Deferred tax assets	230	611	4,334	4,481
<b>Total Noncurrent Assets</b>	<b>13,148</b>	<b>286,406</b>	<b>403,764</b>	<b>520,969</b>
<b>TOTAL ASSETS</b>	<b>₱253,032</b>	<b>₱729,159</b>	<b>₱904,399</b>	<b>₱1,074,738</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Current Liabilities</b>				
Trade and other payables	₱26,940	₱48,400	₱112,682	₱104,260
Current portion of notes payable	–	311,750	283,689	343,740
Current portion of lease liabilities	–	–	–	24,224
Current portion of mortgage payable	286	1,131	2,589	2,789
Due to related parties	6,383	7,910	22,117	11,906
Dividends payable	–	–	45,500	–
Income tax payable	25,930	36,044	30,865	9,682
<b>Total Current Liabilities</b>	<b>₱59,539</b>	<b>₱405,235</b>	<b>₱497,442</b>	<b>₱496,601</b>

(Forward)

<i>(Carryforward)</i>				
	<b>As of December 31,</b>			<b>As of June 30,</b>
	<b>Audited</b>			<b>Audited</b>
	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>
<b>Noncurrent Liabilities</b>				
Notes payable – net of current portion	P–	P–	P27,624	P65,540
Lease liabilities – net of current portion	–	–	–	87,563
Mortgage payable – net of current portion	337	3,294	3,372	2,420
Retirement benefits liability	432	1,702	2,230	2,713
Deferred tax Liability	–	–	–	8,196
Total Noncurrent Liabilities	769	4,996	33,226	166,432
<b>Total Liabilities</b>	<b>60,308</b>	<b>410,231</b>	<b>530,668</b>	<b>663,033</b>
<b>Equity attributable to Equity Holders of the Parent Company</b>				
Capital stock	132,250	160,000	160,000	160,000
Shares held by subsidiaries – at cost	(52,000)	–	–	–
Retained earnings	83,540	103,781	158,584	196,558
Other equity reserves	4,219	55,193	55,193	55,193
Other comprehensive loss	–	(46)	(46)	(46)
Total Equity Attributable to Equity Holders of the Parent Company	168,009	318,928	373,731	411,705
<b>Non-controlling Interest</b>	<b>24,715</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Total Equity</b>	<b>192,724</b>	<b>318,928</b>	<b>373,731</b>	<b>411,705</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>P253,032</b>	<b>P729,159</b>	<b>P904,399</b>	<b>P1,074,738</b>

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(All amounts in Philippine Pesos '000s)

	For the years ended December 31,			For 6 months ended June 30,	
	Audited			Audited	
	2016	2017	2018	2018	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
Income before income tax	₱116,856	₱247,401	₱139,918	₱55,326	₱74,210
Adjustments for:					
Depreciation and amortization	4,727	15,641	53,425	26,159	47,474
Interest expense	49	1,233	16,065	7,409	19,900
Unrealized foreign exchange loss	-	-	-	-	908
Provision for doubtful accounts	333	-	-	-	-
Interest income	(985)	(1,432)	(1,195)	(96)	(241)
Retirement benefit expense	230	1,203	528	467	483
Gain from bargain purchase	-	-	(6,437)	-	-
Unrealized gain on exchanges in FVPL	(81)	(157)	-	-	-
Operating income before working capital changes	121,129	263,889	202,304	89,265	142,734
Decrease (increase) in:					
Trade and other receivables	(7,191)	(12,350)	(36,430)	(39,743)	(17,052)
Merchandise Inventories	494	(32,880)	(13,059)	10,263	8,399
Deposits and advance rentals	(12,920)	(31,030)	(19,533)	12,957	(3,359)
Other current assets	-	(5,796)	(4,440)	(23,383)	(31,966)
Deferred input vat	-	-	(2,379)	-	155
Financial assets carried at FVPL	(11,000)	-	11,236	-	-
Increase (decrease) in:					
Trade and other payables	(25,483)	21,460	64,282	15,577	(8,422)
Net cash generated from operations	65,029	203,293	201,981	64,936	90,489
Income tax paid	(11,772)	(64,758)	(48,517)	(39,604)	(34,022)
Interest paid	(49)	(1,233)	(16,065)	(7,409)	(19,900)
Interest received	985	1,432	1,195	96	241
<b>Net cash flows from operating activities</b>	<b>₱54,193</b>	<b>₱138,734</b>	<b>₱138,594</b>	<b>₱18,019</b>	<b>₱36,808</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Acquisitions of:					
Property and equipment	(6,448)	(87,076)	(146,439)	(63,386)	(43,165)
Intangible assets	-	(201,442)	(7,909)	-	-
					(316,836)
Advances to related parties	(45,696)	(7,452)	(40,571)	(79,577)	-
Collection of advances to related parties	-	46,065	7,082	-	250,085
<b>Net cash flows from investing activities</b>	<b>(52,144)</b>	<b>(249,905)</b>	<b>(187,837)</b>	<b>(142,963)</b>	<b>(109,916)</b>

	For the years ended December 31,			Six months ended June 30,	
	Audited			Audited	
	2016	2017	2018	2018	2019
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from:					
Issuance of promissory notes	–	311,750	246,700	–	198,916
Due to related parties	–	3,109	15,463	18,351	32,121
Availment of mortgage loan	872	4,804	3,988	2,623	500
Stock subscription	7,250	27,750	–	–	–
Payments made to:					
Notes payable	–	–	(247,137)	(3,750)	(100,949)
Mortgage payable	(249)	(1,002)	(2,452)	(1,344)	(1,252)
Right-of-use assets	–	–	–	–	(9,735)
Advances from related parties	(31,213)	(1,582)	(1,256)	–	(42,332)
Cash dividends	–	(118,327)	–	–	(59,500)
Acquisition of noncontrolling interest	–	(8,063)	–	–	–
Acquisition of shares held by subsidiaries	(39,000)	–	–	–	–
Proceeds from sale of shares held by subsidiaries	–	52,000	–	–	–
Collection of subscription receivable	92,000	1	–	–	–
Net cash flows from financing activities	₱29,660	₱270,440	₱15,306	₱15,880	₱17,769
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>					
	–	–	–	–	(908)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>					
	₱31,709	₱159,269	(₱33,937)	(₱109,064)	(₱56,247)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>					
	103,457	135,166	294,435	294,435	260,498
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>					
	₱135,166	₱294,435	₱260,498	₱185,371	₱204,251
<b>SUPPLEMENTAL DISCLOSURE ON NON-CASH ACTIVITY</b>					
Recognition of right-of-use assets					108,931
Recognition of lease liabilities					111,787
Reclassification of advances to suppliers to property and equipment	₱–	₱–	₱3,896	–	–
<b>KEY PERFORMANCE INDICATORS</b>					

## Key Performance Indicators

The Group uses a range of financial and operational key performance indicators (“KPIs”) to help measure and manage its performance. These KPIs reflect the Group’s continuous focus on efficiency, cost control and profitability across all its operations. The management considers the following as KPIs:

	For the years ended December 31			For the six months ended June 30
	2016	2017	2018	2019
Gross Profit Margin	62.2%	60.2%	56.1%	58.3%
Net Income Margin	16.4%	15.0%	6.4%	5.5%
EBITDA (₦ thousands)	120,648	262,843	208,213	141,343
EBITDA Margin	24.1%	22.8%	13.2%	15.0%
Return on Average Assets	41.3%	35.2%	12.3%	10.5%
Return on Average Equity	67.4%	67.6%	29.0%	26.5%
Current Ratio	402.9%	109.3%	100.6%	110.0%
Debt to Equity Ratio	31.3%	128.6%	142.0%	161.0%

<sup>1</sup> Gross Profit Margin is gross profit as a percentage of revenues

<sup>2</sup> Net Income Margin is net income as a percentage of revenues

<sup>3</sup> EBITDA is defined as earnings before interest, tax, depreciation and amortization

<sup>4</sup> EBITDA margin is EBITDA as a percentage of revenues

<sup>5</sup> Return on Average Assets is net income as a percentage of the average of the assets as at year-end and assets as at end of the immediately preceding year; annualized for the six months ended June 30, 2019

<sup>6</sup> Return on Average Equity is net income as a percentage of the average of the equity as at year-end and equity as at end of the immediately preceding year; annualized for the six months ended June 30, 2019

<sup>7</sup> Current Ratio is current assets divided by current liabilities

<sup>8</sup> Debt to Equity Ratio is total liabilities over total equity

## RISK FACTORS

*An investment in the Offer Shares involves a number of risks. You should carefully consider the risk factors described below, in addition to other information contained in this Prospectus, including our financial statements and notes relating thereto, before deciding to invest in the Offer Shares. The price of securities can and does fluctuate, and any individual security is likely to experience upward or downward movements and may even become valueless. There is an inherent risk that losses may be incurred rather than profit made as a result of buying and selling securities. Our past performance is not a guide to our future performance. There may be a large difference between the buying price and the selling price of the Offer Shares and there is an additional risk of loss of investment when securities are purchased from smaller companies. For investors that deal in a range of investments, each investment carries a different level of risk.*

*Investors should carefully consider all the information contained in this Prospectus, including the risk factors described below, before deciding to invest in the Offer Shares. The occurrence of any of the following events, or other events not currently anticipated, could have an adverse effect on our business prospects, financial condition, results of operation, the market price of the Offer Shares and our ability to make dividend distributions to our shareholders. All or part of an investment in the Offer Shares could be lost.*

*The means by which we intend to address the risk factors discussed herein are principally presented under “Business” beginning on page [●], “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page [●], and “Board of Directors and Senior Management— Corporate Governance” on page [●] of this Prospectus. We believe that our efforts to manage the risks relating to our business will help to alleviate the risks relating to the Philippines that our Company has not specifically addressed.*

*This risk factors discussion does not purport to disclose all of the risks and other significant aspects of investing in the Offer Shares. Investors should undertake independent research and study the trading of securities before commencing any trading activity. Investors may request publicly available information about our Company from the Philippine SEC. An investor should seek professional advice if he or she is uncertain of, or has not understood, any aspect of this Offer or the nature of risks involved in purchasing, holding and trading the Shares. Each investor should consult his or her own counsel, accountant and other advisors as to the legal, tax, business, financial and related aspects of an investment in the Shares.*

*The risk factors discussed in this section are of equal importance and are separated into categories for ease of reference only.*

### **Risks Relating to Our Business**

***Our financial performance may be materially and adversely affected by an increase in the costs of goods and disruption in the supply of key raw materials and key products.***

We rely on our relationship with key suppliers for our raw materials. We purchase fruits, vegetables, packaging materials, meat, and other commodities, among others, from suppliers. Any material interruptions, including failure or delays in delivering the products, such as adverse weather conditions, poor infrastructure or delays in third party transit can affect the timeliness of the supply operation. This can be detrimental to the distribution channel which may cause a shortage in our products thus affecting sales and growth prospects. Furthermore, we may not be able to find alternative distributors or suppliers on time or at all which will affect our owned stores and franchisees. Insolvency of key suppliers or losing a relationship with key suppliers may be detrimental to our Group’s competitive position.

Republic Act 10963 or the Tax Reform for Acceleration and Inclusion (“TRAIN Law”) was signed into law on 19 December 2017 and took effect on 1 January 2018. The TRAIN Law imposes excise tax on sweetened beverages (“SSBs”) at the rate of ₱6.00 per liter of volume capacity for SSBs using purely caloric sweeteners and purely non-caloric sweeteners, and ₱12.00 per liter of volume capacity on SSBs using purely high fructose corn syrup or in combination with any caloric or non-caloric sweetener. Some of our bottled fruit juices use sweeteners. The imposition of the excise tax on SSBs will cause a significant increase in the cost and selling price of our sweetened beverages which will in effect cause lower operating margins.

Further, considering that we provide affordably priced goods, we may opt to not pass along the commodity price increase to the consumers thus affecting our profit margins. On the other hand, any price increase passed to the consumers will greatly affect our sales and those of our franchise owners.

***Increase in operating and other expenses could lead to a material impact on our financial position.***

Our ability to control our expenses is integral to the performance of our financial position. Our Group depends on the location we are able to rent to operate and sell our products. Because our Group leases almost all of the sites where we operate, this compels us to negotiate terms with our lessors on a short-term basis, typically on six months to one year term for our stores. However, despite our rent contracts being renewed on a timely basis, it is important for us to be able to negotiate with our lessor on a timely basis on the amount of rent payable to them to continue our operation. Being unable to rent space at a suitable price or find space that will satisfy our operations may lead to increase in operating expenses or lead to closure of stores which can materially affect the financial condition of our Group.

We are also affected by the TRAIN Law's provisions imposing excise taxes on diesel, kerosene, liquefied petroleum gas, and bunker fuel. Under the TRAIN Law, the tax on diesel and bunker fuel will initially be at ₱2.50 per liter increasing to ₱ 4.60 on January 1, 2019 and to ₱ 6.00 on January 1, 2020. Kerosene and liquefied petroleum gas will be taxed at ₱ 3.00 per liter and ₱ 1.00 per kilogram respectively which will both be increased by ₱ 1.00 yearly until 2020. Such products are used for producing electricity and as fuel for transport equipment, among others. Considering the imposition of these taxes, the costs for transit of raw materials to our commissaries and warehouses, to the extent that they are passed on to us by our suppliers, and costs of delivery of our supplies and goods to our stores will increase our expenses. This will impact the financial position and profitability of our Group.

***The food and beverage kiosk industry is highly competitive, and competition could lower our revenues.***

The food and beverage kiosk industry in the Philippines is highly competitive with relatively low barriers to entry. As such, there are many well-established food services that compete directly and indirectly with us. Our competitors are located domestically. The domestic competitors in the Meat-filled pastry category is *Yumpanada*; in the Buko (Coconut) category are *Louie's Buko*, *Coconut Republic*, *Buko Express Pies & Sweets* and *Buko Juan*; in the Fruit Shakes category are *Fruit Magic*, *Big Chill* and *Thirsty*; in the Juices and Smoothies category are *Islands Juice*, *Pure Nectar*, *Jamba Juice*, *Fruitfull*, *Mooshi Green Bar* and *Tubo Cane Juice*; in the Coolers category is *Zagu*; in the Fries category are *Potato Corner* and *Potato Giant*; in the Lemonade Category are *Simply Lemon* and *Lemon na Bai*. These competitors may not be the only ones in the industry as there can be other major or minor players in each category. If our Group will not be able to compete with them, this could lead to a decline to our businesses affecting our financial conditions and operations.

***The industry in which we belong to is affected by consumer preferences and perceptions. Changes in these preferences and perceptions may lessen the demand for our products, which could reduce sales of all stores, whether owned or franchised, as well as our commissary sales derived from our franchised stores.***

Foodservice businesses are affected by changes in consumer tastes, economic conditions and demographic trends. The timing of product launches, pricing and advertising efforts of competitors may also impact our sales. In the past, we have introduced new products which were unsuccessful and there can be no guarantee that we will be able to introduce new products or new menu items successfully in the future. If we cannot successfully introduce new products or new menu offerings, our business, financial condition and results of operations could be materially and adversely affected.

***Our Group's day-to-day operations may be affected by failures, interruptions, damage, unavailability and delays of physical operating infrastructure (warehousing, logistics/distribution network)***

Our ability to perform on a day-to-day basis is dependent on the capacity and efficiency of our manpower and infrastructure. There may be material interruptions in manpower because of natural calamities or fortuitous events like our employees not being able to go to work because of a typhoon or our vehicles not being able to go to different areas because of floods which can affect our delivery schedule. Moreover, our future sales growth will depend on our ability to acquire or lease strategic land for increase of production capacity and will depend on our ability to acquire or maintain machines that will make production and distribution more efficient. Not being able to capably distribute our product and not being able to acquire or lease strategic land or machines will increase our costs, affecting our capacity to successfully operate daily.

If our day-to-day operations are affected, then there is a risk of our franchised stores not receiving the supplies needed for daily operations. This could lead to complaints and litigations against us that could sever relationships with the franchise owners that could severely affect our growth prospects.

**Our business is subject to government regulations. Non-compliance may lead to fines, penalties and/or other legal sanctions, which may disrupt the operations of the Group.**

The business and operations of the Group are subject to a number of laws, rules and regulations governing the food and beverage kiosk industry in the Philippines. These laws and regulations impose requirements relating to food manufacturing and storage. In particular, the Group is subject to extensive regulation by the Food and Drug Administration (“FDA”) and local government units (“LGU”), and environmental regulators.

There is no assurance that changes in laws, rules or regulations or the interpretation thereof of relevant government agencies, may not adversely impact the business operations, financial condition and results of operations of the Group. Failure to comply with relevant laws and regulations may result in financial penalties or administrative or legal proceedings against the Group, including the revocation or suspension of the licenses or operation of its commissary or stores, all of which could adversely impact the business, prospects, financial condition, and results of operation of the Group.

While the Group applies for and obtains the licenses and permits required for its business on an ongoing basis, and seeks to renew such licenses upon their expiration, there can be no assurance that the relevant authorities will grant or renew such licenses, permits and other authorizations in a timely manner or at all. In the event that the Group is unable to renew or obtain the required licenses, or meet any licensing requirements in a timely manner, the Group’s operations could be adversely affected. In the event that the Group is unable to meet any licensing requirements, the authorities may suspend, revoke or impose penalties on the Group’s operations.

The Group is in constant consultation with relevant government agencies and other approving bodies to ensure that all requirements, permits and approvals are anticipated and obtained in a timely manner. Further, the Group has processes in place in order to manage adherence to laws and regulations. The Group has a dedicated compliance team which processes applications for relevant permits and approvals and monitors compliance with the terms thereof.

***There may be food safety and foodborne illness concerns.***

We cannot guarantee that our internal controls and training will be fully effective in preventing all food safety issues at our stores, including any occurrences of foodborne illnesses such as salmonella, E. coli and hepatitis A. In addition, there is no guarantee that our franchised stores will maintain the high levels of internal controls and training we require at our owned stores. Furthermore, we and our franchisees rely on third-party vendors, making it difficult to monitor food safety compliance and increasing the risk that foodborne illness would affect multiple locations rather than a single store. Some foodborne illness incidents could be caused by third-party vendors and transporters outside of our control. New illnesses resistant to our current precautions may develop in the future, or diseases with long incubation periods could arise, that could give rise to claims or allegations on a retroactive basis. One or more instances of foodborne illness in any of our stores or markets or related to food products we sell could negatively affect our store sales nationwide if highly publicized on national media outlets or through social media. This risk exists even if it were later determined illness was wrongly attributed to us or one of our stores. The occurrence of food safety or foodborne illness incident at one or more of our stores, or negative publicity or public speculation about an incident, could materially adversely affect our business, financial condition and results of operations.

***The Group is exposed to the risk of industrial or labor disputes***

We maintain a harmonious relationship between management and staff. Although we have not experienced any organizational conflicts that may affect our operations, there can be no assurance that we will not experience future disruptions to our operations due to any concerted action by our workforce.

Direct employees of our subcontractors perform specific services or certain aspects of the food processing and distribution of our Group. Such arrangements involve a "trilateral relationship" among: (i) Our subsidiaries, as the principal who decides to farm out the job, work or service to a contractor; (ii) the contractor who has the capacity to independently undertake the performance of the service; and (iii) the contractual workers engaged by the contractor to accomplish the job, work, or service for the Group.

Under the Labor Code of the Philippines, our subsidiaries, as principal in the contracting relationship, is liable as an indirect employer to the contractual employees, in the same manner and extent that it is liable to its own employees.



Such liability is to the extent of the work performed under the contract and arises when the contractor fails to pay the wages of its employees or violates any provision of the Labor Code. The principal can then seek reimbursement from the contractor/agency.

To date, there are no material pending labor-related claims filed by any of our direct or contractual employee against our Group.

We nevertheless continue to be exposed to the risk of industrial or labor disputes. The occurrence of such events could have a material adverse effect on our Group's business, financial condition, or results of operation. Regardless of the outcome, these disputes may lead to legal or other proceedings and may result in substantial costs, and the diversion of resources and management's attention

***Our franchisees could take actions that could harm our business.***

Our franchisees are contractually obligated to operate their stores in accordance with the operations, safety, and health standards set forth in our agreement with them. However, franchisees are third parties whom we do not control. The franchisees own, operate, and oversee the daily operations of their stores. As a result, the ultimate success and quality of any franchised store rests with the franchisee. If franchisees do not successfully operate stores in a manner consistent with required standards, franchise fees paid to us and commissary sales will be affected and brand image and reputation could be harmed, which in turn could materially and adversely affect our business and operating results.

Although we believe we generally enjoy a positive working relationship with the vast majority of our franchisees, potential disputes with franchisees could damage our brand reputation. Existing lawsuits filed against the Group and/or management could affect the standard practices within our business operations.

***The results of our operations and growth strategy depend in part the success of our franchisees, and we are subject to various additional risks related with our franchise owners.***

With a portion of our revenues coming from sales of raw materials and other supplies to our franchise owners which is part of our long-term growth strategy, we are reliant on the performance of our franchisees. The franchisees' ongoing operations and their timely basis of paying us for the raw materials bought are integral to our financial performance. Additionally, franchisees are independent and are not our employees. We regularly monitor the operations of franchised stores, but do not implement direct control over their day-to-day operations. The quality of these franchisee-owned kiosks or carts may be diminished by any number of factors beyond our control. We cannot be certain that our franchisees will have the business insight or financial resources necessary to operate the franchise consistent with our standards and requirements and may materially affect our business operations and financial condition.

Being independent business operators, franchisees from time to time may disagree with our requirements, and their rights and obligations under the franchise agreements. These may lead to disagreements and disputes in the future which may divert the attention of the management and our franchisees from operating the kiosks or carts and can affect our image, reputation and franchising attractiveness to those once desiring franchise owners. As such, these potential disputes can substantially affect our business, operations, financial condition and results of operations.

***If we fail to identify and recruit a sufficient number of qualified franchise owners, our ability to open new franchised stores and increase our revenues could be substantially affected***

Being able to open new franchised stores in part depends on the availability of competent franchise owners who meet our criteria. Franchised stores represent 18% of our total stores as of June 30, 2019 and are material to our future growth. We may not be able to identify, recruit or contract suitable prospective franchise owners for our target market or our target locations on a timely basis or at all. Furthermore, our franchise owners may not have the financial or management resources needed to open the stores within the said agreements with us. Moreover, if these franchise owners decide to cancel said store agreement with us for other reasons, then this could hamper our ability to grow and increase revenue, profitability and operations.

***Our success depends substantially on the value of our brands.***

Our success is dependent in large part upon our ability to maintain and enhance the value of our brands, and our customers' connection to our brands. Brand value can be severely damaged even by isolated incidents, particularly if the incidents receive considerable negative publicity or result in litigation. Some of these incidents may relate to the way we manage our relationships with our franchisees, our growth strategies, our development efforts, or the ordinary course of our franchisees' business. Other incidents may arise from events that are or may be beyond our ability to control and may damage our brands, such as actions taken (or not taken) by one or more franchisees or their employees relating to health, safety, welfare or otherwise; litigation and claims; security breaches or other fraudulent activities; and illegal activity targeted at us or others. Consumer demand for our products and our brands' value could diminish significantly if any such incidents or other matters erode consumer confidence in us or in our products, which would likely result in lower sales, which in turn could materially and adversely affect our business and operating results.

***We may fail to successfully implement our growth strategy, which includes opening new stores in strategic locations and maintaining our existing store network, thus adversely affecting our ability to increase our revenues and operating profits.***

A key element of our growth strategy is our capability to successfully open new foodservice businesses in different regions and locations. For the foreseeable future, we see this as our strategy. Being able to expand our food services in different locations is important for our growth. Presently, we lease almost all of the sites where our products are being sold and where our foodparks operate. We are only able to continue business through renewal of lease contracts with various business operators and landowners/lessors. Therefore, we are highly dependent on whether these contracts will be renewed. So far, the lease contracts with these business operators have been consistently renewed. However, suspension or delay in renewal of these lease contracts can adversely affect our ability to increase our revenues and operating profits.

Another challenge is the ability to compete within our chosen locations. Depending on the category of products, there are other well-known brands that we will have to compete with which can hamper the sales and profitability of our brands in that area. Falling short on innovation or product differentiation can also adversely affect store network expansion as a strategy.

Our ability to open new stores will depend on the following factors, including:

- *identifying, hiring and training qualified employees for each site;*
- *prompt commencement and completion of construction activities;*
- *appointing qualified independent contractors;*
- *managing the costs of these said constructions;*
- *securing required government business and construction permits and licenses in a timely manner and responding effectively to any changes in laws and regulations that can affect our ability to open new stores;*
- *negotiating lease contracts with acceptable terms;*
- *timely delivery of leased premises from business operators;*
- *fortuitous events leading to operational problems;*

***We depend on key members of our management team.***

Our senior officers and key employees have been instrumental in setting our strategic direction, operating our business, identifying, recruiting and training key personnel, identifying expansion opportunities and arranging necessary financing. We believe that these individuals cannot easily be replaced with executives of equal experience and capabilities. The success of our business continues to depend to a significant degree upon the continued contributions of the senior officers and key employees, both individually and as a group. Our future performance will substantially depend in particular on our ability to retain and motivate these senior officers and key employees. Losing the services of any of these individuals could adversely affect our business until a suitable replacement is found.

***We may be adversely affected by complaints, negative publicity or litigation in relation to our products and services.***

Our growth in part is dependent in our ability to maintain and enrich our brand equity. Being a foodservice business, our customer's perceptions and relationship with our brands is vital to our strategy. We believe that it has built a reputation of delivering quality products at an affordable price and that our staff and service is friendly and accommodating. In order to grow more in the future, we must protect and nurture our image and culture to be able to expand our business. Any incident that damages our customer confidence or affinity to our brands can be detrimental to the growth of the business. For example, if a guest perceives that our product or service has suffered in quality or accommodation, or otherwise deems we have failed to deliver a consistent positive consumer experience, this could adversely affect our company's brand equity

Furthermore, we can be negatively affected by news reports or other such materials that can hurt our public image in the media, food quality issues, health concerns, customer objections or litigations, health inspections, reliability and integrity of our third-party supplier's food or beverage processes, government or industry studies concerning our stores and franchised stores' ability to be up to par with our food quality and service and customer satisfaction. These risks coupled with such negative publicity cannot be fully disregarded which can substantially affect some or all of our brands. As we are limited and unable to fully control the quality and services the franchise owners provide, there is a risk of customers associating one franchised store's negative publicity to our own operations.

***Our intellectual property rights could be infringed or our Group could infringe the intellectual property rights of others.***

Our intellectual property is integral to the conduct of our business and strategy. Our ability to implement our business plans and maintain and create brand recognition using our trademarks and other proprietary intellectual property is essential to our business. While it is our policy to protect and defend vigorously our rights to our intellectual property, we cannot foresee whether steps taken to protect our intellectual property will be sufficient to prevent misappropriation of our rights. It could be difficult for us to prevent other parties from copying elements of our concepts and any litigation against these parties may be costly and may be unsuccessful.

Even though we believe that we have appropriate right to all of our trademarks and intellectual properties, we may face litigations of infringement that could derail our ability to expand and market our brand equity. Any such litigation may be costly and could divert financial resources and employee efforts from our business. Furthermore, if we fail to defend ourselves against such litigations then we may be unable to use our trademarks and intellectual properties in the future and may be liable for damages which could adversely affect our business, financial condition, brand awareness and operations.

***The results of our operations may fluctuate due to seasonality.***

Seasonal factors and the timing of holidays cause our revenues to fluctuate from quarter to quarter.

We engage in seasonal products that could potentially boost sales in different seasons. For example, during the summer months, we market our beverages to fend off the heat. We engage in these types of sales initiatives to provide wider product variety to our consumers. If we are not able to get the right products consumers want for the season, then there could be a reduction in sales which could affect our financial and operating performance.

As a result of these factors, our quarterly and annual results of operations and comparable store sales may fluctuate significantly. Accordingly, results for any one quarter are not necessarily indicative of results to be expected for any other quarter or for any year and comparable store sales for any particular future period may decrease and materially adversely affect our business, financial condition or results of operations.

**Risks Relating to the Philippines**

***Economic conditions adversely affecting consumer discretionary spending may negatively impact our business and operating results.***

We believe that our sales, customer traffic, and profitability are strongly correlated to consumer discretionary spending, which is influenced by general economic conditions, unemployment levels and the availability of discretionary income.

There is no assurance that there will be no occurrence of an economic slowdown in the Philippines. An economic downturn could have a material adverse effect on our sales, profitability, and overall business and operating results.

***Our operations are concentrated in the Philippines, and are therefore highly exposed to business, political, operational, financial, and economic risks in the Philippines. Any downturn in general economic conditions in the Philippines could have a material adverse impact on our business operations.***

All of our business operations are currently conducted in the Philippines. Since our entire revenue is sourced from the Philippines, the results of operations, financial condition and prospects are subject to a significant degree to the general state of the Philippine economy. There is no assurance that there will be no occurrence of an economic slowdown in the Philippines. Factors that may adversely affect the economy include but are not limited to:

- decreases in business, industrial, manufacturing, or financial activity in the Philippines or in the global market;
- scarcity of credit or other financing, resulting in lower demand for products and services;
- the sovereign credit ratings of the country;
- a prolonged period of inflation or increase in interest rates;
- an increase in unemployment levels or decrease in consumer confidence;
- a decrease in remittances from overseas Filipino workers;
- changes in the relevant government's taxation policies;
- natural disasters, including typhoons, earthquakes, fires, floods, and similar events;
- a re-emergence of Severe Acute Respiratory Syndrome (commonly known as SARS) or avian influenza (commonly known as the bird flu), Middle East respiratory syndrome coronavirus (commonly known as MERS-CoV) or the emergence of another similar disease in the Philippines such as the Zika virus;
- political instability, terrorism, or military conflict in the Philippines; and,
- other regulatory, political, or economic developments in or affecting our Group

***The occurrence of natural disasters or other catastrophes, severe weather conditions, or outbreaks of contagious diseases may materially adversely affect the Philippine economy and disrupt our operations.***

The Philippines has experienced a number of major natural catastrophes including typhoons, droughts, floods, volcanic eruptions and earthquakes. In 2017 alone, two (2) major earthquakes struck off the Philippines with a 6.8-magnitude earthquake affecting the Southern region of Mindanao in April and a 6.5-magnitude earthquake affecting Eastern Visayas in July. In October 2013, a 7.2 magnitude earthquake also affected Cebu and the island of Bohol, and in November, 2013, Super Typhoon Haiyan (called Yolanda in the Philippines) caused destruction, devastation, and casualties of unprecedented levels in Tacloban City, certain parts of Samar, and certain parts of Cebu, all of which are located in the Visayas, the southern part of the Philippines. There can be no assurance that the occurrence of such catastrophes will not materially disrupt our operations. We could experience substantial property loss as a result of any such catastrophe and might not be able to rebuild or restore operations in a timely fashion. Our property insurance may not cover all cases of loss of material property. Any such accident could have a material adverse effect on our business, financial condition and results of operations.

***Any political instability in the Philippines may adversely affect our business, results of operations and financial condition.***

The Philippines has from time to time experienced political and military instability. The May 2016 elections paved the way for the new administration of President Rodrigo R. Duterte. Leadership change and shifting political alliances could alter national and local political dynamics and result in changes of policies and priorities. In addition, organized armed threats from communist insurgents and Muslim separatists persist in certain parts of the country. Any of these political risks could materially and adversely affect our business, financial condition and results of operations.

***Acts of terrorism and violent crimes could destabilize the country and could have a material adverse effect on our business and financial condition.***

The Philippines has been subject to a number of terrorist attacks since 2000. In recent years, the Philippine military has also been in conflict with the Abu Sayyaf organization, which claims to have ties to the al-Qaeda terrorist network and the ISIS, and has been identified as being responsible for certain kidnapping incidents and other terrorist activities,

particularly in the southern part of the Philippines. Moreover, isolated bombings have taken place in the Philippines in recent years, mainly in cities in that part of the country. On January 25, 2011, a bomb was detonated on a bus in the northern city of Makati, Metro Manila, killing five persons. Although no one has claimed responsibility for these attacks, it is believed that the attacks were the work of various separatist groups, possibly including the Abu Sayyaf organization. An increase in the frequency, severity or geographic reach of these terrorist acts could destabilize the Philippines, and adversely affect the country's economy.

The Government and the Armed Forces of the Philippines ("AFP") have clashed with members of several separatist groups seeking greater autonomy, including the Moro Islamic Liberation Front ("MILF"), the Moro National Liberation Front ("MNLF") and the New People's Army ("NPA"). On October 19, 2011, 19 AFP troops were killed in a firefight with MILF members in the southern Philippines. On December 16, 2011, five AFP soldiers were killed in a clash with NPA members. In September 2013, MNLF members seized hostages in Zamboanga City, leading to a standoff and clashes with AFP troops. More than 50 people have been killed since these clashes began. On January 25, 2015, 44 members of the Special Action Force of the Philippine National Police were killed in an operation intended to capture or kill wanted Malaysian terrorist and bomb-maker Zulkifli Abdir and other Malaysian terrorists and/or high-ranking members of the Bangsamoro Islamic Freedom Fighters and the MILF. These continued conflicts between the Government and separatist groups could lead to further injuries or deaths by civilians and members of the military, which could destabilize parts of the country and adversely affect the country's economy.

On May 23, 2017, in the City of Barangay Basak Malutlut, Marawi City, there were a lot of heavy firing between the military and the group known as the Maute which brought about war in Marawi. This has lead President Duterte to call for Martial Law in Mindanao until the rebellion has quelled. Previous to becoming a militant group who pledged loyalty to Islamic State, the Maute was a wealthy political family from the southern region of Mindanao. The insurgency started when the Maute matriarch- Farhana Maute had a clash between another political family headed by Butig Mayor Dimnatang Pansar over the awarding of civil contract. This caused a common familial clash in Mindanao between families known as "rido". As such, other militant groups in southern parts of Mindanao joined the Mautes forming a joint front against the Philippine military. In effect, insurgencies such as this can have adverse effects on investor confidence and could derail growth prospects in the economy

There have also been a number of violent crimes in the Philippines, including the September 2, 2016-night market bombing in Davao City, killing at least 14 and injuring more than 60 people. Moreover, since the beginning of President Duterte's term as President, more than 7,000 alleged drug users and dealers have been killed in police operations, and more than 2,200 people drug users and dealers have been killed by supposed vigilantes. High-profile violent crimes have, in the past, had a material adverse effect on investment and confidence in, and the performance of, the Philippine economy.

***The credit ratings of the Philippines may restrict the access to capital of Philippine companies, including us.***

Historically the Philippines' sovereign debt has been rated relatively low by international credit rating agencies. The Philippines' long-term foreign currency-denominated debt was upgraded by Fitch to the investment-grade rating of BBB- in March 2013 (who revised its outlook from stable to positive in September 2015), by Standard & Poor's to the investment-grade rating of BBB Stable in May 2014 and by Moody's to the investment-grade rating of Baa2 Stable in December 2014. In April 30, 2019, standard and Poor's upgraded the Philippine Credit rating to BBB+ Stable, a notch away from A rating territory. However, no assurance can be given that Fitch, Moody's, Standard & Poor's or any other international credit rating agency, will not downgrade the credit ratings of the Government in the future and, therefore, Philippine companies, including us. Any such downgrade could have an adverse impact on the liquidity in the Philippine financial markets, the ability of the Government and Philippine companies, including us, to raise additional financing and the interest rates and other commercial terms at which such additional financing is available.

**Risks Related to the Offer and the Offer Shares**

***There can be no guarantee that the Offer Shares will be registered with the SEC and listed on the PSE, or that there will be no other regulatory action that could delay or affect the Offer.***

Purchasers of Offer Shares will be required to pay for such Offer Shares on the Settlement Date, which is expected to be on [●]. Although the PSE is expected to approve our applications to list the Offer Shares because the Listing Date is scheduled to occur after the Settlement Date, there can be no guarantee that listing will occur on the anticipated Listing

Date or at all. Furthermore, there is no guarantee that the shares will be registered with the SEC. Delays in registration with the SEC and admission and the commencement of trading in shares on the PSE have occurred in the past. If the SEC does not approve the registration of the shares and the PSE does not admit the Offer Shares onto the PSE, the market for the Offer Shares would be illiquid and shareholders may not be able to trade the Offer Shares. This may materially and adversely affect the value of the Offer Shares.

***There has been no prior market for the Offer Shares, so there may be no liquidity in the market for the Offer Shares and the price of the Offer Shares may fall.***

As there has been no prior trading in the Group's Common Shares, there can be no assurance that an active market for the Offer Shares will develop following the Offer or, if developed, that such market will be sustained.

The Offer Price has been determined after taking into consideration a number of factors including, but not limited to, our prospects, the market prices for shares of companies engaged in related businesses similar to ours and prevailing market conditions. The price at which the Common Shares will trade on the PSE at any point in time after the Offer may vary significantly from the Offer Price.

***The Offer Shares may not be a suitable investment for all investors.***

Each prospective investor in the Offer Shares must determine the suitability of that investment in light of its own circumstances. In particular, each prospective investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of our Company and our businesses, the merits and risks of investing in the Offer Shares and the information contained in this Prospectus;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of our particular financial situation, an investment in the Offer Shares and the impact the Offer Shares will have on our overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Offer Shares, including where the currency for purchasing and receiving dividends on the Offer Shares is different from the potential investor's currency;
- understand and be familiar with the behavior of any relevant financial markets; and,
- be able to evaluate (either alone or with the help of a financial advisor) possible scenarios for economic, interest rate and other factors that may affect our investment and our ability to bear the applicable risks.

***The market price of securities can and does fluctuate. The Offer Shares have not been publicly traded and the relative volatility and illiquidity of the securities market may substantially limit an investor's ability to sell the Offer Shares at a suitable price or at a time they desire which may result to an investors' investments in our Company to decline.***

The market price of securities can and does fluctuate, and it is impossible to predict whether the price of the Common Shares will rise or fall or even lose all of its value. The market price of Common Shares could be affected by several factors, including:

- general market, political and economic conditions;
- changes in earnings estimates and recommendations by financial analysts;
- changes in market valuations of listed shares in general and other retail shares in particular;
- the market value of the assets of our Company;
- changes to Government policy, legislation or regulations; and,
- general operational and business risks.

In addition, many of the risks described elsewhere in this Prospectus could materially and adversely affect the market price of the Common Shares.

In part as a result of the global economic downturn, the global equity markets have experienced price and volume volatility that has affected the share prices of many companies. Share prices for many companies have experienced wide fluctuations that have often been unrelated to the operating performance of those companies. Fluctuations such as these may adversely affect the market price of the Common Shares.

***Shareholders may be subject to limitations on minority shareholders' rights.***

The obligation under Philippine law of majority shareholders and directors with respect to minority shareholders may be more limited than those in certain other countries such as the United States or United Kingdom. Consequently, minority shareholders may not be able to protect their interests under current Philippine law to the same extent as in certain other countries. There can be no assurance that legal rights or remedies of minority shareholders will be the same, or as extensive, as those available in other jurisdictions or sufficient to protect the interests of minority shareholders.

The Philippine Corporation Code, however, provides for certain protective rights to minority shareholders by requiring a vote by our shareholders representing at least two-thirds of our outstanding capital stock for certain corporate acts.

***We may be unable to pay dividends on the Common Shares.***

Dividends declared by us on our shares of stock are payable in cash or in additional shares of stock. We have approved a dividend policy of maintaining an annual cash and/or share dividend pay-out of 30% of our net income from the preceding year, subject to the requirements of applicable laws and regulations, the terms and conditions of our outstanding loan facilities, and the absence of circumstances that may restrict the payment of such dividends, such as where we undertake major projects and developments. Our Board may, at any time, modify our dividend policy depending upon our capital expenditure plans and/or any terms of financing facilities entered into to fund our current and future operations and projects. We can give no assurance that we will pay any dividends in the future.

Declaration of cash dividends by our Company requires the approval of the Board, the declaration of stock dividends by our Company requires the approval of our Board and the approval of stockholders representing at least 2/3 of the outstanding capital stock.

***Investors may incur immediate and substantial dilution as a result of purchasing Shares in the Offer.***

The issue price of the Shares in the Offer may be substantially higher than the net book value per share of the outstanding Shares. Therefore, purchasers of Shares in the Offer may experience immediate and substantial dilution and our existing shareholders may experience a material increase in the net book value per share of the Shares they own. See “Dilution” beginning on page [ ] of this Prospectus.

**Risks Relating to Certain Statistical Information in this Prospectus**

***Certain information contained herein is derived from unofficial publications***

Certain information in this Prospectus relating to the Philippines, the industries in which we compete, and the markets wherein we operate, including statistics relating to market size, are derived from various Government and private publications. This Prospectus also contains industry information which was prepared from publicly available third-party sources. Industry publications generally state that the information they contain has been obtained from sources believed to be reliable but that the accuracy and completeness of that information is not guaranteed. The information contained in the Industry section may not be consistent with other information. Similarly, industry forecasts and other market research data, including those contained or extracted herein have not been independently verified by us, the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters, or any of their respective affiliates or advisors, and may not be accurate, complete, up-to-date or consistent with other information compiled within or outside the Philippines. Prospective investors are cautioned accordingly.

***Non-verification of Certain Information***

The section of this Prospectus entitled “Industry” was not independently verified by our Company, the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters, or any of their respective affiliates or advisors.

## USE OF PROCEEDS

Based on the Offer Price of ₱[1.99] per Offer Share, we expect to raise gross proceeds amounting to approximately ₱[1,062] million from the offer of the Firm Shares. After deducting the applicable underwriting fees, commissions and expenses for the offer of the Firm Shares payable by our Group, estimated net proceeds will be ₱ [986.1] million. The Group will not receive any proceeds from the offer of the Optional Shares.

We intend to use the net proceeds from the Offer, as follows:

Use of Proceeds	Estimated Amounts (in ₱ millions)	Percentage (%)	Estimated Timing of Disbursement
Store network expansion and store improvement	586	59.4%	2020-2022
Commissary Expansion	50	5.1%	2020
Expansion of Foodpark Business	50	5.1%	2020-2021
Acquisition Opportunities and Introduction of New Concepts	150	15.2%	2020-2021
Debt Repayment	150	15.2%	2020
<b>Estimated Net Proceeds</b>	<b>986</b>	<b>100%</b>	

In the event that the Offer proceeds are less than the expected amount, we intend to allocate the proceeds in order of priority as follows:

1. Store network expansion and store improvement
2. Commissary expansion
3. Expansion of foodpark business
4. Acquisition opportunities and introduction of new concepts
5. Debt repayment

### Store Network Expansion and Store Improvement

We intend to use 59.4% of the net proceeds from the Offer for store network expansion and store improvement which includes:

- a) Store fit out including furniture and fixtures, equipment, mechanical and electrical works, as required; permitting and licensing; and initial inventory
- b) Deposits and prepaid rent for leased properties; and,
- c) Purchase of delivery vehicles.

Out of the ₱586 million of the net proceeds intended for store network expansion and store improvement, ₱446 million will be allotted for furniture, fixtures, equipment, mechanical and electrical works, permitting and licensing, and initial inventory, deposits and prepaid rent for leased properties. The Group is targeting to establish more stores in malls within NCR and Luzon and increase footprint in out-of-mall locations and the VisMin regions. This amount covers the establishment of 550-650 new owned stores and the improvement of about 1,000 owned stores from 2020-2022. ₱140 million will be allotted for the purchase of about 80 delivery vehicles, including the replacement of existing vehicles, during the same period.

### Commissary Expansion

Approximately 5.1% of the net proceeds from the Offer will be used to fund the capital expenditures for the expansion of our commissary operations. We have secured the site of a new commissary under long-term lease. We intend to spend approximately ₱25 million for the construction of the structure, which will be for production and warehousing, and purchase of various equipment. We are evaluating another commissary site for acquisition and we have budgeted another ₱25 million for such acquisition.

### Acquisition Opportunities and Introduction of New Concepts

In order to accelerate expansion, we intend to acquire other foodservice businesses and/or introduce new foodservice concepts in the Philippines. Our potential target acquisitions and new concepts must have a strategic fit with our current operations and must present opportunities for us to explore other business segments and add value to the new



businesses using our existing competitive strengths. We are still in the early stages of evaluating these options and there are no definitive agreements signed.

### Expansion of Foodpark Business

We intend to expand our foodpark business by building new foodparks and/or acquiring existing foodparks. The location of such foodparks will be in Metro Manila or key provincial areas in Luzon. We intend to open two new foodparks until 2021. As opportunities arise, we may potentially lease suitable spaces in existing commercial establishments to operate our own foodcourts. We are still in the early stages of assessing potential sites and there are no definitive agreements signed.

### Debt Repayment

We intend to repay ₱150 million of our debt from the net proceeds from the Firm Offer. The Group took the loans to manage the increase in Net Working Capital requirement as the store network continues to expand. The debt to be repaid comprises debt of FHI and debt of its subsidiaries. FHI intends to invest in the subsidiaries through new equity or advances, and the new investment shall be used by the subsidiaries to repay their respective debt.

Borrower	Bank / Lender	Amount to be repaid	Interest rate	Use of Loan Proceeds
FHI	Chinabank	₱28.0m	7.75%	Working capital
FHI	Philippine Bank of Communications	₱2.0m	7.75%	Working capital
FGI	Union Bank	₱77.0m	7.75%	Working capital
FGI	East West Bank	₱9.0m	6.75%	Working capital
FGI	RCBC	₱24.0m	7.00%	Working capital
BNF	Chinabank	₱6.5m	7.75%	Working capital
NTI	Chinabank	₱3.5m	7.75%	Working capital

### Expenses

The following are the estimated expenses to be incurred by the Company in relation to the Offer:

	(₱ millions)
<b>Total proceeds from the Offer</b>	<b>[1,062.0]</b>
Underwriting and selling fees (including fees to be paid to the Underwriters and the selling agents)	[37.2]
IPO Tax	[21.2]
Documentary Stamps Tax	[0.53]
SEC registration, filing and research fees	[0.9]
PSE Listing Fee	[4.8]
Estimated professional fees (including legal, audit, and financial advisory fees)	[8.5]
Others	[2.8]
<b>Total estimated expenses</b>	<b>[75.9]</b>
<b>Estimated net proceeds from the Offer</b>	<b>[986.1]</b>

The actual underwriting and selling fees and other Offer-related expenses may vary from the estimated amounts indicated. In the event that the Over-allotment Option is not exercised, it is deemed cancelled and the filing fee is forfeited.

The proposed use of proceeds described above represents a best estimate of the use of the net proceeds of the Offer based on our current plans and expenditures.

The actual amount and timing of disbursement of the net proceeds from the Offer for the use stated above will depend on various factors. To the extent that the net proceeds from the Offer are not immediately applied to the above purpose, we will invest the net proceeds in interest-bearing short-term demand deposits and/or money market instruments. Aside

from underwriting and selling fees, the Underwriters and the Selling Agents will not receive any of the net proceeds from the Offer.

In the event of any material deviation or substantial adjustment in the planned use of proceeds, we shall inform our shareholders, the SEC and the PSE in writing at least 30 days before such deviation or adjustment is implemented. Any material or substantial adjustments to the use of proceeds, as indicated above, will be approved by our Board of Directors and disclosed to the SEC and the PSE. In addition, we shall submit via the PSE's Online Disclosure System, the PSE EDGE Portal, the following disclosure to ensure transparency in the use of proceeds:

- (i) any disbursements made in connection with the planned use of proceeds from the Offer,
- (ii) Quarterly Progress Report on the application of the proceeds from the Offer on or before the first 15 days of the following fiscal quarter, the quarterly progress reports should be certified by the Group's Chief Financial Officer or Treasurer and external auditor,
- (iii) annual summary of the application of the proceeds on or before 31 January of the following year, the annual summary report should be certified by our Company's Chief Financial Officer or Treasurer and external auditor; and,
- (iv) approval by our Company's Board of Directors of any reallocation on the planned use of proceeds, or of any change in the Work Program. The actual disbursement or implementation of such reallocation must be disclosed by our Company at least 30 days prior to the said actual disbursement or implementation.

The quarterly and annual reports required in items (ii) and (iii) above must include a detailed explanation for any material variances between the actual disbursements and the planned use of proceeds in the Prospectus, if any. The detailed explanation must state the approval of the Board as required in item (iv) above.

## DIVIDENDS AND DIVIDEND POLICY

### Limitations and Requirements

Under Philippine law, a corporation can only declare dividends to the extent that it has unrestricted retained earnings that represent the undistributed earnings of the corporation which have not been allocated for any managerial, contractual or legal purpose and which are free for distribution to our shareholders as dividends. The amount of retained earnings available for declaration as dividends may be determined pursuant to regulations issued by the Philippine SEC. Our board of directors' approval is generally sufficient to approve the distribution of dividends, except in the case of stock dividends which requires the approval of stockholders representing not less than two-thirds of the outstanding capital stock at a regular or special meeting duly called for the purpose. From time to time, we may reallocate capital among our subsidiaries depending on our business requirements.

The Philippine Corporation Code generally requires a Philippine corporation with retained earnings in excess of 100% of its paid-in capital to declare and distribute as dividends the amount of such surplus. Notwithstanding this general requirement, a Philippine corporation may retain all or any portion of such surplus in the following cases: (i) when justified by definite expansion plans approved by the board of directors; (ii) when the required consent of any financing institution or creditor to such distribution has not been secured; (iii) when retention is necessary under special circumstances, such as when there is a need for special reserves for probable contingencies; or (iv) when the non-distribution of dividends is consistent with the policy or requirement of a Government office.

We are allowed under Philippine laws to declare cash, property and stock dividends, subject to certain requirements. See *"Description of the Shares—Rights Relating to Shares—Dividend Rights."*

Pursuant to existing Philippine SEC rules, cash dividends declared by corporations whose securities are registered or whose shares are listed in the stock exchange must have a record date not less than 10 days nor more than 30 days from the date of declaration. For stock dividends, the record date should not be less than 10 days nor more than 30 days from the date of our shareholders' approval, provided however, that the set record date is not to be less than 10 trading days from receipt by the PSE of the notice of declaration of stock dividend. In the event that a stock dividend is declared in connection with an increase in authorized capital stock, the corresponding record date is to be fixed by the Philippine SEC. In case no record date is specified for the cash and stock dividend declaration, then the same shall be deemed fixed at 15 days from such declaration.

In relation to foreign shareholders, dividends payable may not be remitted using foreign exchange sourced from the Philippine banking system unless the investment was first registered with the BSP. See *"Philippine Foreign Ownership and Foreign Exchange Controls."*

Pursuant to the "Amended Rules Governing Pre-emptive and other Subscription Rights and Declaration of Stock and Cash Dividends" of the Philippine SEC, all cash dividends and stock dividends declared by a company shall be remitted to PDTC for immediate distribution to participants not later than 18 trading days after the record date (the "Payment Date"); provided that in the case of stock dividends, the credit of the stock dividend shall be on the Payment Date which in no case shall be later than the stock dividends' listing date. If the stock dividend shall come from an increase in capital stock, all stock shall be credited to PDTC for immediate distribution to its participants not later than 20 trading days from the record date set by the Philippine SEC, which in no case shall be later than the stock dividends' listing date.

### Dividend History

<i>Date of Declaration</i>	<i>Dividend Payment Date</i>	<i>Amount of Dividends</i>
November 2, 2017	November 3, 2017	P118,323,027
December 27, 2018	March 25, 2019	P45,500,000
June 27, 2019	June 28, 2019	P14,000,000

**Dividend Policy**

We have approved a dividend policy of maintaining an annual cash and/or share dividend pay-out of 30% of our net income after tax from the preceding year on an annual basis, subject to the requirements of applicable laws and regulations, the terms and conditions of our outstanding loan facilities, and the absence of circumstances that may restrict the payment of such dividends, such as where we undertake major projects and developments. Dividends must be approved by our board of directors (and shareholders in case of a stock dividend declaration) and may be declared only from our unrestricted retained earnings. Our board of directors may, at any time, modify our dividend policy or declare special dividends, depending upon our capital expenditure plans and/or any terms of financing facilities entered into to fund our current and future operations and projects. We cannot assure you that we will pay any dividends in the future.

## DETERMINATION OF THE OFFER PRICE

Our Shares shall be listed and traded on the Main Board of the PSE under the symbol “[●]”. We will apply for the Offer Shares to be listed and traded on the PSE under the same symbol. For a description of the PSE, see “The Philippine Stock Market” beginning on page [●].

The Offer Price has been set at up to ₱[1.99] per Offer Share. The Offer Price was determined through a book-building process and discussions among us and the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters. Since the Offer Shares have not been listed on any stock exchange, there has been no market price for Shares derived from day-to-day trading.

The factors considered in determining the Offer Price were, among others, historical financial and operating performance of the Group, our ability to generate earnings and cash flow, our business strategy short and long term prospects, the level of demand from institutional investors, overall market conditions at the time of launch of the Offer and the market price of comparable listed companies. The Offer Price does not have any correlation to the actual book value of the Offer Shares.

## CAPITALIZATION AND INDEBTEDNESS

The following table sets out our debt, shareholders' equity and capitalization as of June 30, 2019, and as 'adjusted to reflect the sale of Firm Shares at the Offer Price of up to ₱[1.99] per Offer. The table should be read in conjunction with our audited financial statements and the notes thereto, included in this Prospectus beginning on page F-1. Other than as described below, [there has been no material change in our capitalization since June 30, 2019].

<i>(In ₱ Millions)</i>	<b>Actual as of June 30, 2019 (Audited)</b>	<b>As Adjusted After Giving Effect to the Offer (Unaudited)</b>
<b>Total debt</b> .....	663.0	663.0
<b>Equity:</b>		
Capital stock.....	160.0	213.4
Additional paid-in capital	0.0	932.7
Other components of equity .....	55.1	55.1
Retained earnings .....	196.6	196.6
<b>Total equity</b> .....	<b>411.7</b>	<b>1,397.8</b>
<b>Total capitalization</b> .....	<b>1,074.7</b>	<b>2,060.8</b>

## DILUTION

We will offer [602,000,000] Offer Shares to the public, to be comprised of up to [533,660,000] unissued common shares to be issued from our authorized and unissued common stock and up to [68,340,000] existing common shares to be offered by the Selling Shareholder, assuming full exercise of the Over-Allotment Option.

Prior to the Offer, we have a total of [1,600,020,000] issued and outstanding shares. Upon listing, we will have up to [2,133,680,000] issued and outstanding shares.

The book value attributable to our Common Shareholders, based on our audited financial statements as of 30 June 2019, was ₱411.7 million. The book value attributable to our Common Shareholders represents the amount of our total equity attributable to equity holders of the Parent Company. Our book value per share is computed by dividing the book value attributable to our shareholders by the equivalent number of Common Shares outstanding. Without taking into account any other changes in such book value after 30 June 2019 other than the sale of 533,660,000 Offer Shares at the Offer Price of ₱[1.99] per Offer Share, and after deduction of the underwriting discounts and commissions and estimated offering expenses of the Offer payable by us, our net book value as of listing would increase to ₱[1,397.8] million, or ₱[0.66] per Common Share]. This represents an immediate increase in net book value of ₱[0.40] per Common Share to existing shareholders, and an immediate dilution of ₱[1.33] per Common Share to purchasers of Offer Shares at the Offer Price of ₱[1.99] per Offer Share.

The following table illustrates dilution on a per share basis based on the Offer Price of ₱[1.99] per Offer Share:

Offer Price per Offer Share	₱[1.99]
<b>Net book value per share as of June 30, 2019</b>	<b>₱[0.26]</b>
Difference in Offer Price per Offer Share and net book value per Offer Share as of June 30, 2019	₱[1.73]
Pro forma book value per Common Share immediately following completion of the Offer	₱[0.66]
Dilution in Pro forma book value per Common Share to investors of the Offer Shares	₱[1.33]

The following table sets forth the shareholdings and percentage of Common Shares outstanding of our existing and new shareholders immediately after completion of the Offer (assuming the Over-allotment Option is not exercised):

	<i>Common Shares</i>	
	Number of Shares	%
Existing Shareholders	<b>1,600,020,000</b>	74.99
New Investors	<b>533,660,000</b>	25.01
<b>TOTAL</b>	<b>2,133,680,000</b>	100%

The following table sets forth the shareholdings and percentage of Common Shares outstanding of our existing and new shareholders immediately after completion of the Offer (assuming the Over-allotment Option is fully exercised):

	<i>Common Shares</i>	
	Number of Shares	%
Existing Shareholders	<b>1,531,680,000</b>	71.79
New Investors	<b>602,000,000</b>	28.21

See also "Risk Factors – Risks Relating to the Offer and the Offer Shares Investors may incur immediate and substantial dilution as a result of purchasing shares in the Offer on page [●] of this Prospectus.

**SELECTED HISTORICAL FINANCIAL AND OPERATING INFORMATION**

**Statements of Comprehensive Income**

(All amounts in thousands Philippine Pesos, except per share data)

	For the years ended December 31,			For six months ended June 30,	
	2016	2017	2018	2018	2019
	<b>Audited</b>			<b>Audited</b>	
Net Sales	₱500,159	₱1,152,567	₱1,579,206	₱726,201	₱941,188
Cost of Sales	(189,112)	(458,332)	(693,470)	(328,804)	(392,154)
<b>Gross Profit</b>	<b>311,047</b>	<b>694,235</b>	<b>885,736</b>	<b>397,397</b>	<b>549,034</b>
Selling and distribution expenses	(170,052)	(369,057)	(607,294)	(277,757)	(390,821)
General and administrative expenses	(25,702)	(79,206)	(131,452)	(57,376)	(69,182)
Interest expense	(49)	(1,233)	(16,065)	(7,409)	(19,900)
Interest income	985	1,432	1,195	96	241
Gain from bargain purchase	-	-	6,437	-	-
Other income	627	1,230	1,361	375	4,838
<b>Income before income tax</b>	<b>116,856</b>	<b>247,401</b>	<b>139,918</b>	<b>55,326</b>	<b>74,210</b>
Provision for (benefit from) income tax					
Current	35,094	74,872	43,339	16,489	14,187
Deferred	(169)	(361)	(3,724)	(140)	8,049
	34,925	74,511	39,615	16,349	22,236
<b>NET INCOME</b>	<b>₱81,931</b>	<b>172,890</b>	<b>100,303</b>	<b>38,977</b>	<b>51,974</b>
<b>OTHER COMPREHENSIVE INCOME</b>					
Actuarial loss on retirement benefit of obligation (net of tax)	-	(46)	-	-	-
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>₱81,931</b>	<b>₱172,844</b>	<b>₱100,303</b>	<b>₱38,977</b>	<b>₱51,974</b>



## CONSOLIDATED BALANCE SHEETS

### Statements of Financial Position

(All amounts in thousands Philippine Pesos)

	As of December 31,			As of June 30,
	2016	2017	2018	2019
		<b>Audited</b>		<b>Audited</b>
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash and cash equivalents	₱135,166	₱294,435	₱260,498	₱204,251
Trade and other receivables	6,859	19,208	55,638	72,690
Merchandise inventories	6,086	38,966	52,025	43,626
Due from related parties	45,696	7,082	40,571	107,322
Deposits and advance rentals	34,996	66,026	85,559	88,918
Financial assets at fair value through profit or loss (FVPL)	11,080	11,236	–	–
Other current assets	1	5,800	6,344	36,962
<b>Total Current Assets</b>	<b>239,884</b>	<b>442,753</b>	<b>500,635</b>	<b>553,769</b>
<b>Noncurrent Assets</b>				
Property and equipment	12,918	84,460	182,742	191,310
Intangible assets	–	201,335	214,309	214,023
Right-of-use assets	–	–	–	108,931
Deferred input VAT	–	–	2,379	2,224
Deferred tax assets	230	611	4,334	4,481
<b>Total Noncurrent Assets</b>	<b>13,148</b>	<b>286,406</b>	<b>403,764</b>	<b>520,969</b>
<b>TOTAL ASSETS</b>	<b>₱253,032</b>	<b>₱729,159</b>	<b>₱904,399</b>	<b>₱1,074,738</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Current Liabilities</b>				
Trade and other payables	₱26,940	₱48,400	₱112,682	₱104,260
Current portion of notes payable	–	311,750	283,689	343,740
Current portion of lease liabilities	–	–	–	24,224
Current portion of mortgage payable	286	1,131	2,589	2,789
Due to related parties	6,383	7,910	22,117	11,906
Dividends payable	–	–	45,500	–
Income tax payable	25,930	36,044	30,865	9,682
<b>Total Current Liabilities</b>	<b>₱59,539</b>	<b>₱405,235</b>	<b>₱497,442</b>	<b>₱496,601</b>

(Forward)

(Carryforward)

	As of December 31,			As of June 30,
	Audited			Audited
	2016	2017	2018	2019
<b>Noncurrent Liabilities</b>				
Notes payable – net of current portion	₱–	₱–	₱27,624	₱65,540
Lease liabilities – net of current portion	–	–	–	87,563
Mortgage payable – net of current portion	337	3,294	3,372	2,420
Retirement benefits liability	432	1,702	2,230	2,713
Deferred tax Liability	–	–	–	8,196
Total Noncurrent Liabilities	769	4,996	33,226	166,432
<b>Total Liabilities</b>	<b>60,308</b>	<b>410,231</b>	<b>530,668</b>	<b>663,033</b>
<b>Equity attributable to Equity Holders of the Parent Company</b>				
Capital stock	132,250	160,000	160,000	160,000
Shares held by subsidiaries – at cost	(52,000)	–	–	–
Retained earnings	83,540	103,781	158,584	196,558
Other equity reserves	4,219	55,193	55,193	55,193
Other comprehensive loss	–	(46)	(46)	(46)
Total Equity Attributable to Equity Holders of the Parent Company	168,009	318,928	373,731	411,705
<b>Non-controlling Interest</b>	<b>24,715</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Total Equity</b>	<b>192,724</b>	<b>318,928</b>	<b>373,731</b>	<b>411,705</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>₱253,032</b>	<b>₱729,159</b>	<b>₱904,399</b>	<b>₱1,074,738</b>

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	For the years ended December 31,			For 6 months ended June 30,	
	Audited			Audited	
	2016	2017	2018	2018	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
Income before income tax	₱116,856	₱247,401	₱139,918	₱55,326	₱74,210
Adjustments for:					
Depreciation and amortization	4,727	15,641	53,425	26,159	47,474
Interest expense	49	1,233	16,065	7,409	19,900
Unrealized foreign exchange loss	-	-	-	-	908
Provision for doubtful accounts	333	-	-	-	-
Interest income	(985)	(1,432)	(1,195)	(96)	(241)
Retirement benefit expense	230	1,203	528	467	483
Gain from bargain purchase	-	-	(6,437)	-	-
Unrealized gain on exchanges in FVPL	(81)	(157)	-	-	-
Operating income before working capital changes	121,129	263,889	202,304	89,265	142,734
Decrease (increase) in:					
Trade and other receivables	(7,191)	(12,350)	(36,430)	(39,743)	(17,052)
Merchandise Inventories	494	(32,880)	(13,059)	10,263	8,399
Deposits and advance rentals	(12,920)	(31,030)	(19,533)	12,957	(3,359)
Other current assets	-	(5,796)	(4,440)	(23,383)	(31,966)
Deferred input vat	-	-	(2,379)	-	155
Financial assets carried at FVPL	(11,000)	-	11,236	-	-
Increase (decrease) in:					
Trade and other payables	(25,483)	21,460	64,282	15,577	(8,422)
Net cash generated from operations	65,029	203,293	201,981	64,936	90,489
Income tax paid	(11,772)	(64,758)	(48,517)	(39,604)	(34,022)
Interest paid	(49)	(1,233)	(16,065)	(7,409)	(19,900)
Interest received	985	1,432	1,195	96	241
<b>Net cash flows from operating activities</b>	<b>₱54,193</b>	<b>₱138,734</b>	<b>₱138,594</b>	<b>₱18,019</b>	<b>₱36,808</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Acquisitions of:					
Property and equipment	(6,448)	(87,076)	(146,439)	(63,386)	(43,165)
Intangible assets	-	(201,442)	(7,909)	-	-
					(316,836)
Advances to related parties	(45,696)	(7,452)	(40,571)	(79,577)	
Collection of advances to related parties	-	46,065	7,082	-	250,085
<b>Net cash flows from investing activities</b>	<b>(52,144)</b>	<b>(249,905)</b>	<b>(187,837)</b>	<b>(142,963)</b>	<b>(109,916)</b>
	For the years ended December 31,			Six months ended June 30,	

	Audited			Audited	
	2016	2017	2018	2018	2019
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from:					
Issuance of promissory notes	–	311,750	246,700	–	198,916
Due to related parties	–	3,109	15,463	18,351	32,121
Availment of mortgage loan	872	4,804	3,988	2,623	500
Stock subscription	7,250	27,750	–	–	–
Payments made to:					
Notes payable	–	–	(247,137)	(3,750)	(100,949)
Mortgage payable	(249)	(1,002)	(2,452)	(1,344)	(1,252)
Right-of-use assets	–	–	–	–	(9,735)
Advances from related parties	(31,213)	(1,582)	(1,256)	–	(42,332)
Cash dividends	–	(118,327)	–	–	(59,500)
Acquisition of noncontrolling interest	–	(8,063)	–	–	–
Acquisition of shares held by subsidiaries	(39,000)	–	–	–	–
Proceeds from sale of shares held by subsidiaries	--	52,000	–	–	–
Collection of subscription receivable	92,000	1	–	–	–
Net cash flows from financing activities	₱29,660	₱270,440	₱15,306	₱15,880	₱17,769
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>					
	–	–	–	–	(908)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>					
	₱31,709	₱159,269	(₱33,937)	(₱109,064)	(₱56,247)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>					
	103,457	135,166	294,435	294,435	260,498
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>					
	₱135,166	₱294,435	₱260,498	₱185,371	₱204,251
<b>SUPPLEMENTAL DISCLOSURE ON NON-CASH ACTIVITY</b>					
Recognition of right-of-use assets					108,931
Recognition of lease liabilities					111,787
Reclassification of advances to suppliers to property and equipment	₱–	₱–	₱3,896	–	–

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*Prospective investors should read the following discussion and analysis of the Group's financial condition and results of operations together with audited consolidated financial statements of the Group and the notes thereto included elsewhere in this prospectus and the section entitled "Selected Financial and Operating Information". Unless otherwise indicated, this discussion and analysis of the Group's financial condition and results of operations for the six-month periods ended June 30, 2019 and 2018 and as at and for the years ended December 31, 2018, 2017 and 2016 are based on the Group's consolidated audited financial statements.*

### **Factors Affecting the Group's Results of Operations and Financial Condition**

The Group's results of operations are affected by a variety of factors. Set out below is a discussion of the most significant factors that have affected the Group's results in the past and which the Group expects to affect its financial results in the future. Factors other than those set out below could also have a significant impact on the Group's results of operations and financial condition in the future. See "Risk Factors".

#### ***Expansion of the Group's Store Network***

The volume of products that the Group is able to sell is mainly affected by the number of stores and store locations the Group is able to open and operate in. The Group continuously strives to expand its market coverage by opening new stores in various growth areas in the country.

Operating in varied locations governed by different local regulators and authorities also entails dealing with diverse local laws and regulations which require customized approaches and processes that may impede the set up and opening of new stores as scheduled. Laws and regulations at the local level change more frequently and the changes can impose additional costs and other compliance requirements that the Group may not be able to immediately address. Succeeding years' sales is adversely affected when scheduled new store openings are delayed. Delay in the rollout of new stores will adversely affect the business, results of operation and financial condition of the Group.

From 2016 to June 30, 2019, the Group operated the following no. of stores:

Stores	Dec 2016	Dec 2017	Dec 2018	Jun 2019
Group-owned	348	639	745	774
Franchised	66	180	185	175
Stores (period-end)	414	819	930	949

The Group had its biggest store network expansion in 2017, when 405 stores were added compared to 2016; this included the 216 stores which became part of the Group as part of the reorganization. In 1H2019, relatively fewer stores were added to the network as expansion has historically been faster in the second half of the year.

In addition, while new store openings increase revenues of the Group, costs also increase especially during construction and when the newly opened stores have not reached their full revenue potential.

#### ***Economic, Social, and Political Conditions in the Philippines***

The Group's operations have been substantially affected and will continue to be affected by the economic, social and political conditions in the Philippines.

The continuing demand for our products is directly related to the strength of the Philippine economy, including overall growth rate and volume of business activities in the country.

The Philippine economy, in the last few years, has been in a continuous growth curve. The country's growth has been and continues to be driven by domestic consumption. With the healthy growth the Philippine economy has been achieving in the last few years, the Group was able to capitalize on this and expand its store network. In general, any weakening of the Philippine economy may adversely affect consumer sentiment and lead to a decrease in demand for the Group's products.

### **Cost of Sales**

Cost of sales primarily comprises inventory costs, but also includes direct labor and manufacturing overhead.

For 2016, 2017, 2018 and the six months ended June 30, 2018 and 2019, our cost of sales amounted to P189.1 million, P458.3 million, P693.5 million P328.8 million and P392.2 million, respectively, representing 37.8%, 39.8%, 43.9%, 45.3% and 41.7% of our revenue for each such period. Raw material prices have a significant effect on our results of operations.

### **Competition**

Sales at our Group-owned and franchised stores are affected by competition from other competitors. We compete on the basis of taste, menu offerings, quality and price of food and beverages offered, customer service, and location. We believe that our concepts, attractive value proposition, and quality of food, beverages and service enable us to differentiate ourselves from our competitors.

### **Seasonality**

We experience seasonal fluctuations in our net sales. Historically, our strongest sales levels occur in the months of April, May and December, and our lowest sales levels occur in January and the third quarter.

We take advantage of stronger seasonal sales by implementing campaigns geared towards increasing average spend per customer and launching marketing strategies to increase transaction count during seasons with lower sales levels.

### **Critical Accounting Policies**

Critical accounting policies are those that are both (i) relevant to the presentation of the Group's financial condition and results of operations and (ii) require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the possible future resolution of the uncertainties increase, those judgments become even more subjective and complex.

The significant accounting and financial reporting policies that have been used in the preparation of the audited financial statements are summarized below. These policies have been consistently applied to all the periods presented, unless otherwise stated. For more information on the Group's significant accounting and financial reporting policies, see Note [ ], starting on page [ ] of the notes to consolidated financial statements in the 1H2019 audited financial statements of the Group included elsewhere in this Prospectus.

## **FINANCIAL POSITION**

### **For the six months ended 30 June 2019 compared to 31 December 2018**

Our total assets stood at ₱ 1,078.1 million as of June 30, 2019, an increase of 18.8% from the total assets of ₱ 904.4 million as of December 31, 2018.

Cash and cash equivalents stood at ₱204.3 million as of June 30, 2019, a decrease of 21.6% from the amount of ₱ 260.5 million as of December 31, 2018. The decline in cash level is attributed to net cash outflows from investing activities of ₱ 109.9 million outpacing combined net cash inflows from operating activities and financing activities of ₱ 54.6 million..

Trade and other receivables stood at ₱ 72.7 million as of June 30, 2019, higher by 30.5% than the trade and other receivables of ₱55.6 million as of December 31, 2018. Trade receivables represent mainly outstanding receivables from franchisees. The increase was due to higher volume of sales to franchisees in 2019.

Merchandise inventory stood at ₱ 43.6 million as of June 30, 2019, lower by 16.1% than the total merchandise inventory of ₱52.0 million as of December 31, 2018. The decrease over this period was due to the Group's conscious effort to reduce inventory levels.

Property and equipment stood at ₦ 191.3 as of June 30, 2019, higher by 4.7% than the property and equipment as of December 31, 2018, of ₦ 182.74 million. The increase over this period was due to continued store network expansion.

Trade and other payables stood at ₦ 104.3 million as of June 30, 2019, lower by 7.5% than the trade and other payables as of December 31, 2018, of ₦112.7 million. This decrease in trade and other payables over this period was due to substantial settlement of outstanding payables as end-2018, [•].

Mortgage payable stood at ₦ 5.21 million as of June 30, 2019, a 12.58% decrease from December 31, 2018, where mortgage payable stood at ₦5.96 Million, The decrease in mortgage payable is due to [repayments of the mortgage].

Notes Payable as of June 30, 2019 stood at ₦409.3 million, a 31.5% increase from December 31, 2018 when the outstanding balance stood at ₦311.3 million. The Notes Payable were sourced from local commercial banks, to finance its working capital requirements and provide ample liquidity for planned future expansion.

Capital stock stood at ₦160 million as of June 30, 2019, unchanged from the total capital stock of ₦160 million as of December 31, 2018.

Total equity stood at ₦411.7 million as of June 30, 2019, which was an increase of 10.2% from December 31, 2018, where total equity was at ₦373.7 million. Total equity increased over this period due to addition of net income of ₦52.0 million for the period, which was reduced by the declaration of ₦14.0 million of dividends..

#### **As of and for the years ended 31 December 2018 and 31 December 2017**

Our total assets stood at ₦ 904.4 million as of December 31, 2018, higher by 24.0% than the total assets of ₦729.2 million as of December 31, 2017.

Cash and cash equivalents stood at ₦ 260.5 million as of December 31, 2018, lower by 11.5% than the amount of ₦294.4 million as of December 31, 2017. The decrease was due to net cash outflows from investing activities of ₦ 187.8 million outpacing combined net cash inflows from operating activities and financing activities of ₦ 153.9 million in 2018.

Trade and other receivables stood at ₦ 55.6 Million as of December 31, 2018, higher by 189.7% than the trade and other receivables of ₦19.2 million as of December 31, 2017. The increase during this period was due to higher volume of sales to franchisees.

Merchandise inventory stood at ₦ 52.0 million as of December 31, 2018, higher by 33.5% than the total merchandise inventory of ₦39.0 million as of December 31, 2017. The increase from 2017 to 2018 was due to the store network expansion of the Group.

Property and equipment stood at ₦ 182.7 million in 2018, higher by 116.4% than the property and equipment in 2017, of ₦ 84.5 million. The increase from 2017 to 2018 was due to the store improvement program implemented during the year.

Trade and other payables stood at ₦ 112.7 million in 2018, higher by 132.8% than the trade and other payables in 2017, of ₦48.4 million. The increase in trade and other payables from 2017 to 2018 was due to the increased level of purchases for the period.

Mortgage payable stood at ₦ 5.96 million in 2018, a 34.54% increase from 2017, where mortgage payable stood at ₦4.43 Million. The increase in mortgage payable is due to additional vehicle acquired.

Notes Payable in 2018 stood at ₦311.1 million, a slight decrease of 0.2% from 2017 when the outstanding balance stood at ₦311.8 million. The Notes Payable were sourced from local commercial banks, to finance its working capital requirements.

Capital stock stood at ₦160 million as of December 31, 2018, unchanged from ₦160 million in 2017.

Total equity stood at ₦373.7 million in 2018, which was an increase of 15.2% from 2017, where total equity was at ₦318.9 million. Total equity increased from 2017 to 2018 due to addition of net income of ₦100.3 million for the period, which was reduced by the declaration of ₦45.5 million of dividends.

## **As of and for the years ended 31 December 2017 and 31 December 2016**

Our total assets stood ₦729.2 million as of December 31, 2017, which was higher by 188.2% than the total assets of ₦253.0 million as of December 31, 2016.

Cash and cash equivalents stood at ₦294.4 million as of December 31, 2017, which was higher by 117.8% than the cash level of ₦135.2 million as of December 31, 2016, driven by strong cash flow from operating activities and proceeds from issuance of promissory notes .

Trade and other receivables stood at ₦19.2 million as of December 31, 2017, which was higher by 180.1% than the trade receivables of ₦6.9 million as of December 31, 2016. The increase was due to the increased number of franchisees in 2017.

Merchandise inventory stood at ₦39.0 million as of December 31, 2017, which was higher by 540.2% than the total merchandise inventory of ₦6.1 million as of end-2016. The increase from 2016 to 2017 was due to the significant store network expansion of the Group.

Property and equipment stood at ₦ 84.5 million as of December 31, 2017, which was 553.8% higher than the property and equipment as of December 31, 2016, of ₦ 12.9 million. The increase from 2016 to 2017 was due to the significant number of stores added in 2017.

Trade and other payables stood at ₦48.4 million as of December 31, 2017. This was 79.7% higher than the trade and other payables as of December 31, 2016, of ₦ 26.9 million. The increase in trade and other payables during this period was due to the increased level of purchases for the period.

Mortgage payable stood at ₦4.43 Million as of December 31 2017, which was an increase of 710.39% from the mortgage payable as of December 31, 2016 of ₦622,982. The increase in mortgage payable was due to additional vehicle acquired.

Notes Payable as of December 31, 2017 had an outstanding balance of ₦311.8 million, which was drawn to fund expansion activities..

Capital stock stood at ₦160 million as of December 31, 2017, which was a 9.6% increase from ₦132.3 million in 2016. Capital stock increased because in 2016, new shares worth ₦27.7 million were issued at par.

Total equity stood at ₦318.9 million as of December 31, 2017, which was an increase of 165.5% from total equity in December 31, 2016 of ₦192.7 million. Total equity increased from 2016 to 2017 due to sale of FHI shares held by subsidiaries, increase in retained earnings, and addition in other equity reserves as FHI increased its ownership of its subsidiaries to 100%.

## **Results of Operations**

### **Six-month period ended June 30, 2019 compared with six-month period ended June 30, 2018***Revenues*

The Group generated revenues of ₦941.2 million for the six-month period ended June 30, 2019, a 29.6% or ₦215.0 million upswing from the same period in 2018, which closed at ₦726.2 million. The increase was driven by the hike in revenues of existing stores and sales from the new stores that opened during the year.

#### *Cost of Sales*

Cost of sales for the six months ended June 30, 2019 closed at ₦392.2 million, 19.3% or ₦63.4 million increase over the same period in 2018 which closed at ₦328.8 million. The rise is attributable mainly to the increase in revenues. The Group was able to improve its gross profit margin which registered at 58.3% for the first six months of 2019 versus the 54.7% of the same period in 2018.

#### *Operating Expenses*



The Group's operating expenses settled at ₱460.0 million at the close of the first six months of 2019, a 37.2% or a ₱124.8 million increase from the same period in 2018. The uptick was attributed to the increased business volume in 2019, which drove manpower expenses and rent expense.

#### *Income Tax Expense*

Income tax expense jumped by 36.0% from ₱16.3 million in the first six months of 2018 to ₱22.2 million for the first six months of 2019 in view of the 34.1% upswing in income before tax, which closed at ₱74.2 million for the first six months of 2019 from ₱55.3 million for the same period the prior year.

#### *Net income*

Net income for the six months ended June 30, 2019 closed at ₱52.0 million, a 33.3% or ₱13.0 million upsurge from the same period of the prior year of ₱39.0 million driven by the increase in revenues and overall slight improvement in margins.

### **Year ended December 31, 2018 compared with year ended December 31, 2017**

#### *Revenues*

For the year ended December 31, 2018, the Group recorded revenues of ₱1,579.2 million, a 37.0% or a ₱426.6 million improvement from the ₱1,152.6 million in the year ended December 31, 2017. The Group added 111 stores in 2018, or a 13.9% growth in store network from 819 as of end-2017 to 930 as of end-2018.

#### *Cost of Sales*

The Group's cost of sales for the year ended December 31, 2018 totaled ₱693.5 million, a 51.3% or ₱235.1 million increase over the prior year's level of ₱458.3 million. The increase in cost of sales was attributable to store expansions, increased raw material costs, and increased labor and manufacturing overhead costs. Gross profit margin declined from 60.2% in 2017 to 56.1% in 2018 as the Group decided not to fully pass on the cost increase to its customers.

#### *Operating Expenses*

At the close of 2018, the Group's operating expenses reached ₱738.7 million, ₱290.5 million or 64.8% higher than the expenses incurred of ₱448.3 million in 2017. The Group's major operating expenses include manpower, rent, utilities, and depreciation and amortization. Apart from the increase attributable to the increased volume of sales, the significant increase in operating expenses was driven by increase in manpower complement both at the store level and the head office, and adjustment in compensation levels. Depreciation and amortization which formed part of operating expenses increased from ₱15.6 million in 2017 to ₱53.4 million in 2018, which was driven by the increased capital expenditure in 2017 due to store network expansion. Repairs and maintenance expense also increased from ₱7.0 million in 2017 to ₱15.4 million in 2018 as the Group improved its stores.

#### *Income Tax Expense*

Provision for income tax for the year 2018 amounted to ₱39.6 million compared to ₱74.5 million for 2017. The substantial ₱34.9 million decline is attributable mainly to the decrease in income before tax, which dipped by ₱107.5 million from ₱247.4 million in 2017 to close at ₱140.0 million by the end of 2018.

#### *Net income*

Net income for the year ended December 31, 2018 reached ₱100.3 million, a ₱72.6 million or approximately 42.0% decrease from the prior year's ₱172.9 million. This included a ₱6.4 million gain from bargain purchase of Sabroso Lechon assets. Net margin declined to 6.4% in 2018 compared to the previous year's 15.0%.

### **Year ended December 31, 2017 compared with year ended December 31, 2016**

### *Revenues*

For the year ended December 31, 2017, revenues generated by the Group reached ₱1,152.6 million, a 130.4% or a ₱652.4 million upswing over revenues of ₱500.2 million in the year ended December 31, 2016. The substantial growth came from the increase in sales volume fueled by the addition of 405 stores. This is a 97.8% increase in the number of stores from end-2016.

### *Cost of Sales*

The Group's cost of sales for the year ended December 31, 2017 reached ₱458.3 million, a 142.3% or a ₱269.2 million hike over the prior year's level of ₱189.1 million. The substantial increase was due primarily to the increase in sales volume. The increase in cost of sales was also attributable to the increase in raw material costs.

### *Operating Expenses*

By the end of 2017, the Group's operating expenses amounted to ₱448.3 million, increasing by ₱252.5 million or 129.0% from the operating expenses incurred in 2016 totaling ₱195.8 million. The increase was due mainly to higher sales volume and number of stores.

### *Income Tax Expense*

In view of the substantial increase in Income before tax, as a result of the significant increase in revenues in addition to controlled operating expenses, provision for income tax significantly rose by 113.3% or ₱39.6 million to settle at ₱74.5 million from the 2016 level of ₱34.9 million.

### *Net income*

For the year ended December 31, 2017, net income amounted to ₱172.9 million, a ₱90.9 million or 111.0% increase from the ₱81.9 million net income recorded at the close of 2016.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Group's principal liquidity requirements are for both operating and capital expenditures which are comprised of inventory purchases, store improvements, logistical infrastructure and store network expansion among others.

The Group's principal sources of liquidity are from internally generated cash from operations and bank loans. For the six-month period ended June 30, 2019, the Group had total current assets of ₱553.8 million, of which cash and cash equivalents accounted for 36.9% or ₱204.3 million. This was against the Group's total current liabilities of ₱496.6 million, of which ₱104.3 million were trade and other payables and ₱343.7 million represented current portion of notes payable.

The Group expects a growth in its working capital due to increased sales and store network expansion. Moving forward, the Group expects to fund these requirements from its operating cash flows and borrowings. The Group intends to use a portion of the proceeds from the Offer to partially pay off debt. See "Use of Proceeds" beginning on page [ • ] of this Prospectus.

The Group may also, from time to time, seek other sources of funding, which may include debt or equity financing, depending on its financing needs and market conditions. In the course of conducting its business, the Group has, and will continue, to incur short-term debt from several banking institutions.

### **Cash flows from operating activities**

The net cash generated from the Group's operations for the six months ended June 30, 2019 was ₱36.8 million which consisted of income before income tax of ₱74.2 million. Working capital changes meanwhile amounted to an outflow of ₱50.9 million.

The net cash generated from the Group's operations for the year ended December 31, 2018 was ₱138.6 million which consisted of income before income tax of ₱139.9 million. Working capital changes which comprised of increases in

inventories and trade receivables as the Group expanded its store networks, offset by the increase in trade payables and in other net operating assets, meanwhile, amounted to ₱0.2 million.

For the year ended December 31, 2017, cash used by operating activities amounted to ₱138.7 million. While trade and other payables increased to ₱21.5 million from a decrease of ₱25.5 million in 2016, the cash generated from operations was boosted mainly due to the increase in operating income.

In 2016, net cash used in operating activities totaled ₱54.2 million. Operating income before working capital adjustments generated cash of ₱121.1 million but working capital changes yielded a net outflow of ₱56.1 million.

#### **Cash flows from investing activities**

Net cash used in investing activities amounted to ₱109.9 million for the six months ended June 30, 2019 and ₱ 142.9 million for the six months ended June 30, 2018. For the year ended December 31, 2018, the Group's net cash used in investing activities, which included acquisition of store equipment and furniture and fixtures, amounted to ₱187.8 million. For the year 2017, cash used in investing activities totaled ₱249.9 million while in 2016, a total of ₱52.1 million cash was used.

#### **Cash flows from financing activities**

The net cash provided by financing activities for the six months ended June 30, 2019, six months ended June 30, 2018 and year ended December 31, 2018 totaled ₱17.8 million, ₱15.8 million and ₱15.3 million, respectively. For 2017, net cash flows from financing activities amounted to ₱270.4 million, of which the key components were ₱311.8 million in issuance of promissory notes partly offset by payment of ₱118.3 million of cash dividends. In 2016, net cash provided by financing activities reached ₱29.7 million.

#### **Debt Obligations and Facilities**

The Group's total amount of current liabilities as of June 30, 2019 was ₱496.6 million, the major components of which were trade and other payables of ₱104.3 million, current portion of notes payable of ₱343.7 million, and current portion of lease liabilities of ₱24.2 million. The total amount of noncurrent liabilities as of June 30, 2019 was ₱166.4 million, the major components of which were notes payable (net of current portion) of ₱65.5 million and lease liabilities (net of current portion) of ₱87.6 million.

The Group intends to repay, with proceeds from the Offer, existing indebtedness of up to ₱150 million relating to loans with terms of less than one year which were incurred primarily to fund working capital requirements given expanding sales revenue. See "Use of Proceeds" beginning on page [ ] of this Prospectus.

## KEY PERFORMANCE INDICATORS

Below are the major performance measures that the Group uses. The Group employs analyses using comparisons and measurements based on the financial data for current periods against the same period of the previous year.

	For the years ended December 31			For the six months ended June 30
	2016	2017	2018	2019
Gross Profit Margin	62.2%	60.2%	56.1%	58.3%
Net Income Margin	16.4%	15.0%	6.4%	5.5%
EBITDA (₱ thousands)	120,648	262,843	208,213	141,343
EBITDA Margin	24.1%	22.8%	13.2%	15.0%
Return on Average Assets	41.3%	35.2%	12.3%	10.5%
Return on Average Equity	67.4%	67.6%	29.0%	26.5%
Current Ratio	402.9%	109.3%	100.6%	110.0%
Debt to Equity Ratio	31.3%	128.6%	142.0%	161.0%

<sup>1</sup> Gross Profit Margin is gross profit as a percentage of revenues

<sup>2</sup> Net Income Margin is net income as a percentage of revenues

<sup>3</sup> EBITDA is defined as earnings before interest, tax, depreciation and amortization

<sup>4</sup> EBITDA margin is EBITDA as a percentage of revenues

<sup>5</sup> Return on Average Assets is net income as a percentage of the average of the assets as at year-end and assets as at end of the immediately preceding year; annualized for the six months ended June 30, 2019

<sup>6</sup> Return on Average Equity is net income as a percentage of the average of the equity as at year-end and equity as at end of the immediately preceding year; annualized for the six months ended June 30, 2019

<sup>7</sup> Current Ratio is current assets divided by current liabilities

<sup>8</sup> Debt to Equity Ratio is total liabilities over total equity

## FINANCIAL RISK DISCLOSURE

The Group is not aware of any known trends, demands, commitments, events, or uncertainties that will have a material impact on the Group's liquidity.

The Group is not aware of any event that will trigger direct or contingent financial obligation that is material to the Group, including default or acceleration of any obligation.

The Group does not have any off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period.

The Group is not aware of any trends, events, or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

The Group does not have any significant elements of income or loss that did not arise from its continuing operations.

The Group does not have any seasonal aspects that had a material effect on the financial conditions or results of operations.

## QUALITATIVE AND QUANTITATIVE DISCLOSURE OF MARKET RISK

### Credit Risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities and from its deposits with banks and financial institutions.

### *Liquidity Risk*

Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial instruments. It may result from either the inability to sell assets quickly at fair values or failure to collect from counterparty.

### *Interest Rate Risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to its notes payable and mortgage payable. The Group obtains additional financing through bank borrowings. The Group's policy is to obtain the most favorable interest rates available.

### *Foreign Currency Risk*

The Group undertakes certain transactions denominated in foreign currencies, primarily in U.S. Dollars giving rise to exposures to exchange rate fluctuations. Foreign exchange risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Group's functional currency. Significant fluctuation in the exchange rates could significantly affect the Group's financial position.

The Group manages its foreign exchange exposure risk by matching, as far as possible, receipts and payments in each individual currency. Foreign currency is converted into the relevant domestic currency as and when the management deems necessary. The unhedged exposure is reviewed and monitored closely on an ongoing basis and management will consider hedging any material exposure where appropriate.

The Group's U.S. Dollar denominated financial asset as at June 30, 2019 is considered immaterial in relation to the consolidated financial statements. Thus, management believes that the Group's exposure to foreign currency risk is insignificant.

### *Commodity Risk*

The Group mitigates commodity risk through sales and purchase agreements with various vendors and distributors to ensure availability of materials and maintain competitive prices.

## BUSINESS

### Overview and Corporate History

Fruititas Holdings, Inc. (“FHI”) serves as the holding company of food and beverage kiosk operators with more than 20 active brands across its portfolio. As of June 30, 2019, it has a total of 949 stores across the Philippines. The Group serves Philippine consumers daily with fresh fruit shakes and juices, lemonade, coolers, milk tea, desserts, meat-filled pastries, and *lechon* (roasted pig), among other products.

FHI traces its roots from Lush Enterprises Corporation (“LEC”), which was incorporated by Mr. Lester Yu in 2000. LEC opened its first “*Fruititas Fresh From Babot’s Farm*” store in 2002 at SM Manila. Fast forward to 2019, FHI has more than 900 stores across the Philippines generally located in prime commercial establishments and institutions. Since its establishment, FHI, its Subsidiaries, and other indirect subsidiaries Green Empire International Limited and Oceanic Limited (the “Group”) has expanded its brand portfolio to include *Buko Loco*, *Buko ni Fruititas*, *Juice Avenue*, *Johnn Lemon*, *Black Pearl*, *Tea Rex*, *De Original Jamaican Pattie Shop and Juice Bar*, *The Mango Farm*, and *Sabroso Lechon* to name a few. The Group continues to make its mark in the industry through the growth of its store network, expansion through acquisitions, and development of new business concepts and formats. In addition, FHI through one of its subsidiaries, Fruititasgroup Incorporated (“FGI”), operates 2 foodparks which are both situated in Quezon City, Philippines.

The Group’s main production facilities are strategically located in Metro Manila, Philippines for more efficient supply chain operations. The Group maintains its own logistics facilities to deliver various materials, supplies, and products to its stores.

The Group considers itself as one of the largest food and beverage kiosk operators in the Philippines. The multiple brands across its portfolio allows it to serve a wide array of products to the local market. The kiosk format enables the Group to be flexible and expand faster. The Group believes its business model is highly scalable, as evidenced by its store network expansion in the past years.

Certain key dates and milestones for the Group’s business are set forth below.

Year	Milestone
2002	The first Fruititas store was opened in SM Manila. “ <i>Fruititas, Fresh from Babot’s Farm</i> ” was launched.
2004	<i>Juice Avenue</i> was introduced.
2005	Buko ni Fruititas (“BNF”) was launched.
2006	“ <i>The Mango Farm</i> ” was launched.
2008	“ <i>Black Pearl</i> ” was launched.
2011	“ <i>Fruititas Ice Candy</i> ” was launched.
2012	“ <i>Buko Loco</i> ”, “ <i>Friends Fries</i> ”, “ <i>Tea-Rex</i> ” and “ <i>House of Desserts</i> ” were launched.
2013	“ <i>7,107 Halo-Halo Islands</i> ” was introduced.
2015	<ul style="list-style-type: none"> <li>▪ The Lush Company, Inc. (later re-named to Fruititas Holdings, Inc.) was incorporated.</li> <li>▪ In the same year, FHI gained ownership of 95% of Negril Trading, Inc. (“NTI”), which houses the brand “<i>De Original Jamaican Pattie Shop and Juice Bar</i>”.</li> </ul>
2016	<ul style="list-style-type: none"> <li>▪ “<i>Shou</i>”, “<i>Johnn Lemon</i>”, and “<i>Fancie</i>” were introduced.</li> <li>▪ FHI subscribed to new shares in BNF to 91% through an increase in capital by BNF.</li> <li>▪ In the same year, FHI subscribed to new shares of FGI, which provided it 75% equity interest in FGI.</li> <li>▪ FHI also subscribed to additional shares of NTI to increase its ownership to 99%.</li> </ul>
2017	<ul style="list-style-type: none"> <li>▪ FHI acquired 150 Maginhawa St. The Lifestyle Park (later re-named to <i>Uno Cincuenta</i>) from One Fifty Food Place, Inc., a company which is 99.8% owned by Mr. Lester Yu.</li> <li>▪ In October 2017, FGI launched its second foodpark, the <i>Le Village Lifestyle Park</i> which is located in Cordillera Street, Quezon City. “<i>The Pub</i>” and “<i>Munifico</i>” were opened in <i>Le Village Lifestyle Park</i>.</li> <li>▪ “<i>House of Fruititas</i>” and “<i>Cindy’s Candy Cloud</i>” were launched.</li> <li>▪ The Lush Company, Inc. was re-named to <i>Fruititas Holdings, Inc.</i></li> </ul>

	<ul style="list-style-type: none"> <li>▪ In the same year, the Corporate Reorganization was undertaken.</li> </ul>
<b>2018</b>	NTI completed the acquisition of assets of <i>Sabroso Lechon</i>
<b>2019</b>	Fruitas launched its newest campaign: <i>Fresh Ka Pa Ba?</i> which also introduced Sarah Geronimo as the new brand ambassador of Fruitas.

### Corporate Structure and Reorganization

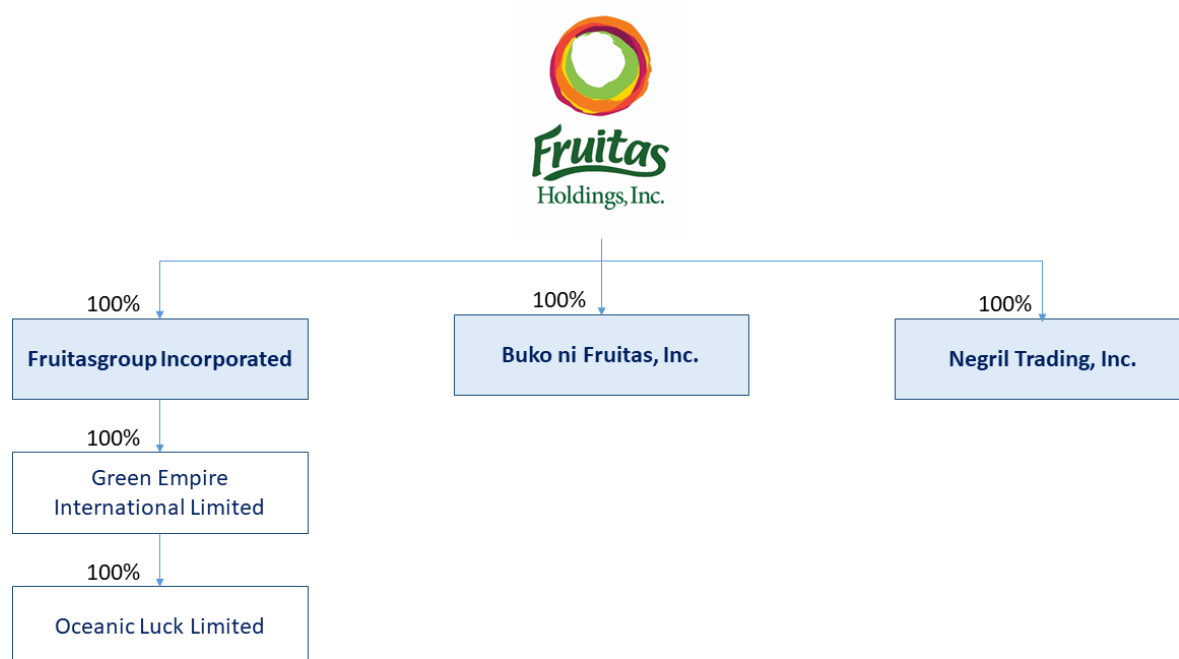
The Group undertook a corporate restructuring in preparation for the Offer, and to implement, among others, the consolidation of ownership by Lush Properties Incorporated (“Lush Properties”) of FHI, and to consolidate the ownership by FHI of its operating subsidiaries, BNF, FGI, and NTI. Prior to the restructuring activities undertaken, FGI, BNF, and LEC each owned 19.7% of the issued and outstanding capital stock of FHI. In February 2017, Lush Properties subscribed to additional 12.7 million common shares of FHI at P1 par value a share equivalent to P12.7 million. Further, Lush Properties acquired existing shares aggregating P87.1 million held by FGI, BNF, LEC, and other individual and corporate stockholders. The transaction increased Lush Properties’ ownership interest in FHI to 87% and accordingly, made Lush Properties the parent company of FHI. In November 2017, FHI received cash subscriptions aggregating P15.0 million from individual and corporate stockholders, diluting Lush Properties’ ownership in FHI to 79%.

In October 2017, FHI acquired additional shares in FGI, BNF, and NTI, thereby increasing FHI’s shareholdings in each of the operating subsidiaries to 100%. FHI also subscribed to additional shares in each of the subsidiaries: 400,000 shares of FGI for P82.0 million, 331,500 shares of BNF for P117.7 million, and 436,625 shares of NTI for P111.3 million.

In various months of 2017, FHI’s Subsidiaries obtained the rights to the lease of 216 outlets previously owned by related and third parties. The primary purpose of the assignment is to integrate the operating activities of various brands to the Group, which will result in the economies of scale and efficiency of operations and more productive use of the properties of the Group.

In August 2017, FGI subscribed to 1 share of Green Empire International Limited. In December 2017, FGI subscribed to additional 40,000 shares of Green Empire International Limited for US\$4.0 million. Green Empire International Limited then completed the acquisition of 100% of Oceanic Luck Limited, a company which held the intellectual property rights for Fruitas, Black Pearl, Juice Avenue, Friends Fries, The Mango Farm, and Shou.

As a result of the above-mentioned acquisitions, the Group’s corporate structure is as follows:



<b>FGI</b>	Operating company primarily housing the stores under Fruitas, Buko Loco, Black Pearl, Johnn Lemon, Juice Avenue, Tea Rex, The Mango Farm, Shou, Friends Fries, 7,107 Halo Halo Islands, Fruitas Ice Candy, and Cindy's Candy Cloud, Munifico, and The Pub brands, among others. It also operates the Le Village and Uno Cinquenta Lifestyle Parks.
<b>BNF</b>	Operating company primarily housing the stores under the Buko ni Fruitas and House of Desserts brands.
<b>NTI</b>	Operating company primarily housing the stores under the De Original Jamaican Pattie Shop and Juice Bar, Sabroso Lechon, and Three Frenchmen Creperie brands.
<b>Green Empire International Limited</b>	Holding company incorporated in the British Virgin Islands which owns Oceanic Luck Limited.
<b>Oceanic Luck Limited</b>	Company incorporated in Samoa holding the intellectual property rights for Fruitas, Black Pearl, Juice Avenue, Friends Fries, The Mango Farm, and Shou

## **Competitive Strengths**

We believe that we benefit from the following competitive strengths which will support our continued growth and profitability.

### ***A strong and broad brand portfolio***

We opened our first Fruitas store in 2002 and were one of the pioneers of the high-quality yet affordable food and beverage kiosk concept in the Philippines. Since then, we have also built up a number of brands which have gained a significant following among Filipinos, and continue to enjoy strong sales. We are the leading kiosk operator offering fruit shakes, buko juice/shakes, lemonade and meat-filled pastries and have strong brand following in fruit juices, coolers and fries, which also represent large categories in the kiosk business.

The Group carries a broad portfolio of home-grown Filipino brands. Through our 17 years of experience, we have developed an excellent understanding of our market, and as of June 30, 2019, we have more than 20 active beverage and food brands for our kiosks/stores, ranging from fruit shakes, fruit juices, coolers, fries, meat-filled pastries, to lemon-based drinks, desserts, and hand-pulled noodles and other Chinese delicacies. Our broad brand portfolio allows us to expand quickly, makes us a preferred choice among lessors, and allows us to effectively compete as we can place appropriate concepts in the right locations. The Group's brands have been built on the basis of value for money, affordability, and consistency of quality, and which cater to customers across the Philippines. We believe we have developed a customer base that regularly consume our products and they value (i) our wide and varied menu of food and beverage offerings; (ii) our fresh and tasty ingredients; (iii) our affordable and attractive price points; and (iv) our accessible locations.

Furthermore, we have a strong ability to bring our products to market using innovative marketing strategies. Our marketing programs are developed by a highly experienced in-house marketing team. To promote our brands, we utilize extensive and innovative marketing campaigns, brand communication campaigns, and advertising campaigns via media platforms such as digital, traditional newspaper, magazine, billboards, television and radio.

Our long operating history has helped us develop a loyal customer base. Our national footprint cannot easily be replicated, having grown since our founding in 2002 to 949 stores across the Philippines as of June 30, 2019.

### ***Multiple store formats as a sales channel, which provides flexibility to tailor stores to suit needs of different local markets.***

We have multiple store formats, ranging from carts to inline food stalls. These various store formats are tailored to suit the needs of our consumers in these markets. Since the Group is present nationwide, we have a deep knowledge and understanding of the areas we operate in. We customize and fit our brands to the preference of our consumers in the area. Based on customer feedback, input from our area supervisors/area managers, and results of the audit on franchised stores, we continually update and improve our stores, in terms of overall look and design and to allow our store staff to serve our customers better.

We complement our Group-owned stores with an established franchise model. We carefully screen and select our franchise partners, extending franchise rights on a per store, per location basis. We seek committed partners who prioritize our brand and share our vision. We prefer our franchise partners to be as knowledgeable, if not more, in establishing and operating in the area of choice. We require our franchisees to provide the same quality of products and same level of experience we offer to our consumers. Franchisees go through a rigorous selection process.





### ***Scalable and sustainable business model***

We believe that we have a well-developed, scalable, and sustainable business model. We benefit from low production costs and economies of scale through our commissaries. Our commissaries supply bottled fresh fruit juices, meat-filled pastries, and *lechon* to our stores. In addition, raw materials and packaging materials are delivered from our strategically-located warehouses.

We have also identified multiple key suppliers or enter into long-term contracts with suppliers of our critical raw materials, which also help us manage costs and maintain the quality and consistency of our menu offerings. We believe that our vast network of Group-owned and franchised stores allow us to enjoy economies of scale especially in the procurement of raw materials from suppliers and marketing costs.

The Group has been investing heavily on its human capital. Additional personnel were hired to further support the operations. The Group decided to take this strategy in anticipation of faster network expansion and to maintain quality of our products and services.

### ***Efficient inventory and logistics management***

Our efficient and scalable operations are enhanced by our largely in-house logistics and distribution services. We currently use 40 vehicles for deliveries of various raw materials, packaging materials and finished goods to our stores.

Replenishment of store inventory is provided through a combination of direct store/kiosk deliveries from our warehouses and cargo/air freight for regular restocking. Furthermore, we increasingly benefit from economies of scale in purchasing and personnel costs, and from service providers for cargo and air freight. As we expand, our efficient network of operations enables us to negotiate favorable contract terms and establish close relationships with suppliers.

The Group believes its investment in its own logistics facilities is beneficial as it entails less cost which helps us control our margins. Owning our own logistics facilities have enabled us to react to market needs swiftly. We have the capability to provide the expected service with less lag time.

### ***The Group is well-positioned to utilize the foodpark business for further growth***

With the Group's 17 years of experience in the food and beverage industry, we have accumulated a strong working knowledge on demand and foot traffic per region, development of successful new concepts, and management of tenant relationships.

The foodpark is a venue for incubation of our new brands and synergies. Foodparks are extensions of our research and development facilities as we want consumers to experience our newest concepts and obtain their feedback on its quality and fit with the market. FHI intends to add two (2) more foodparks in Metro Manila or Luzon on 2020-2021.

### ***Proven track record of brand introductions and acquisitions***

We have had a long history of brand introductions. When introducing new brands, we consider the following: (1) it should synergize with the existing supply chain of the Group; (2) it should be replicable and scalable, allowing us to open multiple branches; (3) it should add value to the Group through strong sales.

In 2012, we were able to introduce Buko Loco to the market. Buko Loco's main difference from other competitors was its pure coconut water and flavored coconut shakes. Because we had the existing commissary to produce such products, we were able to grow the brand to 56 stores as of June 30, 2019. In the last quarter of 2016, we established Johnn Lemon following the trend for lemonade stalls. Our experience from fresh fruit juices enabled us to replicate the success in the lemon juice business category. Johnn Lemon was able to expand from 70 stores by end-2017 to 113 by June 30, 2019.

In June 2015, we successfully acquired Negril Trading, Inc. ("NTI"), the owner of the De Original Jamaican Pattie Shop and Juice Bar brand. We oversaw a successful integration of NTI into our operations. We believe that our takeover of NTI enhanced its operational efficiency and improved product quality. We improved the layout of the Negril commissary through acquiring new equipment for better production yield and shorter production time. Since FHI took operational control of NTI, Jamaican Pattie has grown to 136 stores as of June 30, 2019. NTI's revenues also increased from ₱ 116.4

million in 2015 to ₱ 294.9 million in 2018, including revenues from Sabroso Lechon (as discussed in the succeeding paragraph) in the second half of 2018.

In July 2018, NTI completed the acquisition of Sabroso Lechon's assets, intellectual property rights, recipes and other know-how related to Sabroso Lechon brand following the substantial fulfillment of the closing conditions of the Contract to Sell and Deed of Assignment of Registered Trademark and the payment of the agreed consideration. NTI acquired leasehold improvements of 2 stores, but has since expanded the business to 15 store locations, as of June 30, 2019.

### ***Ideally positioned to take advantage of growing Philippine middle class***

The Philippines is one of the most attractive foodservice markets, driven by economic growth and increasing urbanization. The Philippine economy is primarily driven by consumer expenditure sustained by remittances from overseas Filipinos, strong investment and higher public spending. The rising personal disposable income and expanding working age population and middle income class will further stimulate growth in consumer expenditure. Food spending and eating out spending will continue to drive the growth of food demand. Between 2009 and 2015, total food spending grew by 6.8 percent per annum while eating out spending expanded at a faster rate of 12.6 percent per year during the same period. Eating out spending reached P399B in 2015, about 20 percent of total food spending. By 2018, it is projected to reach P525B, or about 21 percent of total food spending.

Furthermore, we believe that our stores are located in strategic locations nationwide. As of June 30, 2019, our stores, both owned and franchised, numbered 479 in the NCR, 218 in Luzon (outside of the NCR), 202 in the Visayas and 50 in Mindanao. These store locations were selected using a rigorous and stringent selection checklist to ensure an addressable market and a steady flow of customers

Our strength nationwide is not only dependent on our physical stores but with also on our personnel on the ground. Since we own 82% of our stores, we also have manpower who directly serve and monitor the area and market per location. This enables us to formulate our strategies fit for our locations. We gain knowledge and insights on the locations we operate in through our own manpower stationed in our stores.

### ***Highly experienced and nimble management team***

We are led by an experienced and dedicated management team with a proven track record of success. Our senior management team has a combined industry experience of over 50 years. Our President and Chief Executive Officer, Lester C. Yu, opened the first Fruitas store in 2002 and has since been a key driver of its strategy and growth. He was named Emerging Entrepreneur of the Year in the Philippines by Ernst & Young in 2017. In addition, FGI was named a National finalist for Employment and Regional Finalist for Innovation in the ASEAN Business Awards in 2017. Our senior management team remains attuned to operating performance and customer feedback. Also, the team significantly contributes to the research and development process by providing relevant inputs and direction for upgrading existing products and conceptualizing new product offerings to the market. The marketing function is also closely monitored by senior management to ensure effective communication of our brands.

Our executive management team has been able to build and fine-tune our business model through the years, and is responsible for growing our revenue from ₱310 million in 2015 to ₱1.6 billion in 2018 and our net income from ₱13 million in 2015 to ₱100 million in 2018.

Aside from experienced employees within the industry, FHI has also employed highly competent individuals who are highly experienced in their previous fields. These individuals add knowledge and expertise and FHI benefits from their insights in operating the Group.

The list of the Group's management team is located at page [ ] of the prospectus.

### ***Key Strategies, Future Plans, and Projects***

In order to drive sustainable growth, the Group continues to pursue the following strategies:

***Pursue aggressive network expansion to take advantage of Philippine economic expansion as well as rapid urbanization of regions outside Metro Manila***

As of end June 30, 2019, we have an aggregate of 949 stores throughout the Philippines and 2 foodparks in the National Capital Region, and we believe that there are significant development opportunities remaining in the Philippines, especially in underserved provincial areas outside the National Capital Region. We will solidify our presence in existing markets and expand our foothold in fast-growing cities through the expansion and development of our store network and foodparks. The Group is also evaluating sites to consolidate key products as part of the expansion. We are currently developing synergies to further boost the expansion mix. We intend to expand in key locations and fast-growing emerging urban centers over the coming years, particularly in the rest of Luzon (outside NCR), Visayas and Mindanao. With our focus on growth, we target to add approximately 150 to 250 stores annually in 2019-2022.

#### ***Increase same kiosk sales growth***

We target to increase same kiosk sales growth by increasing transaction count and average check through attracting new customers, converting first-time customers into repeat and loyal customers and improving the overall customer experience. We will continue to invest in our brand through advertising and marketing initiatives to further grow customer awareness and build on our existing consumer base.

#### ***Further enhance operations to improve margins and retain competitive product prices***

We have introduced information technology systems to monitor operational performances. In late 2018 and 1H2019, we upgraded our enterprise resource planning system to provide faster feedback on operating and financial information. This will enable us to quickly react to, track and resolve issues such as potential shortage in raw materials. The enhanced system also assists the management in making strategic operational decisions through the reports it provides. The Group continuously develops its operations to control its margins and maintain the price level it offers to the market.

#### ***Innovate and introduce new concepts to satisfy evolving consumer tastes and preferences***

Our area supervisors and area managers provide us constant feedback and allow us to monitor evolving tastes and preferences of our customers. We initially obtain our deep knowledge on consumer preference through our personnel who are always present on the ground. Aside from physical observations, we also add social-media platforms as avenues to monitor consumer preferences. These platforms help us engage with our customers easily and we are able to get quick feedback on existing and new products we offer. In addition, our research and development (R&D) department continuously work on developing new concepts and products created with fresh and high-quality ingredients, as well as new flavors and variants of our existing products, which appeal to our existing customers, and attract new consumers.

We also introduce new and seasonal products which appeal to our customers, and if met with high and consistent demand, we consider incorporating these into our regular menu offerings.

#### ***Acquire other food service brands and businesses and expand in new formats where our cost-efficient model can be replicated***

We intend to acquire other foodservice businesses to accelerate expansion. Our target acquisitions must have a strategic fit with our current operations and create opportunities for synergies with our Group, allowing us to take advantage of our competitive strengths or explore other business segments and add value to our current businesses. We are currently evaluating and performing due diligence on a number of prospective acquisitions, and as of June 30, 2019, there are no definitive agreements signed yet.

#### ***Diversify distribution channels***

The acquisition of the Sabroso Lechon business enabled the Group to expand to the institutional channel. Currently, NTI supplies Sabroso Lechon to selected hotels. FGI also ventured into partnerships to add institutional distribution channels for our fruit juices. Recently, FGI partnered with Andok's which initially offered 50 stores to sell FGI's coconut juice and calamansi juice. In the future, the Group will engage with other institutions to expand our distribution.

Also, FGI has partnered with CocoDelivery as a new on-demand delivery service in bringing coconut juice to consumers within Metro Manila. In addition, the Group has also tapped the services of Grab's food delivery services to add more channels for its brand distribution.

### ***Expand the foodpark business as another growth area for our company***

As part of our expansion strategy, we plan to take advantage of the Philippines' economic advancements by opening foodparks in key cities in NCR and Luzon cities. In addition to our 2 existing foodparks, we plan to open 2 more foodparks up to 2021.

Foodparks provide additional strategic locations for our own stores, allow us to test some of our new concepts and synergies prior to full-blown expansion and identify other interesting concepts for potential collaboration/acquisition. As a hub for incubation, the foodpark business has evolved to more than a revenue-generating asset to the Group. Being able to house new concepts in our foodparks greatly benefits the Group by allowing it to collect data on market feedback without incurring much expense.

As opportunities arise, we may potentially lease suitable spaces in existing commercial establishments to operate our own foodcourts to house FHI brands. We are still in the early stages of assessing potential sites for this business.

### ***Training and development of human capital***

The continuous development of our personnel is essential for our growth. We aim to equip our personnel with the right knowledge and skills to adapt to the ever-changing landscape of our industry.

We continue to provide training and skills development seminars to our staff to increase efficiency and competency at our head office and stores as well as provide them with career advancement opportunities. We intend to create leadership and succession plans to cover all aspects of our operations. We believe that these initiatives will help us retain qualified and competent employees to meet our needs as we grow.

### Brands and menu offerings

No.	Brands	Year Established	Products
1	7,107 Halo Halo Islands	2013	Filipino dessert, halo-halo
2	Black Pearl	2008	Flavored powder drinks served with tapioca pearls
3	Buko Loco Nacoco-loco ang Sarap	2012	Bottled pure coconut juice, flavored coconut juice and buko and fruit smoothies
4	Buko ni Fruitas Fresh from Babot's Farm	2005	Desserts (buko and fruit salads served in coconut shell), fresh coconut juice and buko smoothies (combination of buko meat shaken with other fruits)
5	Cindy's Candy Cloud	2017	Classic cotton candy with several cloud flavors including plain, pineapple, lemon, strawberry and shapes ranging from hearts to animals and cartoon characters
6	Coffee & Tea Co. Coffee talk Since 2003	2019	Coffee & Tea
7	De Original Jamaican Pattie Shop	1991	Baked Jamaican Patties and juices
8	Fancie	2016	Plain frozen yogurt, with freshly chopped fruits plus choice of toppings (strawberry, caramel or chocolate syrup)
9	Friends Fries Crispy Potato. Baked or Fried	2012	French fries
10	Fruitas Fresh from Babot's Farm!	2002	Fresh fruit shakes and juices
11	Fruitas House of Desserts	2012	Dessert, fresh fruit shakes and juices, boba shakes and milktea
12	Fruitas Ice Candy	2012	Ice candy made from blended fresh fruits
13	House of Fruitas	2017	Fresh fruit shakes and smoothies, fresh fruit juices, flavored powder drink, fries, pattie
14	Johnn Lemon	2016	Pure lemonade and lemonade with fruit mixes or tea base
15	Juice Avenue Smoothies Bar	2004	Fresh fruit juice and smoothies
16	Munifico Pizzeria	2017	Pizza, pasta, and chicken
17	Sabroso Lechon	2007	Lechon and other pork-based rice meals
18	Shou Hand- Pulled Noodles	2016	Hand pulled noodles; old Beijing braised beef, rice toppings and dimsum
19	Tea-Rex Milktea with a Bite	2012	Cold brew-based milk tea and fruit tea
20	The Mango Farm	2006	Various mango desserts & shakes
21	The Pub	2017	Stall in Lifestyle Park offering juices, shakes, beer, and cocktails.
22	Three Frenchmen Creperie	2019	Offering savoury and dessert crepes

We are also operating 2 foodparks listed below:

Brands	Year Established	Location
Uno Cinquenta 150 Maginhawa St. The Lifestyle Park	2016	150 Maginhawa St., Quezon City
Le Village The Lifestyle Park	2017	55 Cordillera St., Quezon City

### Stores

BRAND NAME	NUMBER OF STORES	As of December 31			As of June 30
		2016	2017	2018	2019
Black Pearl	Company-owned	40	98	105	105
	Franchised	-	36	32	28
	<b>Total</b>	40	134	137	133
Buko Loco	Company-owned	56	47	47	51
	Franchised	7	5	6	5
	<b>Total</b>	63	52	53	56

Buko ni Fruitas	Company-owned	54	59	54	56
	Franchised	8	2	4	3
	<b>Total</b>	62	61	58	59
Cellar 150	Company-owned	-	1	-	-
	Franchised	-	-	-	-
	<b>Total</b>	-	1	-	-
Cindy's Candy Cloud	Company-owned	-	6	13	13
	Franchised	-	-	-	-
	<b>Total</b>	-	6	13	13
Coffee Talk	Company-owned	-	-	-	-
	Franchised	-	-	-	-
	<b>Total</b>	-	-	-	-
Fancie	Company-owned	-	4	4	3
	Franchised	-	-	-	-
	<b>Total</b>	-	4	4	3
Friends Fries	Company-owned	2	29	37	38
	Franchised	-	5	3	4
	<b>Total</b>	2	34	40	42
Fruitas	Company-owned	79	180	191	205
	Franchised	-	66	69	64
	<b>Total</b>	79	246	260	269
Fruitas Ice Candy	Company-owned	12	9	6	6
	Franchised	7	6	5	8
	<b>Total</b>	19	15	11	14
Halo- halo Islands	Company-owned	1	1	4	4
	Franchised	-	-	-	-
	<b>Total</b>	1	1	4	4
House of Desserts	Company-owned	7	10	11	14
	Franchised	-	1	-	-
	<b>Total</b>	7	11	11	14
House of Fruitas	Company-owned	-	3	1	2
	Franchised	-	1	1	1
	<b>Total</b>	-	4	2	3
Jamaican Pattie	Company-owned	87	71	84	85
	Franchised	44	42	54	51
	<b>Total</b>	131	113	138	136
Jammin' Jamaica	Company-owned	2	1	-	-
	Franchised	-	-	-	-
	<b>Total</b>	2	1	-	-
Johnn Lemon	Company-owned	4	67	112	105
	Franchised	-	3	6	8
	<b>Total</b>	4	70	118	113
Juice Avenue	Company-owned	3	32	25	25
	Franchised	-	7	3	2
	<b>Total</b>	3	39	28	27
Lucky Chan	Company-owned	-	-	7	10
	Franchised	-	-	-	-
	<b>Total</b>	-	-	7	10
Munifico	Company-owned	-	1	2	2
	Franchised	-	-	-	-
	<b>Total</b>	-	1	2	2
Sabroso Lechon	Company-owned	-	-	13	15
	Franchised	-	-	-	-
	<b>Total</b>	-	-	13	15

Shou	Company-owned	-	4	6	6
	Franchised	-	-	-	-
	<b>Total</b>	-	4	6	6
Tea-rex	Company-owned	-	1	3	6
	Franchised	-	2	1	1
	<b>Total</b>	-	3	4	7
The Pub	Company-owned	-	1	2	2
	Franchised	-	-	-	-
	<b>Total</b>	-	1	2	2
The Mango Farm	Company-owned	1	14	17	17
	Franchised	-	4	1	-
	<b>Total</b>	1	18	18	17
Three Frenchmen	Company-owned	-	-	-	3
	Franchised	-	-	-	-
	<b>Total</b>	-	-	-	3
UVA	Company-owned	-	-	1	1
	Franchised	-	-	-	-
	<b>Total</b>	-	-	1	1
<b>TOTAL</b>		<b>414</b>	<b>819</b>	<b>930</b>	<b>949</b>

#### Store Breakdown Per Region

Brand Name	Number of Stores by Region	As of December 31			As of June 30
		2016	2017	2018	2019
Black Pearl	NCR	14	21	12	12
	Luzon (ex. NCR)	22	30	34	33
	Visayas	3	70	74	73
	Mindanao	1	13	15	15
	<b>Total</b>	40	134	135	133
Buko Loco	NCR	38	32	31	34
	Luzon (ex. NCR)	15	10	11	11
	Visayas	8	9	10	10
	Mindanao	2	1	1	1
	<b>Total</b>	63	52	53	56
Buko ni Fruitas	NCR	36	35	36	37
	Luzon (ex. NCR)	17	16	15	15
	Visayas	8	10	7	7
	Mindanao	1	0	-	0
	<b>Total</b>	62	61	58	59
Cellar 150	NCR	-	1	-	-
	Luzon (ex. NCR)	-	-	-	-
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	-	1	-	-
Cindy's Candy Cloud	NCR	-	4	-	-
	Luzon (ex. NCR)	-	2	4	4
	Visayas	-	-	4	4
	Mindanao	-	-	5	5
	<b>Total</b>	-	6	13	13
Coffee Talk	NCR	-	-	-	-
	Luzon (ex. NCR)	-	-	-	-
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	-	-	-	-



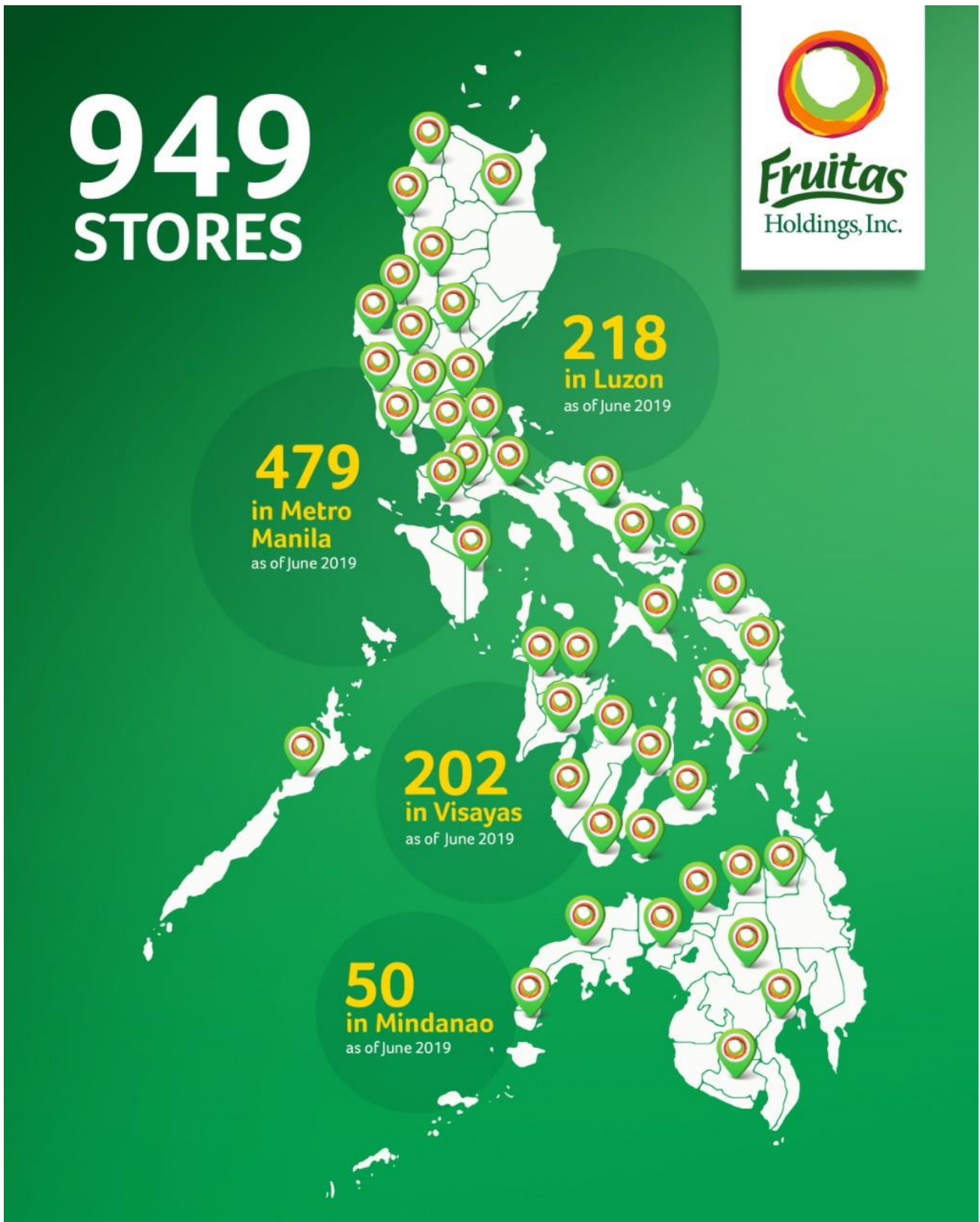
Fancie	NCR	-	1	1	-
	Luzon (ex. NCR)	-	2	2	2
	Visayas	-	1	1	1
	Mindanao	-	-	-	-
	<b>Total</b>	-	4	4	3
Friends Fries	NCR	1	4	6	7
	Luzon (ex. NCR)	1	5	5	4
	Visayas	-	22	27	29
	Mindanao	-	3	2	2
	<b>Total</b>	2	34	40	42
Fruitas	NCR	38	135	145	150
	Luzon (ex. NCR)	34	75	75	77
	Visayas	6	27	29	30
	Mindanao	1	9	11	12
	<b>Total</b>	79	246	260	269
Fruitas Ice Candy	NCR	15	13	7	11
	Luzon (ex. NCR)	4	2	4	3
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	19	15	11	14
Halo-halo islands	NCR	1	1	4	4
	Luzon (ex. NCR)	-	-	-	-
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	1	1	4	4
House of Desserts	NCR	5	4	3	5
	Luzon (ex. NCR)	-	1	3	5
	Visayas	2	6	5	4
	Mindanao	-	-	-	-
	<b>Total</b>	7	11	11	14
House of Fruitas	NCR	-	3	1	1
	Luzon (ex. NCR)	-	1	1	1
	Visayas	-	-	-	1
	Mindanao	-	-	-	-
	<b>Total</b>	-	4	2	3
Jamaican Pattie	NCR	89	84	106	106
	Luzon (ex. NCR)	34	25	21	19
	Visayas	6	3	4	6
	Mindanao	2	1	7	5
	<b>Total</b>	131	113	138	136
Jammin' Jamaica	NCR	1	1	-	-
	Luzon (ex. NCR)	1	-	-	-
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	2	1	-	-
Johnn Lemon	NCR	4	36	54	53
	Luzon (ex. NCR)	-	15	29	24
	Visayas	-	11	27	27
	Mindanao	-	8	8	9
	<b>Total</b>	4	70	118	113
Juice Avenue	NCR	2	25	17	16
	Luzon (ex. NCR)	-	12	10	10
	Visayas	1	2	1	1
	Mindanao	-	-	-	-

	<b>Total</b>	3	39	28	27
Lucky Chan	NCR	-	-	6	9
	Luzon (ex. NCR)	-	-	1	1
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	-	-	7	10
Munifico	NCR	-	1	2	2
	Luzon (ex. NCR)	-	-	-	-
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	-	1	2	2
Sabroso Lechon	NCR	-	-	14	14
	Luzon (ex. NCR)	-	-	-	-
	Visayas	-	-	1	1
	Mindanao	-	-	-	-
	<b>Total</b>	-	-	15	15
Shou	NCR	-	4	4	4
	Luzon (ex. NCR)	-	-	2	2
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	-	4	6	6
Tea-rex	NCR	-	-	2	4
	Luzon (ex. NCR)	-	1	2	2
	Visayas	-	2	-	1
	Mindanao	-	-	-	-
	<b>Total</b>	-	3	4	7
The Mango Farm	NCR	1	8	4	4
	Luzon (ex. NCR)	-	5	5	5
	Visayas	-	5	8	7
	Mindanao	-	-	1	1
	<b>Total</b>	1	18	18	17
The Pub	NCR	-	1	2	2
	Luzon (ex. NCR)	-	-	-	-
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	-	1	2	2
Three Frenchmen Creperie	NCR	-	-	-	3
	Luzon (ex. NCR)	-	-	-	-
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	-	-	-	3
UVA	NCR	-	-	1	1
	Luzon (ex. NCR)	-	-	-	-
	Visayas	-	-	-	-
	Mindanao	-	-	-	-
	<b>Total</b>	-	-	1	1
	<b>GRAND TOTAL</b>	<b>414</b>	<b>819</b>	<b>930</b>	<b>949</b>

Number of Stores by Region	As of December 31			As of June 30
	2016	2017	2018	2019
<b>Group-owned</b>				
NCR	195	313	346	371
Luzon (ex. NCR)	113	155	175	170
Visayas	34	142	178	185

Mindanao	6	29	46	48
<b>Total</b>	<b>348</b>	<b>639</b>	<b>745</b>	<b>774</b>
<b>Franchised</b>				
NCR	50	101	111	108
Luzon (ex. NCR)	15	47	49	48
Visayas	-	26	21	17
Mindanao	1	6	4	2
<b>Total</b>	<b>66</b>	<b>180</b>	<b>185</b>	<b>175</b>




The following map indicates the provinces where we are present throughout the Philippines, as of June 30, 2019.



## Store Formats

We employ three store formats to cater to a wide target market. These include carts, kiosks and inline food stalls. These are summarized as follows:

The details for our store formats are summarized as follows:

Store Type	Description	Typical Size	Typical Location
Cart		4sqm	Malls, School, Hospital, corporate bldg..
Kiosk		6 -8sqm	Malls, Food Court, corporate bldg., schools, hospitals
Inline Food Stalls		20-35sqm	Malls, Commercial Establishment, Foodcourt

Details of our foodparks as of June 30, 2019:

Foodpark Name	Address	Size (sq.m.)	Group-Controlled Tenants	Third party tenants	Total number of tenants
Uno Cinquenta	150 Maginhawa St, Q.C.	600 approx.	6	7	13
Le Village	55 Cordillera St, Q.C.	1,646 approx.	6	9	15

## **Store management and operations**

### *Carts Kiosks and Inline Food stalls*

Each store typically has one (1) to two (2) crew members. To lead our store personnel, we have our Area Supervisors who typically are responsible for seven (7) to ten (10) stores. The area supervisor is responsible for the efficient day to day operations of the stores by managing and coordinating stock inventories and deliveries with logistics, managing personnel conduct and schedules, accounting all cash sales against inventories, ensuring that all records are updated and transparent. We also have Area Managers, typically responsible for 30 to 50 stores, handling a team of area supervisors and service crew. The Area Managers assess and monitor store operations to ensure that all company standards in the field of food safety and handling, personnel management, customer service and store operations are met. The Area Managers also examine and analyze all relevant data in the field of operations and provides recommendation to the Central Operations Head in the areas of new business opportunities and process improvement.

All staff members of each store are required to undergo refresher courses or trainings annually in order to ensure consistent quality in our products and services. We also conduct periodic spot or surprise audits to ensure that the quality of carts, service level of the crew, stocks and products are up to par with our Group's standards. The Group also rely on social media, among others, for feedback, which we believe is the strongest form of review. In any case of deviation, the Group initiates remedial action. As part of our management and supervision over our system-wide operations, we are committed to undertaking upgrades and renovations at each store.

### Foodparks

Interested tenants are required to submit a letter of intent; after which we provide a formal tenant application form. Foodpark tenants are evaluated based on their concepts, while a background check is done on the owner. Once the concept has been evaluated and determined to add value to the relevant foodpark, the tenant applicant is asked to sign a one (1) year lease contract. A four (4) month deposit is required of the tenant, representing a three (3) month security deposit, one (1) month advance rent which will be applied to the last month of the lease.

## **Franchise operations**

As of June 30, 2019, we have 83 franchisees operating a total of 175 stores across the Philippines. We have thorough qualification criteria and training programs for our franchisees and require them to adhere to strict operating standards. Franchised stores must be operated in compliance with our standards and specifications regarding menu items, ingredients, materials, supplies, services, fixtures, furnishing, decor and signs.

We provide advice to franchisees regarding the store location, conduct an ocular of the space, provide assistance in terms of relocation should the franchisee generate low sales, negotiate with the lessor regarding advance rental, security deposit, and rental rate, and assistance in terms of management and support.

Prior to the opening of a franchised store, we conduct trainings and seminars for its crew and management. We also conduct spot audits on a periodic basis to ensure that the quality of carts/kiosks/stalls and training of crew is still in accordance with the policies and procedures of our Group. The periodic audits also ensure that the supplies and raw materials used by the franchisee are managed properly. Apart from our periodic audits, we also rely on various media such as social media, corporate website, and designated hotline numbers for feedback and monitoring of our stores.

## **Franchisee and Foodpark Tenant Selection Conditions and Criteria**

### FOOD KIOSKS

#### *Key Terms*

Our typical franchise agreement provides for a one-time franchise fee to operate in a single location covering an initial two year term, subject to annual renewal thereafter. It obligates franchisees to achieve and maintain a high performance level of the franchised outlet. It also requires franchisees to operate the branch during the entire term of his or her contract with due diligence and efficiency so as to produce the maximum gross sales possible by such manner of

operation. Franchisees are allowed to sell only our products in the stores. Franchisees are obligated to protect and enhance the reputation and goodwill of our Company and our products.

Our franchise agreement also requires that franchisees maintain at the place of business operation his books of accounts and accounting reports. Furthermore, franchisees are obligated to keep true and accurate records of transactions on the store at all times.

Under our franchise agreement, the franchisee is responsible for the recruitment and hiring of his or her store's personnel. However, if requested, we can assist in the recruitment, hiring, and training of staff at a reasonable fee to be charged to the franchisee. The franchisee and all service crew are required to undergo training and orientation from us to ensure quality of service and store operations are up to par with that of our Group.

Franchisees cover all expenses involved in operating the branch, including but not limited to, the salaries of the employees, advertising expenses, etc.

If a franchisee fails to comply with the terms of its franchise agreement, we have multiple remedies depending on the particular circumstances, including providing additional assistance to help the franchisee resolve its operating issues, issuing a formal default notice and providing the franchisee a specific cure period within which to correct its operating deficiencies, or commencing a formal legal proceeding to enforce the franchisee's compliance with its contractual obligations. If necessary, because all other appropriate remedies to enforce the franchisee's compliance with our standards and requirements have proven to be unsuccessful, we may also terminate the franchise rights of any non-compliant franchisee or take over the franchised store.

#### *Application Process*

Interested franchisees are required to submit a letter of intent; after which we provide the franchise applicant a formal franchise application form. We typically evaluate the application for one (1) to two (2) weeks, after which we invite the franchise applicant to the head office for a franchise presentation. We encourage all franchise applicants to appear personally in order to further understand our business and appreciate our facilities.

Once the franchise applicants determine the location where they prefer to open their store, we then conduct an ocular of the space and negotiate with the lessor in terms of rental and security deposits among others.

Prior to the opening of the store, the franchise applicant and all crew members are required to attend an orientation and training for proper management of the store.

#### **New Store / Site Development**

We believe there is significant growth opportunity in both existing and new markets. We expanded our store network to 930 stores for the year ended December 31, 2018 from 819 stores for the year ended December 31, 2017. Number of stores stood at 949 as of June 30, 2019. We have identified other target areas for expansion in second half of 2019 and for 2020.

The investment required for a new store ranges from ₱ 300,000 to ₱ 1.5 million, while a 1,000 sq. m. foodpark will require up to ₱ 25 million; these amounts include the initial security deposit. To begin operations, it takes approximately one (1) month on average for our smaller format stores, approximately three (3) months on average for our inline food stalls, and approximately six (6) months for our foodparks to begin operations. We believe that our stores have strong cash flow generation and are self-sustaining. A new food cart typically earns back the initial capital investment within twelve to eighteen months from commencing operations, while a foodpark is expected to earn back its initial capital investment within three to four years from commencing operations.

We consider the location of a store to be a critical variable in its long-term success and as such, our management regularly evaluates existing stores to identify expansion and relocation opportunities. We use various criteria, including demographic characteristics, daytime population thresholds and traffic patterns, along with the potential visibility and accessibility of the store in evaluating a site. We also pay attention to the location and performance of other stores and competitors in that particular geographic location and seek large catchment areas in key cities and regions. In addition, we conduct studies to minimize the risk of cannibalization among stores.

The process for selecting locations incorporates management’s experience and expertise and includes market research and analysis. Additionally, we use information and intelligence gathered from managers and other store personnel that live in or near the neighborhoods we are considering.

While we continue to be positioned for additional store growth in existing markets, expansion into new territories, particularly in provincial areas outside of NCR, will be vital to executing our growth strategy. Also, other target locations prioritized by the Group are transport hubs, hospitals, schools, office buildings, and residential buildings. We continue to diversify our distribution channels and have started to offer our products through delivery using digital and traditional channels. Expansion into new markets is triggered through the ongoing evaluation of existing market penetration and identifying development opportunities. Our criteria for evaluating market expansion opportunities includes depth of target customers, geographic positioning relative to the current store base, estimated potential, availability of good site locations and competition penetration, among other things.

**Menu and product development**

We believe that effective menu management and product development is important in our line of business. While creating distinct products is very important, we believe that the timely introduction of new products can attract new customers and increase frequency of visits for existing customers. The Group has a very active research and development (“R&D”) department which continuously focuses on developing new products, and conducts food experiments for its retail business. This enables the Group to adapt to evolving food and beverage trends and the strategy enables the Group to execute regular product launches and maintain competitiveness in the industry.

Aside from newly developed products, the R&D department also experiment on product synergies. The broad portfolio enables the Group to create multiple product pairings which further broaden the menu and continuously create new offerings to the market.

**Commissary management and operations**

FGI Commissary

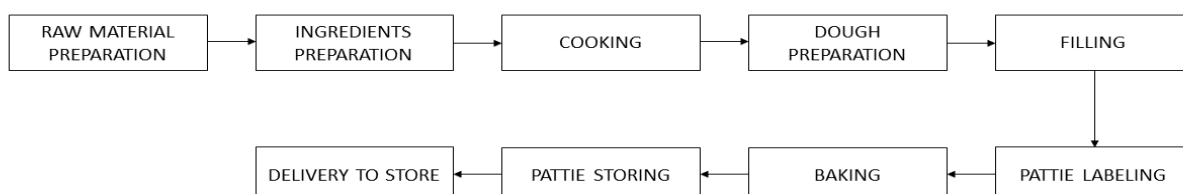
*Ordering and Dispatch Process Flow*



Raw materials are delivered to the commissary by different suppliers daily. Initial quality check of the goods is in place to ensure the consistency of products the commissary will produce. After the initial check, the raw materials are then prepared accordingly for production. The production team will perform specific tasks to convert raw materials to finished goods. Finished goods are then stored within a dedicated area in the commissary.

The dispatch process starts when the finished goods are picked or segregated. This step is executed as the final quality check prior to the delivery of the goods. Once the finished goods are properly picked, these will then be brought to the trucks and delivered to respective stores. The trucks are scheduled and routed accordingly for a more efficient delivery of the products.

NTI Commissary (Jamaican Pattie)

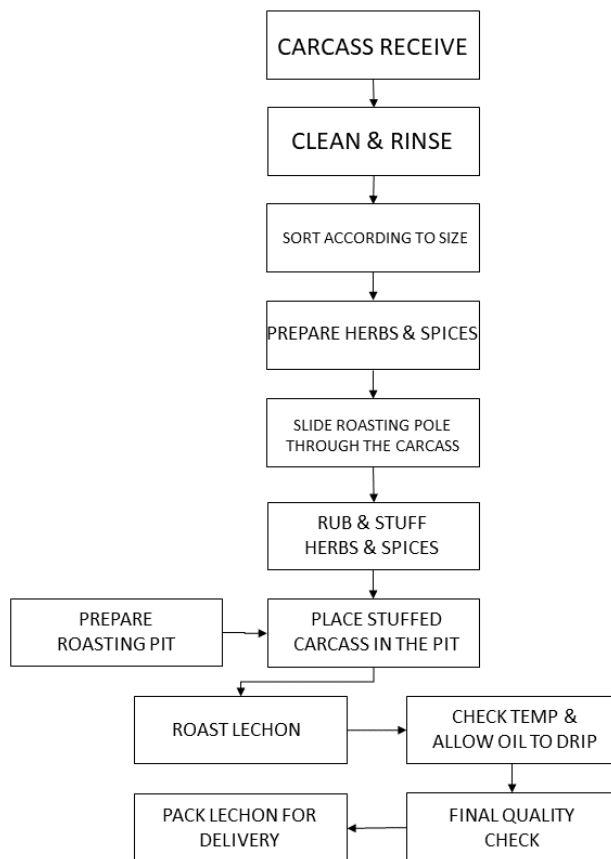




With our quality control processes in place, we have been able to ensure the consistency of quality in taste and flavor of Jamaican Pattie. We conduct inspection of all incoming raw materials on every delivery. Product attributes and variables are monitored and checked against internal quality standards.

As for the in-process control, we enforce a two-level check policy for critical steps like mixing of ingredients. We also institute a quality control inspection for every batch like food taste and visual check. All ingredients are prepared and packed on a per batch basis.

NTI Commissary (Sabroso Lechon)



Quality is an important element in all commissaries such that from the start of the process, quality assurance is already in place. The carcass of the pig comes to the commissary partially cleaned without hints of blood and other internal organs. The carcass is then passed to the cleaners wherein a second stage of cleaning is done to ensure the cleanliness of the pig.

After the cleaning process, pigs are then sorted out according to their sizes. Once the carcass is ready for roasting, a pole will slide through the carcass. Alongside this step, a team is already preparing the herbs and spices which will afterwards be applied to the carcass prior roasting. As soon as the roasting pit is completely prepared, the stuffed carcass will be placed and roasted for a maximum of 5 hours wherein checking of temperature and dripping of oil are constantly monitored.

After the roasting, the Lechon will undergo final quality check prior to packaging and delivery to individual and/or institutional customers. Several checkpoints are placed within the process assuring that the lechon is of best quality.

## **Logistics and Distribution Services**

Our operations are enhanced by our largely in-house logistics and distribution services. We use 40 vehicles for deliveries of various raw materials, packaging materials and finished goods to our stores.

Replenishment of store inventory is provided through a combination of direct store/kiosk deliveries from our warehouses and cargo/air freight for regular restocking. Furthermore, we increasingly benefit from economies of scale in purchasing, and personnel costs, and from service providers for cargo and air freight.

## **Suppliers**

We maintain mutually beneficial relationships with strategic supply partners to deliver purchasing arrangement. We conduct meetings with suppliers to share the Group's strategy, solicit feedback and suggestions from key suppliers.

All purchased fresh fruits or raw materials are delivered directly to our production facilities or warehouses. Our quality control personnel immediately conduct our standard inspection and testing procedure. When any of our raw materials fail our quality standards, we engage the concerned supplier in discussion and formally inform them through a written complaint that details the curing period and request.

Our supply partner selection procedures include, among others, on-site visit, assessment of legal status, track record and quality control system check. Our selection criteria also take into account prices, service delivery, and ability to meet our delivery schedule. We maintain a geographically diverse supplier base to ensure supply all year round.

We have not experienced any significant difficulties in identifying alternate suppliers for our raw materials and we have not had any material dispute with our suppliers, nor any disruption, shortage or delay in the supply of our raw materials that may affect our operations and financial condition.

## **Marketing**

Our focal marketing objective is to ensure leadership of our brands in their respective categories, such as *Fruitas*, *Buko Loco*, *Buko ni Fruitas*, *Johnn Lemon*, and *De Original Jamaican Pattie*. For the other brands, we aim to increase awareness and usage and seek to eventually develop them to become category leaders.

Though *Fruitas* has been synonymous to fruit shakes, the Group also introduced bottled juices, dessert drinks, and ice candies. The Group has also introduced other beverage brands to cater to different markets, like *Buko Loco*, *Johnn Lemon*, *Black Pearl* and *The Mango Farm*, and new brands in different categories, such as *Shou Hand Pulled Noodles*, and foodparks such as *Uno Cinquenta* and *Le Village Lifestyle Foodpark*. Acquisition of food brands with strong potential such as *De Original Jamaican Pattie*, and *Sabroso Lechon* has also contributed to revenue growth.

A strong working relationship with major malls in the Philippines, such as *SM*, *Ayala*, *Robinsons*, and *Gaisano* has been a key driver to the growth of *FHI*. Various brands are located in malls nationwide, as well as universities, hospitals and CBDs. The carts and kiosks of *FHI* brands serve as major touch points for the customers. Visibility in major malls has been helpful to brand awareness and recall.

Our brands have been active online through its social media accounts where it can communicate with its customers. Print ads in major newspapers and outdoor advertising in *Metro Manila* and other key cities have been evident to also reach customers.

The year 2019 is a milestone year for *Fruitas* as it launched the "Fresh Ka Pa Ba?" campaign in February, partnering with *Nuworks*, a multi-awarded advertising agency. The campaign aims to drive brand desire and preference among loyal and new customers. The brand also partnered with *Sarah Geronimo*, Philippines' Popstar Royalty, to be the new brand ambassador of *Fruitas*.

The campaign featured TV commercials shown in select primetime shows, digital and static billboards around *Metro Manila*, social media platforms and radio jingles that were played over radio stations.

## Competition

The retail business for both food kiosks in the Philippines is highly competitive. The level of competition varies from region to region with most industry players aggressively expanding store network and/or product offerings. We continuously improve our products and improve our kiosks to remain competitive. We constantly look for new ways on how to market our products, ensure quality is maintained, and keep our food stalls and kiosks appealing and clean to encourage customer loyalty.

We constantly introduce new product offerings and enhance existing product offerings to adapt to evolving consumer preferences.

Our foodparks generally compete with nearby foodservice establishments. We differentiate our foodparks based on food quality and selection, concept which encompasses design, ambiance and facilities, and management as reflected in service level, cleanliness, and administration.

## Properties

As of the date of the Prospectus, our key properties are summarized as follows:

Location	Area	Status
<b><u>Offices</u></b>		
60 Cordillera, Quezon City	1,464 sq. m.	Leased
Tisa, Cebu City*	538 sq. m.	Owned**
68 Data, Quezon City	420 sq. m.	Sub-leased***
1 Ubay, Quezon City	500 sq. m. (approximate)	Leased
<b><u>Commissaries</u></b>		
70 Brixton Hills, Quezon City	1,046 sq. m.	Leased
72 Brixton Hills, Quezon City	750 sq. m.	Leased
KJ Street, Kamias, Quezon City	1,928 sq. m.	Leased
Altura, Manila	958 sq. m.	Leased
<b><u>Warehouses</u></b>		
Labangon, Cebu City	1,500 sq. m. (approximate)	Leased
120 Kapiligan, Quezon City	1,000 sq. m (approximate)	Leased
<b><u>Foodparks</u></b>		
150 Maginhawa St, Quezon City	600 sq. m.	Leased
55 Cordillera St, Quezon City	1,646 sq. m.	Sub-leased
<b><u>Properties for future use</u></b>		
71 Brixton Hills, Quezon City	750 sq. m.	Leased
Catwayan, Carles, Iloilo	6,128sqm	Owned**

\* Also the site for House of Fruitas in Cebu

\*\* Titles are still in the process of being transferred to FGI's name

\*\*\* Sub-leased from LEC, a related party

For our retail establishments, we lease spaces from various entities across the Philippines. The site for the Le Village Lifestyle Park is sub-leased by FGI from One Fifty Food Place, Inc., a company which is 99.8% owned by Mr. Lester Yu.

## Material Permits and Licenses

Our Compliance department is responsible for ensuring continued compliance with applicable laws and regulations that may adversely affect our operations. As of the date of this Prospectus, we have secured, applied for, or are in the process of renewing all material permits and licenses required to conduct our business, as confirmed by Docena Jularbal-Docena in its legal opinion dated September 6, 2019.

We hold various permits for our business operations, which include but are not limited to the following:

<b>Head Office</b>	SEC Certificate of Incorporation BIR Certificate of Registration Business Permit SSS Registration HDMF Registration Philhealth Registration
<b>Commercial/Store</b>	BIR Certificate of Registration Business Permit
<b>Production (Commissary)</b>	Business Permits BIR Certificate of Registration FDA License To Operate Certificate of Product Registration
<b>Storage (Warehouse)</b>	Business Permits BIR Certificate of Registration

Attached as Annex "A" hereof is a list of the material permits and licenses held, applied for, or being renewed, by the Company and its Philippine operating subsidiaries.

### Intellectual Property

Our business depends on the use or ownership of patents, trademarks, and other intellectual property rights. As of the date of this Prospectus, we have the following registered trademarks in the Philippines.

No.	Trademarks	Registration No.	Date of Registration	Date of Filing
1	<b>7,107 Halo Halo Islands</b>	42013012420	2014-04-10	2013-10-16
2	<b>Black Pearl</b>	42008002051	2008-07-07	2008-02-20
3	<b>Buko Loco Nacoco-loco ang Sarap</b>	42012007453	2015-01-22	2012-06-21
4	<b>Buko Ni Fruitas Fresh from Babot's Farm</b>	42010004889	2010-12-31	2010-11-30
5	<b>Cascades the Lifestyle Park</b>	42018000236	2018-12-27	2018-01-04
6	<b>Chickenini Lip- Smacking Delicious Fried Chicken</b>	42018007527	2019-03-14	2018-05-04
7	<b>Cellar 150</b>	42017014031	2018-06-15	2017-08-31
8	<b>Cindy's Candy Cloud</b>	42017009305	2018-06-15	2017-06-16
9	<b>Coffee &amp; Tea Co. Coffee Talk Since 2003</b>	Waiting for COR	Waiting for COR	2019-05-16
10	<b>De Original Jamaican Pattie Shop and Juice Bar</b>	42014010839	2014-12-04	2014-08-29
11	<b>Fancie</b>	42016007947	2016-10-06	2016-07-07
12	<b>Friends Fries Crispy Potato. Baked or Fried</b>	42015003202	2016-04-07	2015-03-24
13	<b>Fruitas Fresh from Babot's Farm!</b>	42005002350	2006-06-08	2005-03-10
14	<b>Fruitas Fresh from Babot's Farm</b>	42017007395	2018-02-15	2017-05-15
15	<b>Fruitas Ice Candy</b>	42012009152	2013-02-08	2012-07-26
16	<b>Fruitas House of Desserts</b>	42013006808	2015-10-22	2013-06-13
17	<b>House of Fruitas</b>	42017007397	2018-02-15	2017-05-15
18	<b>Jammin' Jamaica Pizza-Pasta-Pattie</b>	42018000674	2018-10-25	2018-01-11
19	<b>Johnn Lemon</b>	42016007608	2016-09-22	2016-06-30
20	<b>Juice Avenue Smoothies Bar</b>	42010004890	2010-12-31	2010-05-11
21	<b>LA Steak House</b>	Waiting for COR	Waiting for COR	2018-05-04
22	<b>Le Village the Lifestyle Park</b>	42018000458	2018-11-01	2018-01-08
24	<b>Munifico Pizzeria</b>	42017018088	2018-07-05	2017-11-08
25	<b>Sabroso Lechon</b>	42017017391	2018-08-02	2017-10-26
26	<b>Shou Hand- Pulled Noodles</b>	42016008963	2016-11-03	2016-07-28
27	<b>Tea-Rex Milktea with a Bite</b>	42016006475	2016-08-25	2016-06-08
28	<b>The Mango Farm</b>	42010004891	2011-03-24	2010-05-11
29	<b>The Pub</b>	42017018087	2018-07-05	2017-11-08

30	<b>Three Frenchmen Creperie</b>	Waiting for COR	Waiting for COR	2018-08-15
31	<b>Uno Cinquenta</b>	42018000233	2019-03-14	2018-01-04

We believe that our trademarks, service marks and other intellectual property rights have significant value and are important to the marketing of our brands. It is our policy to protect and defend our rights to such intellectual property. However, we cannot predict whether steps taken to protect such rights will be adequate. See “Risk Factors—Risks Related to our Business— Our intellectual property rights could be infringed or we could infringe the intellectual property rights of others”.

The Group recently filed a motion for reconsideration for one of its brands, Lucky Chan, to appeal to the Intellectual Property Office the issuance of a “Certificate of Registration”. Although each brand is essential to the portfolio, Lucky Chan delivers minimal contribution to the overall financial standing of the Group.

We license the use of our registered trademarks through franchise agreements. These agreements restrict franchisees with respect to the use of our trademarks and impose quality control standards in connection with goods and services offered in connection with the trademarks.

An important part of our intellectual property strategy is the monitoring and enforcement of our rights in markets in which our stores currently exist or markets which we intend to enter in the future. We also ensure that we conduct the required due diligence to ensure that our conduct does not infringe on the intellectual property rights of third parties.

### **Information Technology and Management Systems**

Our information technology and management system enables us to make timely and accurate decisions.

In late 2018 and 1H2019, we upgraded our enterprise resource planning system, which includes the Sales-A/R, Purchasing-A/P, Banking, Financial, Inventory and Production modules. These modules will help us to monitor the movement of our products through the various process steps. It will also alert us of any drop in inventory of critical ingredients, with consumption rate, sales projection and suppliers' delivery lead time being the basis of computation whether inventory level is sufficient or not. Implementation in our Cebu head office was completed in November 2018, while implementation in our Quezon City head office was completed in June 2019. Reports to be used in operations continue to be fine-tuned.

### **Insurance**

We maintain insurance coverage on our properties, assets, and operations in such amounts and covering such risks which are usually carried by companies engaged in similar businesses. We maintain insurance policies that shoulder any undesired and unforeseen events or risks (including, among others, claims of food and drink poisoning) such as: fire and lighting, earthquake shock and earthquake fire, typhoon, rainwater, flood, tornado, hurricane, tsunami, tidal wave, landslide, subsidence and collapse, sinkhole collapse, falling aircraft, vehicle impact, explosion, smoke damage, riot, strike, malicious damage, civil commotion, broad water damage with accidental bursting and / or overflowing of water tanks, apparatus or pipes, sprinkler leakage, vandalism, spontaneous combustion, signage / plate glass, looting, and third-party liability for bodily injury and property damage insurance.

We consider that our insurance coverage is consistent with industry practice and is adequate for our business operations. From time to time, we review and assess risks and adjust our insurance coverage as appropriate. As of June 30, 2019, the Group had not made nor had been subject to any material insurance claims and / or product liability claims.

### **Human Resources**

As of June 30, 2019, we have 1,715 employees. The following table sets out the number of our employees by rank:

	<b>Number of employees</b>
Senior Management/ Executives	6
Managers	14
Assistant Managers, Supervisors, Other Officers	59
Staff	1,636

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Total

1,715

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We have entered into contracts with third party agencies for the supply of manpower services to meet our staffing requirements, including certain commissary staff, delivery drivers and helpers, security personnel, maintenance and utility staff. We believe that our staffing arrangements are consistent with independent contractor relationships prescribed by the Philippine Labor Code.

The average age of our officers and employees is 30 years and the average tenure of our employees is 2.5 years.

To ensure that we attract and retain members of our management team and employees, we established human resource programs, as follows:

- *Performance Management System*. This involves evaluating the performance of new hires and employees to ensure consistency in delivering expected outputs, and identifying employee skills development needs.
- *Employee Training & Skills Development Program*. This aims to address employee skills development to sharpen competencies required to achieve expected results of tasks assigned.
- *Culture Building Program (Values Cascade)*. The objective of the values formation program is to communicate the professional values that govern the activities of the Group and how it deals with all stakeholders of the Group

### **Legal Proceedings**

As of the date of this Prospectus, neither the Group nor any of its properties is engaged in or a subject of any material litigation, claims or arbitration either as plaintiff or defendant, which could be expected to have a material effect on our financial position and we are not aware of any facts likely to give rise to any proceedings which would materially and adversely affect our business or operations.

### **Investor Relations Office**

The Investor Relations Office will be tasked with (a) the creation and implementation of an investor relations program that reaches out to all shareholders and informs them of corporate activities and (b) the formulation of a clear policy for accurately, effectively and sufficiently communicating and relating relevant information to our stakeholders as well as to the broader investor community.

The IRO will also be responsible for ensuring that our shareholders have timely and uniform access to official announcements, disclosures and market-sensitive information relating to us. As our officially designated spokesperson, the IRO will be responsible for receiving and responding to investor and shareholder queries. In addition, the IRO will oversee most aspects of our shareholder meetings, press conferences, investor briefings, management of the investor relations portion of our website and the preparation of our annual reports. The IRO will also be responsible for conveying information such as our policy on corporate governance and corporate social responsibility, as well as other qualitative aspects of our operations and performance. Our Investor Relations Office will be located at the FHI Headquarters in 60 Cordillera St. corner E. Rodriguez Sr. Brgy. Dona Josefa Quezon City. The Group's Investor Relations Officer will be Juneil Dominic P. Torio. He may be contacted at [juneil.torio@fruitasholdings.com](mailto:juneil.torio@fruitasholdings.com) or +(632) 731-8886.

## INDUSTRY

### A Brief on the Kiosk-Based Food and Beverage Industry

The kiosk-based food and beverage business covers a wide range of products. This brief focuses only on certain categories: fruit shakes, juices and smoothies, buko, coolers and lemonade for beverages, and meat-filled pastries, and fries for food.

#### Product Segments and Players, 2019

Category	Key Players
1. Fruit shakes	Fruitas, Fruit Magic, Thirsty*, Big Chill
2. Juices and Smoothies	Juice Avenue, Islands juice, Pure Nectar, Jamba Juice, Fruitfull*, Mooshi Green Bar**, Tubo Cane Juice
3. Buko	Buko Loco, Buko ni Fruitas, Louie's Buko Coconut Republic, Buko Express Pies & Sweets, Buko Juan
4. Coolers	Black Pearl, Zagu
5. Lemonade	Johnn Lemon, Citrus Zone, Simply Lemon, Lemon Na Bai,** The Lemon Co.
6. Meat-filled pastries	Jamaican Pattie, Yumpanada
7. Fries	Friends Fries, Potato Corner, Potato Giant

\* Visayas and Mindanao    \*\* Visayas

Source of basic data: Fruitas Holdings, Inc. (FHI)

All categories raked in multi-million-peso revenues although some grew faster than the others. Lemonade, while still small relative to the others, presents tremendous potentials. Fries, meat-filled pastries and fruit shakes also have strong growth prospects. All categories posted at the minimum double-digit growth rates between 2015 and 2018.

The various categories also have an extensive network of stores, with nationwide presence. The stores can be company-owned or franchises. Almost all categories offer franchises.

The best in class is Fruitas for fruit shakes, Pure Nectar and Jamba Juice for juices and smoothies, Buko Loco and Buko ni Fruitas for Buko, Zagu for coolers, Johnn Lemon for lemonade, De Original Jamaican Pattie Shop and Juice Bar for meat-filled pastries and Potato Corner for fries. It is noteworthy that five of the leading brands belong to Fruitas Holdings, Inc.

#### Estimated market size (a) and number of stores of selected kiosk-based food and beverage businesses

Category	Estimated market size, 2018	Number of stores	Remarks
Fruit shakes	536.1	Over 508	Fruitas (434.0M), Fruit Magic (17.0M), The Big Chill (85.1M)
Juices and Smoothies	287.6 <sup>(b)</sup>	125	Jamba Juice (201.3M) (c), Juice Avenue (53.4M) and Fruitfull (10.6M, FY ended May 2015), Tubo Cane Juice (22.3M) <sup>(d)</sup>
Buko	293.5	281	Buko Loco/Buko ni Fruitas (281.6M), Buko Juan (11.9M)
Coolers	853.4	587	Zagu (701.9M) and Black Pearl (151.5M)
Lemonade	208.0	214	Johnn Lemon (163.5M), Lemon na Bai (14.3M), Simply Lemon (30.2M)
Meat-filled pastries	345.1	177	De Original Jamaican Pattie (207.9M), Yumpanada (137.2M) <sup>(e)</sup>
Fries	672.3	Over 1,181	Potato Corner (632.8M) and Friends Fries (39.5M)
<b>TOTAL</b>	<b>3,196.0</b>	<b>Over 3,073</b>	

Note: Numbers in parentheses under Remarks represent revenues in ₱

(a) based on revenues of selected players

(b) revenues exclude Pure Nectar, which is part of the Fruit Magic Group, as there is no disaggregated data for it. Instead, total revenues of Fruit Magic were included under the Fruit Magic brand in the fruit shakes category.

(c) merged with Real American Doughnut Co., Inc. (Krispy Kreme) in July 2018; 2018 revenues assumed to be the same as in 2017

(d) 2018 revenues assumed to be the same as in 2017

*(e) includes food court counters and not fully Yumpanada*  
*Source of basic data: FHI; Securities and Exchange Commission*

Competition is intense in the industry, driven by low capital requirement, strong earning potential, and continuous search of consumers for something new. The various players battle it out in terms of products, prices, accessibility/location, among others. Aside from pressure from competition, there are also risk factors: nature of the product which contains no preservatives and thus, have a short life cycle; labor-intensive nature of the business; hiring the right employees for the job; vulnerability to foreign exchange fluctuations especially for imported raw materials; and climate change, which can affect the supply of agri-based raw materials.

In order to thrive, company resources and capabilities must be aligned to the following critical factors of success: fast turnover and shelf life, health value proposition, logistics (inbound and outbound), raw material sourcing, and first mover advantage and saturation.

Overall, prospects remain rosy. Food spending and eating out spending will continue to drive the growth of food demand. Between 2009 and 2015, total food spending grew by 6.8 percent per annum while eating out spending expanded at a faster rate of 12.6 percent per year during the same period. Eating out spending reached P399B in 2015, about 20 percent of total food spending. By 2018, it is projected to reach P525B, or about 21 percent of total food spending.

Other key demand drivers are price, health and wellness concerns among consumers, accessibility, urbanization, economic growth, on-demand services, technological advancements in food service and deliveries, business process outsourcing, foodparks, growing middle class, and travel/tourism. While not covered in the brief, the milk tea segment is also a growth area.

There is also a lot of room for expansion especially in the provincial areas. While there are almost 1,500 municipalities in the country, many remain untapped and/or underserved. There are also 145 cities in the country, with 127 having a population of over 100,000. Add to that the proliferation and expansion of malls and rise of integrated property development in provincial and regional growth centers; infrastructure projects like toll roads, LRT and train lines, airports and ports which have made far flung areas and archipelagic Philippine islands accessible; and continuing growth in OFW deployment and remittances.

The strategic implication is that players that can differentiate product niches will have an advantage. Product differentiation will be crucial, aside from quality and availability criteria. Premium products will likely pass the competition test as market dynamics change with the increasing frequency of eating out, rising purchasing power of the millennials and the proliferation of malls and city malls. Premium products are expected to post higher growth as millennials drive the consumer markets.



## REGULATORY AND ENVIRONMENTAL MATTERS

*The information in this section has been derived from various Government and private publications or obtained from communications with various Government agencies unless otherwise indicated and have not been prepared or independently verified by us, the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters, or any of our respective subsidiaries, affiliates or advisors in connection with the Offer and sale of the Offer Shares.*

### **The Consumer Act**

The Consumer Act (R.A. No. 7394) is principally enforced by the DTI, and seek to (1) protect consumers against hazards to health and safety, (2) protect consumers against deceptive, unfair and unconscionable sales acts and practices; (3) provide information and education to facilitate sound choice and the proper exercise of rights by the consumer; (4) provide adequate rights and means of redress; and (5) involve consumer representatives in the formulation of social and economic policies.

Furthermore, it regulates the following: (1) consumer product quality and safety; (2) the production, sale, distribution and advertisement of food, drugs, cosmetics and devices as well as substances hazardous to the consumer's health and safety; (3) fair, honest consumer transactions and consumer protection against deceptive, unfair and unconscionable sales acts or practices; (4) practices relative to the use of weights and measures; (5) consumer product and safety warranties; (6) compulsory labeling and fair packaging; (7) liabilities for defective products and services; (8) consumer protection against misleading advertisements and fraudulent promotion practices; and (9) consumer credit transactions. Under the Consumer Act, it is prohibited to manufacture, import, export, sell, offer to sell, distribute and transfer food products that do not conform to applicable consumer product quality or safety standards.

The Consumer Act establishes quality and safety standards with respect to the composition, contents, packaging, labeling and advertisement of products and prohibits the manufacture for sale, offer for sale, distribution, or importation of products which are not in conformity with applicable consumer product quality or safety standards promulgated under the law.

Manufacturers, distributors, importers or re-packers of consumer products are required to indicate in their labels or packaging a parallel translation in the English or Filipino language of the nature, quality, quantity and other relevant prescribed information or instructions of such consumer products in a manner that cannot be easily removed, detached or erased. In addition to the information required to be displayed in the principal and secondary panels, DTI Administrative Order No. 01-08 mandates that all consumer products sold in the Philippines, whether manufactured locally or imported shall indicate and specify the (a) country of manufacture; (b) required information of consumption duration safety; (c) warranty of the manufacturer; (d) weight content prior to packaging; (e) consumer complaint desk address; and (f) all other information necessary for giving effect to a consumer's right to information.

The DTI is tasked with implementing the Consumer Act with respect to labels and packaging of consumer products other than food products, and regulates product labeling, proper and correct description of goods, product labels with foreign characters/languages, data/information on product contents and origins and other similar matters. With respect to the packaging and repackaging of food products, such activities are regulated by the Department of Health ("DOH") and the Food and Drug Administration ("FDA"). Establishments engaged in these activities are required to comply with, among others, the current guidelines promulgated by the DOH on good manufacturing practice in manufacturing, packing, repacking, or holding food.

The law also prohibits the dissemination of any false, deceptive or misleading advertisement by Philippine mail or in commerce by print, radio, television, outdoor advertisement or other medium for the purpose of inducing or which is likely to induce directly or indirectly the purchase of consumer products or services. An advertisement shall be false, deceptive or misleading if it is not in conformity with the provisions of the Consumer Act or if it is misleading in any material respect. In determining whether any advertisement is false, deceptive or misleading, there shall be taken into account, among other things, not only representations made or any combination thereof, but also the extent to which the advertisement fails to reveal material facts in the light of such representations, or materials with respect to consequences which may result from the use or application of consumer products or services to which the advertisement relates under the conditions prescribed in said advertisement, or under such conditions as are customary or usual.

No person shall conduct any sales campaigns, including beauty contests, national in character, sponsored and promoted by manufacturing enterprises without first securing a permit from the DTI prior to the commencement thereof. A sales promotion which is intended for broad consumer participation and utilizes mass media shall indicate the duration, commencement and termination of the promotion, the deadline for submission of entries and the governing criteria or procedure to be followed therein. The winners in any sales promotion shall be determined at a definite time and place and shall be verified by a representative of the DTI and the sponsor.

Violation of the Consumer Act shall warrant administrative penalties and/or imprisonment of not less than one year but not more than five years, or a fine of not less than P5,000.00 but not more than P10,000.00 or both, at the discretion of the court. Should the offense be committed by a juridical person, the chairman of the board of directors, the president, general manager, or the partners and/or the persons directly responsible therefor shall be penalized.

### **The Price Act**

To the extent that our Company's retail businesses touch on basic necessities and prime commodities, Republic Act No. 7581, or the Price Act, may apply. This law provides for price controls for basic necessities and prime commodities in certain situations, pursuant to the policy of the government to ensure the availability of basic necessities and prime commodities at reasonable prices at all times without denying legitimate business a fair return on investment. Basic necessities include rice, corn, bread, fish, dried and canned fish and other marine products, fresh vegetables, pork, beef, poultry, milk, coffee and cooking oil, salt, laundry soap, detergents, firewood, charcoal, candles and drugs classified as essential by the DOH. Prime commodities include fresh fruits, flour, dried, processed and canned pork, beef and poultry meat, dairy products not falling under basic necessities, noodles, onions, garlic, vinegar, patis, soy sauce, toilet soap, fertilizer, pesticides, herbicides, poultry, swine and cattle feeds, paper, school supplies, electrical supplies, batteries, among others.

Under the Price Act, the prices of basic commodities are automatically frozen at their prevailing prices or placed under automatic price control whenever:

1. That area is proclaimed or declared a disaster area or under a state of calamity;
2. That area is declared under an emergency;
3. The privilege of the writ of habeas corpus is suspended in that area;
4. That area is placed under martial law; or,
5. That area is in a state of rebellion or war.

If the prevailing price of any basic necessity is excessive or unreasonable, the implementing agency may recommend to the President the imposition of a price ceiling for the sale of the basic necessity at a price other than its prevailing price.

Unless sooner lifted by the President, price control of basic necessities under this section shall remain effective for the duration of the condition that brought it about, but not for more than 60 days.

The Price Act considers it unlawful for any person habitually engaged in the production, manufacture, importation, storage, transport, distribution, sale or other methods of disposition of goods to engage in price manipulation of any basic necessity or prime commodity through:

1. Hoarding, defined as the undue accumulation by a person or combination of persons of any basic commodity beyond his or their normal inventory levels or the unreasonable limitation or refusal to dispose of, sell or distribute the stocks of any basic necessity or prime commodity to the general public or the unjustified taking out of any basic necessity or prime commodity from the channels of reproduction, trade, commerce and industry;
2. Profiteering, defined as the sale or offering for sale of any basic necessity or prime commodity at a price grossly in excess of its true worth; and,
3. Cartels, defined as any combination of or agreement between two or more persons engaged in the production, manufacture, processing, storage, supply, distribution, marketing, sale or disposition of any basic necessity or prime commodity designed to artificially and unreasonably increase or manipulate its price.

The Department of Agriculture ("DA"), DTI, Department of Environment and Natural Resources ("DENR") and DOH are the implementing agencies responsible for the enforcement of the provisions of the Price Act. The implementing government agencies of the Price Act are granted the authority thereunder to issue suggested retail prices, whenever necessary, for certain basic necessities and/or prime commodities for the information and guidance of the concerned trade, industry and consumer sectors.

## **The Food Safety Act**

The Food Safety Act (R.A. No. 10611) seeks to strengthen the food safety regulatory system in the country by principally delineating the mandates and responsibilities of the government agencies. The National Dairy Authority, National Meat Inspection Service, and Bureau of Fisheries and Aquatic Resources under the Department of Agriculture (“DA”) are the government agencies responsible for the development and enforcement of food safety standards and regulations in the primary production and post-harvest stages for milk, meats, and fish, respectively, while the FDA under the DOH is responsible for the safety of processed and pre-packaged foods. The Food Safety Act created the Food Safety Regulation Coordinating Board to monitor and coordinate the performance and implementation of the mandates of the government agencies under the law.

Under the Food Safety Act, food business operators or those who undertake to carry out any of the stages of the food supply chain are held principally responsible in ensuring that their products satisfy the requirements of the law and that control systems are in place to prevent, eliminate, or reduce risks to consumers. Appropriate authorizations shall be developed and issued in the form of a permit, license and certificate of registration or compliance that would cover establishments, facilities engaged in production, post-harvest handling, processing, packing, holding or producing food for consumption in accordance with the mandated issuances of regulatory agencies issuing such authorizations. Special derogations shall be provided due to geographical location and after an assessment of risks, especially for micro, small and medium-sized food business operators and health products. Regular inspection of food business operators shall also be performed.

For the enforcement of the Food Safety Act, the food safety regulatory agencies are authorized to perform regular inspection of food business operators taking into consideration the compliance with mandatory safety standards; implementation of the Hazard Analysis at Critical Control Points or the science-based system that identifies, evaluates, and controls hazards for food safety at critical points; good manufacturing practices; and other requirements of regulations. It is prohibited to refuse access to pertinent records or entry of inspection officers of the food safety regulatory agencies. It is likewise prohibited, among others, to produce, handle, or manufacture for sale, offer for sale, distribute in commerce, or import any food or food product, which is banned or is not in conformity with applicable quality or safety standard is also prohibited. The commission of any of the prohibited acts under the Food Safety Act can result in imprisonment and/or a fine.

## **FDA Rules and Regulations**

Consistent with the mandate to adopt and establish mechanisms and initiatives that are aimed to protect and promote the right to health of every Filipino, the FDA issued the Rules and Regulations on the Licensing of Food Establishments and Registration of Processed Food (“Rules”), which require all food establishments to obtain a License to Operate (“LTO”) from the FDA before they can validly engage in the manufacture, importation, exportation, sale, offer for sale, distribution, and transfer of food products in the Philippine market. The Rules cover processed food and food products and exclude fresh or raw food derived from plant, animal, fisheries and aquaculture products or foods in the primary production and post-harvest stages of the supply chain. A food establishment must prove their capability and capacity to assure food safety and quality through compliance with Good Manufacturing Practice, Good Distribution Practice, Good Storage Practice, Hazard Analysis and Critical Control Points, and/or other best industry practices recognized by the Food and Agriculture Organization and the World Health Organization, as appropriate. An LTO must first be secured before filing for a Certificate of Product Registration (“CPR”) initial application. An initial LTO is valid for a period of two years, while a renewed license is valid for five years.

In addition to an LTO, the FDA also requires a CPR for processed food products, including food additives, food supplements and bottled water, before said products are distributed, supplied, sold or offered for sale or use in the market. A CPR covering a particular health product constitutes *prima facie* evidence of the registrant’s marketing authority for said health product in connection with the activities permitted pursuant to the registrant’s LTO. In case of initial registration, a CPR shall be valid for a minimum period of two years to a maximum period of five years. Any renewal thereafter shall be valid for five years. In addition to the requirements stated above, the FDA may conduct inspection of the manufacturing or processing plant or verification of documents submitted or may require additional documents or evidence to ascertain the safety and/or quality of the product.

The FDA follows a classification list based from the *Codex Alimentarius* General Standard of Food Additives (GFS) and the United Nations Food and Agriculture Organization (FAO) Risk Categories, wherein processed food products are classified according to microbiological risk:

- Low Risk (LR) Food – Food that are unlikely to contain pathogenic microorganisms and will not normally support their growth because of food characteristics and foods that are unlikely to contain harmful chemicals.
- Medium Risk (MR) Food – Food that may contain pathogenic microorganisms but will not normally support their growth because of food characteristics; or food that is unlikely to contain pathogenic microorganisms because of food type or processing but may support the formation of toxins or the growth of pathogenic microorganisms.
- High Risk (HR) Food – Food that may contain pathogenic microorganisms and will support the formation of toxins or the growth of pathogenic microorganisms and foods that may contain harmful chemicals.

The operation of a food business without the proper authorization from the FDA is prohibited and punishable with a fine. The closure of the establishment may also be imposed as a penalty upon a finding of a commission of a prohibited act.

### **The Retail Trade Liberalization Act**

Republic Act No. 8762, or the Retail Trade Liberalization Act (Republic Act. No. 8762) defines retail trade as any act, occupation or calling of habitually selling directly to the general public any merchandise, commodity or good for consumption. The Retail Trade Liberalization Act liberalized the retail industry to encourage Filipino and foreign investors to forge an efficient and competitive retail trade sector in the interest of empowering the Filipino consumer through lower prices, high quality goods, better services, and wider choices. Prior to the passage of the Retail Trade Liberalization Act, retail trade was limited to Filipino citizens or corporations that are 100% Filipino-owned.

Under the Retail Trade Liberalization Act, foreign-owned partnerships, associations or corporations formed and organized under the laws of the Philippines may, upon registration with the Philippine SEC and the DTI (“DTI”), or in the case of foreign owned single proprietorships, with the DTI, engage or invest in the retail trade business, under the following categories:

- Category A Enterprises with paid-up capital that is less than the equivalent of US\$2,500,000 in Pesos shall be reserved exclusively for Filipino citizens and corporations wholly-owned by Filipino citizens.
- Category B Enterprises with a minimum paid-up capital that is equivalent to US\$2,500,000 in Pesos, but is less than US\$7,500,000, may be wholly-owned by foreigners except for the first two years after the effectivity of the Retail Trade Liberalization Act (wherein foreign participation was limited to not more than 60% of total equity).
- Category C Enterprises with a paid-up capital that is equivalent to or more than US\$7,500,000 in Pesos may be wholly owned by foreigners, provided that in no case shall the investments for establishing a store in Categories B and C be less than the equivalent of US\$830,000 in Pesos. Effective March 25, 2002, Category C ceased to be a permitted category.
- Category D Enterprises specializing in high-end or luxury products with a paid-up capital that is equivalent to US\$250,000 in Pesos per store may be wholly owned by foreigners.

Any foreign investor may be allowed to invest in existing retail stores. However, the investment must comply with the paid-up capitalization requirements enumerated above.

Furthermore, foreign investors who are also retailers and invest in existing retail stores are required to be pre-qualified with the Board of Investments before they can buy shares. No foreign retailer is allowed to engage in retail trade in the Philippines unless all the following qualifications are met:

- (1) A minimum of US\$200 million net worth in its parent corporation for Categories B and C, and US\$50 million net worth in its parent corporation for Category D;
- (2) Five retail branches or franchises in operation anywhere around the world unless such retailers has at least one store capitalized at a minimum of US\$25 million;
- (3) Five-year track record in retailing; and
- (4) Only nationals from, or judicial entities formed or incorporated in, countries which allow the entry of Filipino retailers shall be allowed to engage in retail trade in the Philippines.

The implementing rules of Republic Act No. 8762 define a foreign retailer as an individual who is not a Filipino citizen, or a corporation, partnership, association, or entity that is not wholly-owned by Filipinos, engaged in retail trade. The DTI is authorized to pre-qualify all foreign retailers before they are allowed to conduct business in the Philippines.

## **Foreign Ownership Controls**

The Philippine Constitution limits ownership of land in the Philippines to Filipino citizens or to corporations the outstanding capital stock of which is at least 60% owned by Philippine Nationals. While the Philippine Constitution prescribes nationality restrictions on land ownership, there is generally no prohibition against foreigners owning buildings and other permanent structures. However, with respect to condominium developments, the foreign ownership of units in such developments is limited to 40%. A corporation with more than 40% foreign equity may be allowed to lease land for a period of 25 years, renewable for another 25 years.

Republic Act No. 7042, as amended, otherwise known as the Foreign Investments Act of 1991, and the Tenth Regular Foreign Investment Negative List, provide that certain activities are nationalized or partly-nationalized, such that the operation and/or ownership thereof are wholly or partially reserved for Filipinos. Under these regulations, and in accordance with the Philippine Constitution, ownership of private lands is partly-nationalized and thus, companies owning land may only have a maximum of 40% foreign equity.

The Group currently owns real estate, hence the Group would be subject to nationality restrictions found under the Philippine Constitution and other laws limiting land ownership to Philippine Nationals. The Philippine Constitution limits ownership of land in the Philippines to Filipino citizens or to corporations the outstanding capital stock of which is at least 60% owned by Philippine Nationals.

The term "Philippine National" as defined under Republic Act No. 7042, or the Foreign Investments Act of 1991 ("FIA"), as amended, mean:

- (1) A citizen of the Philippines;
- (2) A domestic partnership or association wholly-owned by citizens of the Philippines;
- (3) A corporation organized under the laws of the Philippines of which at least 60% of the capital stock outstanding and entitled to vote is owned and held by citizens of the Philippines;
- (4) A corporation organized abroad and registered as doing business in the Philippines under the Corporation Code, of which 100% of the capital stock outstanding and entitled to vote is wholly owned by Filipinos; or
- (5) A trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine National and at least 60% of the fund will accrue to the benefit of Philippine Nationals.

For as long as the percentage of Filipino ownership of the capital stock of our corporation is at least 60% of the total shares outstanding and voting, our corporation shall be considered as a Philippine National.

## **Environmental Laws**

### ***Philippine Environmental Impact Statement System***

The Philippine Environmental Impact Statement System has been established in furtherance of the State policy to attain and maintain a rational and orderly balance between socio-economic growth and environmental protection. Development projects that are classified by law as environmentally critical or projects within statutorily defined environmentally critical areas are required to obtain an Environmental Compliance Certificate ("ECC") prior to their commencement. As a prerequisite for the issuance of an ECC, an environmentally critical project is required to submit an Environmental Impact Statement ("EIS") to the EMB while a project in an environmentally critical area is generally required to submit an Initial Environmental Examination ("IEE") to the proper DENR regional office, without prejudice to the power of the DENR to require a more detailed EIS. The EIS refers to both the document and the environmental impact assessment of a project, including a discussion of direct and indirect consequences to human welfare and ecology as well as environmental integrity. The IEE refers to the document and the study describing the environmental impact, including mitigation and enhancement measures, for projects in environmentally critical areas.

While the terms and conditions of an EIS or an IEE may vary from project to project, at a minimum, they contain all relevant information regarding the environmental effects of a project. The entire process of organization, administration and assessment of the effects of any project on the quality of the physical, biological and socio-economic environment as well as the design of appropriate preventive, mitigating and enhancement measures is known as the EIS system. The EIS system successfully culminates in the issuance of an ECC. The ECC is a government certification that (i) the proposed project or undertaking will not cause a significant negative environmental impact; (ii) that the proponent has complied

with all the requirements of the EIS system and; (iii) that the proponent is committed to implement its approved environmental management plan in the EIS or, if an IEE was required, that it will comply with the mitigation measures suggested therein. The ECC contains specific measures and conditions that the project proponent must undertake before and during the operation of a project, and in some cases, during the abandonment phase of the project to mitigate identified environmental impact.

Project proponents that prepare an EIS are required to establish an Environmental Guarantee Fund (“EGF”) when the ECC is issued to projects determined by the DENR to pose significant public risks to life, health, property and the environment. The EGF is intended to answer for damages caused by such projects as well as any rehabilitation and restoration measures. Project proponents that prepare an EIS are mandated to include a commitment to establish an Environmental Monitoring Fund (“EMF”) when an ECC is eventually issued. The EMF shall be used to support activities of a multi-partite monitoring team that will be organized to monitor compliance with the ECC and applicable laws, rules and regulations.

In certain instances, the EMB may determine and issue a certification that a certain project is not covered by the EIS System and an ECC is not required. Consequently, a Certificate of Non-Coverage (“CNC”) may be issued in lieu of an ECC.

### ***The Ecological Solid Waste Management Act of 2000***

The Ecological Solid Waste Management Act of 2000 (Republic Act No. 9003) provides for the proper management of solid waste which includes discarded commercial waste and non-hazardous institutional and industrial waste. The said law prohibits, among others, the transporting and dumping of collected solid wastes in areas other than prescribed centers and facilities. The National Solid Waste Management Commission, together with other government agencies and the different local government units, are responsible for the implementation and enforcement of the said law.

Any violation of this law may be punishable by fine or imprisonment, or both, depending on the prohibited act committed. If the offense is committed by a corporation, the chief executive officer, president, general manager, managing partner or such other officer-in-charge shall be liable for the commission of the offense.

### ***The Code on Sanitation of the Philippines***

The Sanitation Code (Presidential Decree No. 856) provides for sanitary and structural requirements in connection with the operation of certain establishments such as food establishments which include such places where food or drinks are manufactured, processed, stored, sold or served. Under P.D. 856, which is implemented by the DOH, food establishments are required to secure sanitary permits prior to operation which shall be renewable on a yearly basis.

Further, the Code on Sanitation provides that no person shall be employed in any food establishment without a health certificate issued by the local health authority. This certificate will be issued only after the required physical and medical examinations are performed and immunizations are administered at prescribed intervals. The health certificate must be renewed every year or as often as required by local ordinance.

Non-compliance with the provisions of the Code on Sanitation may result in the revocation of the sanitary permit, which is a requisite for the operation of a food establishment. Moreover, a food establishment that employs a person without the appropriate health certificate may be punished by fine or imprisonment, or both.

### ***DENR Rules on Disposition of Hazardous Waste***

A waste generator or a person who generates or produces hazardous wastes through any institutional, commercial, industrial or trade activities must register online and pay the registration fee to the EMB Regional Office having jurisdiction over the location of the waste generator. Upon registration, the EMB shall issue a DENR identification number, which is generally a one-time permit unless there is a change in the hazardous wastes produced.

Under DENR Administrative Order No. 2013-22, a duly registered waste generator must, among others: (a) designate a full-time Pollution Control Officer; (b) disclose to the DENR the type and quantity of waste generated; (c) implement proper waste management from the time the wastes are generated until they are rendered non-hazardous; (d) continue to own and be responsible for the wastes generated in the premises until the wastes have been certified by an accredited waste treater as adequately treated, recycled, reprocessed, or disposed of; (e) adhere to the hazardous waste transport

manifest system when transporting hazardous wastes for offsite treatment, storage, and/or disposal; (f) prepare and submit to the DENR comprehensive emergency preparedness and response program to mitigate spills and accidents involving chemicals and hazardous wastes; (g) communicate to its employees the hazards posed by the improper handling, storage, transport, use and disposal of hazardous wastes and their containers; and (h) develop capability to implement the emergency preparedness and response programs and continually train core personnel on the effective implementation of such programs.

Failure to comply with DENR Administrative Order No. 2013-22 shall make the violator liable for a fine of P50,000.00. In addition to such penalty, a violation of any of its Governing Rules or rules covering the Contingency Program shall result in the immediate suspension of the permit.

#### ***DENR Rules against Air Pollution***

DENR Administrative Order No. 2000-81, as amended by DENR Administrative Order No. 2004-26, requires a Permit to Operate for each source emitting regulated air pollutants, which shall be issued by the EMB. The permittee shall display the permit upon the installation itself in such manner as to be clearly visible and accessible at all times. In the event that the permit cannot be so placed, it shall be mounted in an accessible and visible place near the installation covered by the permit.

The Permit to Operate is valid for five years from the date of issuance, unless sooner suspended or revoked. It may be renewed by filing an application for renewal at least 30 days before its expiration date and upon payment of the required fees and compliance with requirements.

Moreover, under DENR Administrative Order No. 2014-02, the managing heads of establishments required to have pollution control officers must apply for accreditation of their appointed/designated Pollution Control Officer at the concerned EMB Regional Office within 15 days from the date of appointment/designation.

#### ***Laguna Lake Development Authority Clearance***

R.A. No. 4850, as amended, created the Laguna Lake Development Authority (“LLDA”) in order to promote and accelerate the balanced growth of the Laguna de Bay Region, with due regard for environmental management and control, preservation and preservation of the quality of human life and ecological systems, and the prevention of undue ecological disturbances, deterioration and pollution.

As an attached agency of the DENR, the LLDA is mandated to manage and protect the environmentally critical Laguna de Bay Region. It is empowered to pass upon and approve or disapprove all plans, programs, and projects proposed by local government offices or agencies within the region, public corporations, and private persons or enterprises where such plans, programs, and projects are related to the development of the region.

At present, the jurisdiction and scope of authority of the LLDA comprises the towns of Rizal and Laguna Provinces, towns of Silang, General Mariano Alvarez, Carmona, Tagaytay City in Cavite, Lucban, Quezon, City of Tanauan, towns of Sto. Tomas and Malvar in Batangas, Cities of Marikina, Pasig, Taguig, Muntinlupa, Pasay, Caloocan, Quezon and town of Pateros in Metro Manila. Accordingly, any person, natural and juridical, with existing and/or new development projects and activities within these areas are required to secure an LLDA Clearance, which is issued upon submission of an application and the supporting financial documents.

An administrative fine is imposed on establishments operating, developing, or constructing within the Laguna de Bay Region without the necessary LLDA Clearance. Any proposed, ongoing, or completed expansion inconsistent with a previously issued LLDA Clearance must be covered by a new LLDA Clearance.

#### ***Wastewater Discharge Permit***

The Philippine Clean Water Act of 2004 (Republic Act No. 9275) prohibits the discharge of material of any kind into water bodies, which shall cause pollution or impede natural flow of water, discharge of substance into soil or sub-soil which would pollute groundwater, operating facilities that discharge regulated water pollutants without valid permits, and other related acts. The Clean Water Act also regulates the discharge of effluents on land.

Pursuant to this law, all industries that discharge in any manner wastewater into Philippine waters and/or land are required to secure a wastewater discharge permit from the EMB. This permit is valid for five years and renewable for five-year periods.

## **Labor Laws**

### ***The Labor Code and Social Welfare Legislations***

The Philippine Labor Code and other statutory enactments provide the minimum benefits that employers must grant to their employees, which include certain social security benefits, such as benefits mandated by the Social Security Act of 1997 (R.A. No. 8282), the National Health Insurance Act of 1995 (R.A. No. 7875), as amended, and the Home Development Fund Law of 2009 (R.A. No. 9679).

### ***Social Security Act***

Under the Social Security Act of 1997, social security coverage is compulsory for all employees under 60 years of age. An employer has the duty to report to the Social Security System (“SSS”) the names, ages, civil status, occupations, salaries and dependents of its employees who are subject to compulsory coverage, and to pay and remit their monthly contributions. This enables the employees or their dependents to claim their pension, death benefits, permanent disability benefits, funeral benefits, sickness benefits and maternity-leave benefits. The failure of the employer to comply with any of its obligations may lead to sanctions, including the impositions of a fine of not less than ₱5,000.00 nor more than ₱20,000.00, or imprisonment for not less than six years and one day nor more than 12 years, or both, at the discretion of the court. The erring employer will also be liable to the SSS for damages equivalent to the benefits to which the employee would have been entitled had his name been reported on time to the SSS and for the corresponding contributions and penalties thereon.

### ***National Health Insurance Act***

The National Health Insurance Act, created the National Health Insurance Program (“NHIP”) to provide health insurance coverage and ensure affordable and accessible health care services to all Filipino citizens. Under the law, all members of the SSS are automatically members of the NHIP. An employer is required to deduct and withhold the contributions from its employee’s salary, wage or earnings, make a counterpart contribution for the employee, and remit both amounts to the Philippine Health Insurance Corporation (“PhilHealth”), the agency which administers the NHIP. The NHIP will then subsidize personal health services required by the employee subject to certain terms and conditions under the law. An employer who fails or refuses to register its employees, regardless of their employment status, or to deduct contributions from its employees’ compensation or remit the same to our Corporation shall be punished with a fine of not less than ₱5,000.00 multiplied by the total number of employees of the firm.

### ***Home Development Fund Law***

The Home Development Fund Law (R.A. No. 9679) or the Pag-IBIG Fund Law, created the Home Development Mutual Fund (“HDMF”), a national savings program as well as a fund to provide for affordable shelter financing to Filipino workers. Coverage under the HDMF is compulsory for all SSS members and their employers. Under the law, an employer must deduct and withhold 2% of the employee's monthly compensation, up to a maximum of ₱5,000.00, and likewise make a counterpart contribution of 2% of the employee's monthly compensation, and remit the contributions to the HDMF. Refusal of an employer to comply, without any lawful cause or with fraudulent intent, particularly with respect to registration of employees as well as collection and remittance of contributions, is punishable by a fine of not less but not more than twice the amount involved, or imprisonment of not more than six years, or both such fine and imprisonment. When the offender is a corporation, the penalty will be imposed upon the members of the governing board and the president or general manager, without prejudice to the prosecution of related offenses under the Revised Penal Code and other laws, revocation and denial of operating rights and privileges in the Philippines and deportation when the offender is a foreigner.

### ***The Labor Code***



The Philippine Labor Code provides that, in the absence of a retirement plan provided by their employers, private-sector employees who have reached 60 years of age or more, but not beyond 65 years of age, the compulsory retirement age for private-sector employees without a retirement plan, and who have rendered at least five years of service in an establishment, may retire and receive a minimum retirement pay equivalent to one-half month's salary for every year of service, with a fraction of at least six months being considered as one whole year. For the purpose of computing the retirement pay, "one-half month's salary" shall include all of the following: fifteen days' salary based on the latest salary rate; in addition, one-twelfth of the thirteenth month pay and the cash equivalent of five days of service incentive leave pay. Other benefits may be included in the computation of the retirement pay upon agreement of the employer and the employee or if provided in a collective bargaining agreement.

## **Other Labor-Related Laws and Regulations**

### ***Contracting and Subcontracting***

The Labor Code recognizes subcontracting arrangements, whereby a principal puts out or farms out with a contractor the performance or completion of a specific job, work or service within a definite or predetermined period, regardless of whether such job, work or service is to be performed or completed within or outside the premises of the principal. Such arrangements involve a "trilateral relationship" among: (i) the principal who decides to farm out a job, work or service to a contractor; (ii) the contractor who has the capacity to independently undertake the performance of the job, work, or service; and (iii) the contractual workers engaged by the contractor to accomplish the job, work, or service.

On March 16, 2017, the Department of Labor and Employment ("DOLE") issued DOLE Department Order No. 174-17 or Rules Implementing Articles 106 to 109 of the Labor Code, As Amended ("D.O. No 174-17"), under the principle that non-permissible forms of contracting and subcontracting arrangements undermine the constitutional and statutory right to security of tenure of workers. D.O. No 174-17 empowered the Secretary of Labor and Employment to regulate contracting and subcontracting arrangement by absolutely prohibiting labor-only contracting, and restricting job contracting allowed under the provisions of the Labor Code. Labor-only contracting refers to arrangement where the contractor or subcontractor merely recruits, supplies or places workers to perform a job or work for a principal, and the contractor or subcontractor does not have substantial capital, or the contractor or subcontractor does not exercise the right to control over the performance of the work of the employee. D.O. No. 174-17 expressly requires the registration of contractors with the Regional Office of the DOLE where it principally operates, without which, a presumption that the contractor is engaged in labor-only contracting arises.

The Department Order provides that in the event that there is a finding that the contractor or subcontractor is engaged in labor-only contracting and other illicit forms of employment arrangements, the principal shall be deemed the direct employer of the contractor's or subcontractor's employees. Further, in the event of violation of any provision of the Labor Code, including the failure to pay wages, there exists a solidary liability on the part of the principal and the contractor for purposes of enforcing the provisions of the Labor Code and other social legislations, to the extent of the work performed under the employment contract.

### ***DOLE Mandated Work-Related Programs***

Under the Comprehensive Dangerous Drugs Act, a national drug abuse prevention program implemented by the Department of Labor and Employment ("DOLE") must be adopted by private companies with 10 or more employees. For this purpose, employers must adopt and establish company policies and programs against drug use in the workplace in close consultation and coordination with the DOLE, labor and employer organizations, human resource development managers and other such private sector organizations. DOLE Department Order No. 053-03 sets out the guidelines for the implementation of Drug-Free Workplace policies and programs for the private sector.

The employer or the head of the work-related, educational or training environment or institution, also has the duty to prevent or deter the commission of acts of sexual harassment and to provide the procedures for the resolution, settlement or prosecution of such cases. Under the Anti-Sexual Harassment Act, the employer will be solidarily liable for damages arising from the acts of sexual harassment committed in the workplace if the employer is informed of such acts by the offended party and no immediate action is taken. Notwithstanding, the victim of sexual harassment is not precluded from instituting a separate and independent action for damages and other affirmative relief. Any person who violates the provisions of this law shall, upon conviction, be penalized by imprisonment of not less than one month nor

more than six months, or a fine of not less than ₱10,000 nor more than ₱20,000, or both such fine and imprisonment, at the discretion of the court. Any action arising from the violation of the provisions of this law shall prescribe in three years.

Moreover, Department Order No. 102-10 requires all private workplaces to have a policy on HIV and AIDS and to implement a workplace program in accordance with the Philippines AIDS Prevention and Control Act. The workplace policies aim to manage sensitive issues, such as confidentiality of medical information and continuation of employment for HIV-positive staff, and to avoid the discrimination of any employee due to HIV/AIDS. Any HIV/AIDS-related information of workers should be kept strictly confidential and kept only on medical files, whereby access to it are strictly limited to medical personnel.

All private workplaces are also required to establish policies and programs on solo parenting, Hepatitis B, and tuberculosis prevention and control.

### **Local Government Code**

The Local Government Code (“LGC”) establishes the system and powers of provincial, city, municipal, and barangay governments in the country. The LGC general welfare clause states that every local government unit (“LGU”) shall exercise the powers expressly granted, those necessarily implied, as well as powers necessary, appropriate, or incidental for its efficient and effective governance, and those which are essential to the promotion of the general welfare.

LGUs exercise police power through their respective legislative bodies. Specifically, the LGU, through its legislative body, has the authority to enact such ordinances as it may deem necessary and proper for sanitation and safety, the furtherance of the prosperity, and the promotion of the morality, peace, good order, comfort, convenience, and general welfare of the locality and its inhabitants. Ordinances can reclassify land, order the closure of business establishments, and require permits and licenses from businesses operating within the territorial jurisdiction of the LGU.

An ordinance may be repealed by a subsequent ordinance expressly repealing or declaring it as invalid. An ordinance may also be repealed by implication by a subsequent ordinance that is inconsistent or contrary, in whole or in part, to the previous ordinance. Under the LGC, the *Sangguniang Panlalawigan* (provincial council) has the power to review ordinances passed by a city or municipality council and can declare ordinances invalid, in whole or in part, if it finds that the lower council exceeded its authority in enacting the ordinance.

### **Intellectual Property Code**

Under the Intellectual Property Code of the Philippines, the rights to a trademark are acquired through the registration with the Bureau of Trademarks of the Intellectual Property Office, which is the principal government agency involved in the registration of brand names, trademarks, patents and other registrable intellectual property materials.

Upon registration, the Intellectual Property Office shall issue a certificate of registration to the owner of the mark, which shall confer the right to prevent all third parties not having the owner’s consent from using in the course of trade identical or similar signs or containers for goods or services which are identical or similar to those in respect of which the mark is registered. The said certificate of registration shall also serve as prima facie evidence of the validity of registration and the registrant’s ownership of the mark. A certificate of registration shall remain in force for an initial period of ten (10) years, and may be renewed for periods of ten (10) years at its expiration.

The IP Code applies to franchise agreements and software license agreements which generally fall within the definition of technology transfer arrangements (“TTAs”). The IP Code defines TTAs as “contracts or agreements involving the transfer of systematic knowledge for the manufacture of a product, the application of a process, or rendering of a service including management contracts; and the transfer, assignment or licensing of all forms of intellectual property rights, including licensing of computer software except computer software developed for mass market.” TTAs must comply with Sections 87 and 88 of the IP Code, *i.e.*, TTAs cannot contain the provisions which are prohibited under Section 87 but must contain the mandatory provisions under Section 88. Failure to comply with these provisions of the IP Code will automatically render the entire arrangement unenforceable.

We retain legal counsel to ensure our continued compliance with applicable laws and regulations affecting our operations. We have secured, applied for, or are in the process of applying or renewing all material permits and licenses required to conduct our business. We expect to obtain these permits and licenses in the ordinary course.



## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Pursuant to our Company's amended articles of incorporation, Fruitas Holdings, Inc. board of directors consists of 7 members, of whom 3 are independent directors. The table below sets forth each member of our board of directors as of the date of this Prospectus.

Name	Age	Nationality	Position
Rogelio M. Guadalquiver	76	Filipino	Chairman
Lester C. Yu	44	Filipino	Director, President, and Chief Executive Officer
Irene O. Chua	63	Filipino	Director, Chief Financial Officer and Treasurer
Calvin F. Chua	40	Filipino	Director and Chief Financial Adviser
Bambi Maureen E. Donato	43	Filipino	Independent Director
Dennis T. Beng Hui	49	Filipino	Independent Director
Shirley O'Yek Tan	56	Filipino	Independent Director

The business experiences for the last five years of members of our board of directors are set forth below.

**Rogelio M. Guadalquiver, 76**, was appointed as the FHI's Chairman on Aug. 24, 2019. He is also currently a Director of Philippine Deposit Insurance Corporation. Rogelio was the Chairman and Chief Executive Officer of CG & Co. from 2000 to 2018. Prior to joining CG & Co., he was a senior partner of SGV & Co., a member practice firm of Ernst & Young where he was heavily involved in both domestic and global audit practices. He also specialized in initial public offerings, industry research studies, corporate restructuring, business process re-engineering, business risk management, and financial and tax management consulting. Mr. Guadalquiver is a Certified Public Accountant and holds a Master's in Management degree from the Asian Institute of Management and a Bachelor of Science in Commerce degree from University of San Jose-Recoletos.

**Lester C. Yu, 44**, has been our President and Chief Executive Officer since its incorporation and served as the FHI's Chairman from Feb. 2015 to Aug. 2019. Mr. Lester Yu started his career with their family business, Janette Jewelry in 1989. Before founding the Group, he entered the banking industry and served as the youngest Branch Manager for Westmont Bank. He is responsible for the growth of the Group from a single store to more than 900 stores nationwide. Under his leadership, the Group has successfully introduced several well-known brands and has made strategic acquisitions such as Negril Trading, which houses the De Original Jamaican Pattie Shop and Juice Bar brand and Sabroso Lechon. Mr. Yu is also the Chairman and President of Ralproperties, Inc., One Fifty Food Place, Inc., Lush Properties Inc., Negril Trading, Inc., Themangofarm Corp., Fruitasgroup Incorporated, Buko ni Fruitas, Inc., Lush Enterprises Corp., Bamazeh Incorporated, Lush Coolers, Inc., La Petite Parisienne, Inc., Dough Matters, Inc., Lush Harvest Manufacturing Inc., Toyoda Technik Corporation, and Cocodelivery Incorporated. He holds a Master's of Business Administration degree from the University of the Philippines and a degree in Industrial Management Engineering from De La Salle University.

**Irene O. Chua, 63**, was appointed as our Chief Financial Officer and Treasurer on Aug. 24, 2019. She has been with the Fruitas Group as a consultant since March 2014. Prior to joining the Group, she was an Assistant Vice President in Philippine National Bank, formerly Allied Bank Corporation, where she worked for 34 years. Ms. Chua is also the President and director of Sure Jobs Academy, Inc. She holds a Bachelor of Science degree in Business Administration from the University of Sto. Tomas.

**Calvin F. Chua, 40**, was elected as Director and Chief Financial Adviser on Aug. 24, 2019. He has served as a consultant of the Fruitas Group since May 2017. He is also currently an Executive Director and Treasurer of AlphaPrimus Advisors Inc. He was part of the Corporate Finance team of ING Bank N.V., Manila Branch, most recently as Consultant up to June 2019 and Director up to July 2015. During his stint at ING Bank, he advised on mergers and acquisitions and capital-raising activities of various Philippine clients across several sectors. He holds a Bachelor of Science degree in Management Engineering and a Bachelor of Arts degree in Economics (Honors Program) from Ateneo de Manila University.

**Bambi Maureen E. Donato, 43**, was elected as our Independent Director on Aug. 24, 2019. Bambi is currently the Program and Marketing Manager for the Inquirer Academy, a member of the Inquirer Group of Companies. Prior to working with Inquirer Academy, she was Regional Marketing Manager of SUBSTOGO Corporation, Marketing Manager of Silverworks and was a Marketing Manager for Yellow Cab Food Corporation. She was also involved with Couples for Christ Global Mission Foundation Inc. as a SFC International Council and Missions Head during the early stages of her career. Ms.

Donato holds a Master’s in Business Administration from De La Salle University and a Bachelor of Science in Management from Ateneo de Manila University.

**Dennis T. Beng Hui, 49**, was elected as our Independent Director on Aug. 24, 2019. Mr. Beng Hui is the Founder and current Managing Director of Technopoly Inc., a consulting company which uses Lean Thinking and Six Sigma to improve business performance. Technopoly has served various clients across several sectors, including the foodservices sector. He taught at De La Salle University, Department of Industrial Engineering, for more than 15 years until 2017. He holds a Master’s of Science degree in Industrial Engineering and a Bachelor of Science degree in Industrial Management Engineering minor in Mechanical Engineering from De La Salle University. He is also a PhD candidate in Industrial Engineering at De La Salle University. He is a Certified ASEAN Engineer (ASEAN, 2013) and a Certified Professional Industrial Engineer (Philippine Institute of Industrial Engineers, 2010).

**Shirley O’Yek Tan, 56**, was elected as our Independent Director on Aug. 24, 2019. She is currently the Corporate Treasurer of Bank of Makati, one of the top 10 Thrift Banks in the Philippines, and sits as a member of the Senior Management Committees of said bank. Her responsibilities include planning and formulating policies to protect the financial well-being of the Bank, as well as managing the overall operations of the Corporate Treasury sector to ensure that strategic plans are implemented and financial targets are met. Shirley graduated from University of Santo Tomas with a Bachelor of Science in Commerce, major in Accounting and is a Certified Public Accountant.

The table below sets forth our key executive and corporate officers as of the date of this Prospectus.

<b>Name</b>	<b>Age</b>	<b>Nationality</b>	<b>Position</b>
Roselyn A. Legaspi	41	Filipino	Managing Director – Visayas and Mindanao
Madelene T. Sayson	30	Filipino	Chief Operating Officer
Lerma C. Fajardo	31	Filipino	Deputy Chief Financial Officer and Comptroller
Rushell A. Salvador	30	Filipino	Vice President - Compliance Officer
Edmundo S. Daroy	71	Filipino	Commissary Operations Director, FGI
Jonathan G. Co	61	Filipino	Commissary General Manager, NTI
Marvin C. Yu	41	Filipino	Corporate Secretary
Ma. Teresa Trujillo	56	Filipino	Human Resources Department Head - FGI
Czarina Loreto	27	Filipino	Research & Development Manager - FGI
Sherlyn U. Gonzales	30	Filipino	Purchasing Department Head - FGI
Juneil P. Torio	27	Filipino	Investor Relations Officer

The business experience for the last five years of key executive and officers are set forth below.

**Roselyn A. Legaspi, 41**, was appointed as our Managing Director – Visayas & Mindanao on Aug. 2019 and is responsible for the overall operations of FHI for the said regions. She has been with the Fruitas Group since 2002 and has served as a Director of FHI from Feb. 2015 to Aug. 2019. Ms. Legaspi is also the Vice President and Director of Negril Trading, Inc., Bamazeh Inc., Lush Properties Incorporated, Ralproperties Inc., and Sure Jobs Academy Inc. She is also a Director for Gyuma Fragrance Inc., Lush Harvest Manufacturing Inc., Themangofarm Corp., La Petite Parisienne, Inc., and Lush Enterprises Corp. Also, Ms. Legaspi is the Treasurer of Fruitasgroup Incorporated and Buko ni Fruitas, Inc. She obtained her Bachelor of Science degree in Accountancy in 1999 and also passed her Civil Service Exams in 1997. She is currently taking up her Master’s in Business Administration degree at the University of San Carlos, Cebu City.

**Madelene T. Sayson, 30**, was elected as our Chief Operating Officer on Jan. 2018 and has been with the Group since 2009. She also served as a Director of FHI from Feb. 2015 to Aug. 2019. Ms. Sayson is also the Chairman and President of Gyuma Fragrance Inc. She is the Corporate Secretary and Director of One Fifty Food Place, Inc., Lush Properties Inc., Negril Trading, Inc., Bamazeh Incorporated, Dough Matters, Inc., Sure Jobs Academy, Inc., and Toyoda Technik Corporation Ms. Sayson is also the Vice President and Director of Themangofarm Corp. and La Petite Parisienne, Inc. She is a Director in Buko ni Fruitas, Inc. and the Treasurer and Director of Lush Coolers, Inc. She holds a Bachelor of Science degree in Accountancy from Garcia College of Technology.

**Lerma C. Fajardo, 32**, has been the Group’s Deputy Chief Financial Officer and Comptroller since 2018. She has over 10 years of experience in accounting and finance, previously working as an Assistant Manager for Extramind Global Outsourcing Group, Inc. She holds a Bachelor of Science degree in Accountancy from Polytechnic University of the Philippines and is a Certified Public Accountant.

**Rushell A. Salvador, 30**, was appointed as our Vice President - Compliance Officer on July 2019. She has been with the Group as Profit and Loss Accounting Manager since May 2016. Prior to joining the Group, Ms. Salvador held different Finance and Accounting positions in Polyserve Philippines, Inc. and HR Network Inc. before being a consultant of Jardine Schindler Elevator Corporation from June 2014 to February 2015. She holds a Bachelor of Science in Accountancy from Polytechnic University of the Philippines, Sta. Mesa, Manila and is a Certified Public Accountant.

**Edmundo S. Daroy, 71**, has been with the Group as a consultant since April 2014 and was appointed as Commissary Operations Director for FGI on January 2018. He is mainly responsible for overseeing the production lines and ensuring that output and yields are maximized. Mr. Daroy holds a Bachelor of Science degree in Chemical Engineering from the University of the Philippines and is a licensed chemical engineer.

**Jonathan G. Co, 62**, has been the General Manager of NTI Commissaries since Nov. 2014. Prior to joining the Group, he worked as the General Manager for 3 years in Bauch Philippines Inc. He also held several senior roles in National Semiconductor Philippines, Intel Corporation both in the United States and the Philippines, Dyne-Sem Electronics, and Analog Devices Philippines. He is also a Director in Sure Jobs Academy, Inc. Mr. Co holds a Bachelor of Science degree in Electronics and Communications Engineering from the University of Sto. Tomas.

**Marvin C. Yu, 41**, has been FHI's Corporate Secretary since Aug. 24, 2019. He has more than 15 years of experience in the technical and engineering field. He was a Consultant in the SMC Telco Project, Master Planning Network Coverage Senior Manager for the Sun Cellular 2G and 3G Project, and RF Network Planning, Design and Optimization Engineer for Smart Communications Inc. Mr. Marvin Yu holds a Bachelor of Science degree in Electronics and Communications Engineering from De La Salle University and an Electronics and Communications Engineering Board Passer.

**Ma. Teresa Trujillo, 56**, has been the Human Resources Department Head of FGI since Feb. 2018. She is responsible in overseeing activities within human resources management such as recruitment, compensation and benefits, and organizational development. She was the Officer-in-Charge of the Business Permits Department prior to her current role. She completed 18 units for Ateneo Graduate School of Business' Master's degree in Business Administration for Middle Managers and holds a bachelor's degree in Commerce major in Accounting from Universidad De Sta. Isabel.

**Czarina A. Loreto, 27**, has been the Research and Development Manager of FGI since Aug. 2019. She is responsible to oversee product development related activities. She joined the Group as the R&D Manager for BNF before transferring to FGI. Prior to joining the Group, she was Assistant Innovation Manager at Tim Hortons Philippines. She was also a Food Division Lead for local coffee roaster Conlins Coffee World, Inc. and was trained extensively in Food Safety Management System during her tenure. She holds a Bachelor's degree in Science major in Food Technology from the University of the Philippines Los Baños.

**Sherlyn U. Gonzales, 30**, has been the Purchasing Department Head of FGI since Jan. 2018. She is responsible to oversee purchases involving raw materials, products, and equipment. She has been with the Group for more than 12 years. She was the Corporate Secretary and Director of FHI from Feb. 2015 to Aug. 2019. Ms. Gonzales is also the Corporate Secretary and Director of Buko Ni Fruitas, Inc., Lush Harvest Manufacturing Inc., and La Petite Parisienne Inc. She is a Director for Negril Trading, Inc. and Gyuma Fragrance Inc. She is the Treasurer and Director of Bamazeh Incorporated and the Vice President and Director of Dough Matters Inc. She completed the Computer Secretarial course at Northwestern Visayan Colleges in Aklan.

**Juneil P. Torio, 27**, has been the Investor Relations Officer since July 2019. He is responsible for all interactions with investors and financial institutions through creating programs which strengthens relationship of FHI to the various investment groups and individuals. Prior to joining FHI, he was a Manager in EXL Services Philippines where he started as a Management Trainee post his graduate studies. In 2013, he started his career as Management Trainee/Special Projects Officer in the Commercial Centers Division of Robinsons Land Corporation. He holds a Master's degree in Business Administration from the Asian Institute of Management and a Bachelor of Arts degree in Management Economics from the Ateneo de Manila University.

## **Corporate Governance**

Our Company has a Manual on Corporate Governance (“Manual”) which was approved and adopted by our Board on [24 August 2019]. The Manual has been submitted to the SEC in compliance with SEC Memorandum Circular No. 19 Series of 2016, or the Code of Corporate Governance for Publicly-Listed Companies.

Our Company's policy on corporate governance is based on the Manual. The Manual lays down the principles of good corporate governance in the entire organization. The Manual provides that it is the Board's responsibility to initiate compliance with the principles of good corporate governance, to foster the long-term success of the Group and to secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Group, its shareholders and other stakeholders.

Corporate governance rules/principles were established to ensure that the interest of stakeholders are always taken into account; that our directors, officers, and employees are conducting business in a safe and sound manner; and that transactions entered into between our Company and our related interests are conducted at arm's length basis and in the regular course of business.

Our Company is committed to doing business in accordance with the highest professional standards, business conduct and ethics and all applicable laws, rules, and regulations. Our Company, our directors, officers, and employees are dedicated to promote and adhere to the principles of good corporate governance by observing and maintaining our core business principles of accountability, integrity, fairness, and transparency.

## **Independent Directors**

Based on the Manual, our Company to have at least three independent directors in its Board of Directors, or such number as to constitute at least one-third of the members of the Board, whichever is higher. Our Company's Board of Directors is composed of seven members, four of whom are regular directors and three are independent directors. Our Company's independent directors are Bambi E. Donato, Dennis T. Beng Hui, and Shirley O. Tan. Independent directors must hold no interests or relationships with our Company that may hinder their independence from the Group or its management, or which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Our Company's Manual provides that independent directors shall endeavor to always attend board meetings, provided, however, that their absence shall not affect the quorum requirement. Our Company's Board may, to promote transparency, require the presence of at least one independent director in all its meetings.

## **Compliance Officer**

The Compliance Officer designated by the Chairman of the Group's Board shall hold the rank of at least Vice President or its equivalent and shall not be a member of the Group's Board of Directors. He shall have direct reporting responsibilities to the Chairman of the Board. He shall have the following duties and responsibilities:

1. Ensure proper onboarding of new directors (i.e. orientation on our Company's business, charter, articles of incorporation and by-laws, among others);
2. Monitor compliance with the provisions and requirements of this Manual and the rules and regulations of regulatory agencies and, if violations are found, report the matter to the Board and recommend the adoption of measures to prevent a repetition of the violation;
3. Appear before the Commission upon summon on matters related to compliance with the provisions and requirements of this Manual that need to be clarified by the same;
4. Determine violation/s of the Manual and recommend appropriate penalty/ies for violation thereof for further review and approval of the Group's Board;
5. Collaborate with other departments to properly address compliance issues, which may be subject to investigation;
6. Ensure the integrity and accuracy of all documentary submissions to regulators;
7. Ensure the attendance of board members and key officers to relevant trainings;
8. Issue a certification every January 30<sup>th</sup> of the year on the extent of our Company's compliance with this Manual for the completed year, explaining the reason/s of the latter's deviation from the same; and
9. Identify, monitor and control compliance risks.

## **Chief Audit Executive**

The Chief Audit Executive, who may be appointed when the Group's Board deems it necessary, shall directly report functionally to the Audit Committee and administratively to the Chief Executive Officer. He shall oversee and be responsible for the internal audit activity of our Company, including that portion that is outsourced to a third party service provider.

### **Resolving Stockholders' Disputes**

Stockholders who have matters for discussion or concerns directly resulting to the business of our Company may initially elevate such matters or concerns to: (a) the Corporate Secretary; (b) the Investor Relations Officer; (c) Management; or (d) the Group's Board.

### **Committees of the Board of Directors**

The Group's Board of Directors has constituted certain committees to effectively manage the operations of our Company. Our Company's principal committees include the Executive Committee, Audit Committee, Nomination and Compensation Committee, and the Corporate Governance Committee. A brief description of the functions and responsibilities of the key committees are set out below:

#### **A. Executive Committee**

The Executive Committee shall be composed of at least three board members, to be appointed by the Group's Board. The Executive Committee, when the Board is not in session, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation except with respect to: (1) approval of any action for which stockholders approval is also required; (2) filling of vacancies in the Board; (3) the amendment or repeal of these By-Laws or the adoption of new By-Laws; (4) the amendment or repeal of any resolution of the Board which by its express terms is not so amenable or repealable; (5) a distribution of dividends to the stockholders; and (6) such other matters as may be specifically excluded or limited by the Board.

#### **B. Audit Committee**

The Audit Committee shall be composed of at least four (4) voting members who are members of the Group's Board, at least three of which are non-executive directors, including the independent directors. The Chairman of this Committee should be an independent director.

The key functions of the Audit Committee are assisting the Group's Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations; providing oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risks, including receipt or information on risk exposures and risk management activities; providing oversight over the Internal Audit Department and External Auditors; monitoring and evaluating the adequacy and effectiveness of our Company's internal control system; reviewing the quarterly and annual financial statements before their submission to our Company's Board; and overseeing the implementation of risk management and related party strategies and policies.

#### **C. Nomination and Compensation Committee**

The Nomination and Compensation Committee of the Group's Board shall have at least three members, one of whom shall be an independent director and one non-voting member in the person of the Vice President for Corporate Human Resources of our Company. The Nomination and Compensation Committee shall review and evaluate the qualifications of all individuals nominated to the Group's Board and other appointments that require Board approval, and to assess the effectiveness of the Group's Board's processes and procedures in the election or replacement of directors. The Committee shall also establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with our Company's culture, strategy and control environment.



#### D. Corporate Governance Committee

The Corporate Governance Committee shall consist of at least three (3) voting members who are members of the Group's Board of Directors (all of which shall be Independent Directors). Among other functions that may be delegated by the Group's Board, the Committee shall be responsible for overseeing the implementation of the corporate governance framework and periodically reviews the said framework; overseeing the periodic performance evaluation of the Group's Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance; and recommending continuing education/training programs for directors, assignment of tasks/projects to board committees, succession plan for the Group's Board members and senior officers, and remuneration packages for corporate and individual performance.

#### Composition of Committees of the Group's Board of Directors

<b>a) Executive Committee</b>	Lester C. Yu - <i>Chairman</i> Irene O. Chua - <i>Member</i> Shirley O. Tan - <i>Member</i>
<b>b) Nominations and Compensation Committee</b>	Bambi E. Donato - <i>Chairman</i> Lester C. Yu - <i>Member</i> Irene O. Chua - <i>Member</i>
<b>c) Audit Committee</b>	Dennis T. Beng Hui - <i>Chairman</i> Shirley O. Tan - <i>Member</i> Irene O. Chua - <i>Member</i> Rogelio M. Guadalquiver - <i>Member</i>
<b>d) Corporate Governance Committee</b>	Shirley O. Tan - <i>Chairman</i> Bambi E. Donato - <i>Member</i> Dennis T. Beng Hui - <i>Member</i>

#### Executive Compensation Table

##### Compensation

The following table sets forth our most highly compensated executive officers, including Fruitas Holdings, Inc. Chief Executive Officer, for the year ending December 31, 2019:

Name	Position
Lester C. Yu	Director, President and Chief Executive Officer
Roselyn A. Legaspi	Managing Director – Visayas & Mindanao
Madelene T. Sayson	Chief Operating Officer
Irene O. Chua	Director, Treasurer and Chief Financial Officer
Marvin C. Yu	Corporate Secretary

The following table identifies and summarizes the aggregate compensation of our President and CEO and the four most highly compensated executive officers, as well as the aggregate compensation paid to all other officers and Directors as a group, for the years ended December 31, 2017, 2018, and 2019 (estimated):

<b>Aggregate Compensation – Executive Officers (top five)</b>	
Year	Total (₱ million)
2017	9.2
2018	20.4
Projected 2019	16.0

<b>Aggregate Compensation – Directors and Executive Officers (excluding top five above)</b>	
Year	Total (₱ million)
2017	0.4
2018	1.6

<b>Aggregate Compensation – Executive Officers (top five)</b>	
<b>Year</b>	<b>Total (₱ million)</b>
Projected 2019	4.3

### **Standard Arrangements**

Other than payment of reasonable per diem as may be determined by the Board for every meeting, there are no standard arrangements pursuant to which directors of the Company are compensated, or were compensated, directly or indirectly, for any services provided as a director and for their committee participation or special assignments for 2019 up to the present.

### **Other Arrangements**

There are no other arrangements pursuant to which any director of the Company was compensated, or to be compensated, directly or indirectly for 2019 up to the present for any service provided as a director.

### **Warrants and Options**

As of the date of this prospectus, there are no outstanding warrants or options held by the President, the CEO, the named executive officers, and all officers and directors as a group.

### **Involvement in Certain Legal Proceedings of Directors and Executive Officers**

The Company believes that, except as discussed below, none of the Company's directors, nominees for election as director, or executive officers have in the five-year period prior to the date of this Prospectus: (1) had any petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within a two-year period of that time, (2) have been convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offenses, (3) have been the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, or (4) have been found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, such judgment having not been reversed, suspended, or vacated.

### **Significant Employees**

We consider the collective efforts of our employees as vital to our success. We do not solely rely on key individuals for the conduct of our business. Therefore, the resignation or loss of any non-executive employee will not have any significant, adverse effect on our business. No special arrangement with non-executive employees to assure their continued stay with us exists, other than standard employment contracts.

While the Group values the contribution of each of its employees, the Group does not believe that its business is dependent on the services of any particular employee.

### **Family Relationships**

Mr. Lester C. Yu and Mr. Marvin C. Yu are brothers. Mr. Jonathan Co is a brother of the mother of Mr. Lester C. Yu and Mr. Marvin C. Yu. Aside from the foregoing, there are no family relationships between any Directors and any members of the Group's senior management as of the date of this Prospectus.

## PRINCIPAL SHAREHOLDERS

### Principal Shareholders

The following table sets out our Company's principal shareholders and each of our directors, their respective number of Shares and their corresponding percentage ownership as of the date of this Prospectus:

<u>Name of Shareholder</u>	<u>Number of Shares Held</u>	<u>% of Shareholding</u>
Lush Properties Incorporated	1,258,500,000	78.66%
Lester C. Yu	112,500,000	7.03%
Next Merchant Holdings Inc.	74,490,000	4.66%
Highland Sunrise Holdings Inc.	74,480,000	4.66%
Ralproperties Inc.	70,000,000	4.38%
Roselyn A. Legaspi	3,000,000	0.19%
Sherlyn U. Gonzales	2,500,000	0.16%
Madelene T. Sayson	1,500,000	0.09%
Marvin C. Yu	1,000,000	0.06%
Jonathan G. Co	999,990	0.06%
Rogelio M. Guadalquiver	500,000	0.03%
Calvin F. Chua	500,000	0.03%
Bambi Maureen E. Donato	10,000	0.00%
Bernardino M. Ramos	10,000	0.00%
Shirley Tan	10,000	0.00%
Irene O. Chua	10,000	0.00%
Dennis Beng Hui	10,000	0.00%
Janet C. Yu	10	0.00%
<b>Total</b>	<b>1,600,020,000</b>	<b>100.00%</b>

### Voting Trust Holders of 5.0% or More

There are no persons holding more than 5.0% of a class of shares of the Company under a voting trust or similar agreement as of the date of this Prospectus.

### Changes in Control

From July to August 2017, Lush Properties Incorporated acquired 874,150,000 FHI shares from various shareholders, resulting in Lush Properties Incorporated gaining majority control of FHI.

### Preferred Shares

On February 26, 2018, we received approval for the amendment of our Articles of Incorporation including the reclassification of our authorized capital stock of ₱500,000,000.00, which previously consisted entirely of common stock, into: (a) 3,000,000,000 shares of Preferred Stock with a par value of P0.01 per share; and (b) 4,700,000,000 shares of Common Stock with par value of P0.10 per share.

The Preferred Stock shall also enjoy voting rights. Each Preferred Stock shall be entitled to a fixed annual dividend ("Guaranteed Dividend") calculated at 2.5% of its par value per annum with no participation in further dividends declared and paid to the Common Stock or any other class or series of stock. The Guaranteed Dividend shall be cumulative such that if, for any given year, the Guaranteed Dividend is not declared in full due to the insufficiency of the unrestricted retained earnings for such years, the deficiency shall be a charge upon the unrestricted retained earnings of the subsequent years after declaration of Guaranteed Dividends for such years, if any, until such deficiency shall have been declared as dividends.

The Guaranteed Dividend shall, upon declaration by the Corporation's Board of Directors, be payable in cash within 120 days from the close of the Corporation's calendar year for which such Guaranteed Dividend was declared. If the due date

for payment of any amount in respect of any Preferred Share is not a day on which banks are generally open in the Philippines (a "Business Day"), then the holder shall not be entitled to payment of the amount due until the next following Business Day and shall not be entitled to any interest or other payment in respect of any such day.

The Preferred Stock shall not be convertible into Common Stock.

The Preferred Stock shall not be part of the public offering. We do not have any intention to issue any preferred stock before the completion of our Initial Public Offering.

See "*Business—Corporate Structure and Reorganization.*"

## SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT

The following table sets out our Company's shareholders of more than 5% of our voting securities and their respective shareholdings and corresponding percentage ownership as of the date of this Prospectus.

Title of Class	Name and Address of Record Owners and Relationship with FHI	Name of Beneficial Owner and Relationship with Record Owner	Citizen	No. of Shares Held	% of Total Outstanding Shares
Common	Lush Properties Inc. 68 Data St. Brgy Don Manuel Quezon City	Mr. Lester C. Yu (owner of 97.0% of Lush Properties)	Filipino	1,258,500,000	78.66%
Common	Mr. Lester C. Yu 288 Escolta St. Binondo Manila	Mr. Lester C. Yu	Filipino	112,500,000	7.03%
Common	Ralproperties Inc.	Mr. Lester C. Yu (owner of 54.7% of Ralproperties Inc.)	Filipino	70,000,000	4.38%

### Lock-up

The PSE rules require existing shareholders owning at least 10% of the outstanding shares of a company not to sell, assign or in any manner dispose of their shares for a period of 180 days after the listing of the shares.

Thus, the following shall be subject to such 180-day lock-up period:

In addition, if there is any issuance or transfer of shares or securities such as private placements, assets for shares swap or a similar transaction or instruments which lead to issuance of shares or securities such as convertible bonds, warrants or a similar instrument that are completed within 180 days prior to the listing date, and the transaction price is lower than the offer price in the initial public offering, all such shares or securities shall be subject to a lock-up period of at least 365 days from full payment of such shares or securities.

The following shall be subject to such 365-day lock-up period reckoned from [●]:

See "*Business—Corporate Structure and Reorganization.*"

To implement the foregoing lock-up requirements, the PSE requires the applicant company to lodge the shares with the PDTC through a Philippine Central Depository participant for the electronic lock-up of the shares or enter into an escrow agreement with the trust department or custodian unit of an independent and reputable financial institution.

In addition, our Company and the Principal Shareholders have agreed with the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters that we will not, without the prior written consent of the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, issue, offer, pledge, sell, contract to sell, pledge or otherwise dispose of (or publicly announce any such issuance, offer, sale or disposal of) any Common Shares or securities convertible or exchangeable into or exercisable for any Common Shares or warrants or other rights to purchase Common Shares or any security or financial product whose value is determined directly or indirectly by reference to the price of the underlying securities, including equity swaps, forward sales and options for a period of 180 days after the listing of the Offer Shares.

### Security Ownership of Directors and Officers

The following comprise our Company's board of directors as of the date of this Prospectus. Under the Philippine Corporation Code, to qualify as a member of the board of directors, each director is required to hold at least one share in his name in the books of our corporation.

Title of Class	Name of Record Owner	Number of Shares (in '000)	Amount (in ₱ '000)	Nature of Beneficial Ownership	Citizenship	% of Total Outstanding Shares
Common	Lush Properties Incorporated	1,258,500	125,850	Direct	Filipino	78.66%
Common	Lester C. Yu	112,500	11,250	Direct	Filipino	7.03%
Common	Ralproperties Inc.	70,000	7,000	Direct	Filipino	4.38%
Common	Roselyn A. Legaspi	3,000	300	Direct	Filipino	0.19%
Common	Sherlyn U. Gonzales	2,500	250	Direct	Filipino	0.16%
Common	Madelene T. Sayson	1,500	150	Direct	Filipino	0.09%
Common	Marvin C. Yu	1,000	100	Direct	Filipino	0.06%
Common	Jonathan G. Co	999.99	99.999	Direct	Filipino	0.06%
Common	Rogelio M. Guadalquiver	500	50	Direct	Filipino	0.03%
Common	Calvin F. Chua	500	50	Direct	Filipino	0.03%
Common	Dennis T. Beng Hui	10	1	Direct	Filipino	0.00%
Common	Irene O. Chua	10	1	Direct	Filipino	0.00%
Common	Bambi Maureen E. Donato	10	1	Direct	Filipino	0.00%
Common	Shirley Tan	10	1	Direct	Filipino	0.00%

#### Dilution of Principal Shareholders

The chart below shows the dilution of our principal shareholders as a result of the Offer.

Name of Shareholder	Number of Common Shares Held before the Offer	Percentage Total of Shareholding before the Offer	Number of Common Shares after the Firm Offer	Percentage Total of Shareholding after the Firm Offer
Lush Properties Incorporated	1,258,500,000	78.66%	1,258,500,000	58.98%
Lester C. Yu	112,500,000	7.03%	112,500,000	5.27%
Next Merchant Holdings Inc* .	74,490,000	4.66%	74,490,000	3.49%
Highland Sunrise Holdings Inc.	74,480,000	4.65%	74,480,000	3.49%
Ralproperties Inc.	70,000,000	4.37%	70,000,000	3.28%
Roselyn A. Legaspi	3,000,000	0.19%	3,000,000	0.14%
Sherlyn U. Gonzales	2,500,000	0.16%	2,500,000	0.12%
Madelene T. Sayson	1,500,000	0.09%	1,500,000	0.07%
Marvin C. Yu	1,000,000	0.06%	1,000,000	0.05%
Jonathan G. Co	999,990	0.06%	999,990	0.05%
Calvin F. Chua	500,000	0.03%	500,000	0.02%
Rogelio M. Guadalquiver	500,000	0.03%	500,000	0.02%
Dennis T. Beng Hui	10,000	0.00%	10,000	0.00%
Irene O. Chua	10,000	0.00%	10,000	0.00%
Bambi Maureen E. Donato	10,000	0.00%	10,000	0.00%
Bernardino M. Ramos	10,000	0.00%	10,000	0.00%
Shirley Tan	10,000	0.00%	10,000	0.00%
Janet C. Yu	10	0.00%	10	0.00%

\*Next Merchant Holdings Inc will drop to 6,150,000 shares amounting to 0.29% of the total shareholding after the firm offer if overallotment option is fully exercised.

See "Business—Corporate Structure and Reorganization."

## RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Company has loan transactions with certain directors, officers, stockholders and related interests. Under the Company's policies, these loans are made substantially on the same terms as loans to other individuals and businesses of comparable risk.

For further information on the Company's related party transactions, including detailed breakdowns of amounts receivable from related parties and the income and expenses relating to related party transactions, see Note 14 to the Company's audited financial statements for six months ended June 30, 2019 and for the years ended December 31, 2018, 2017 and 2016.

### **Certain Relationships and Related Transactions**

#### **Advances to Stockholders**

The Company received noninterest-bearing advances from stockholders amounting to ₱107.3 million. This cash advance remains outstanding in the books of the corporation as at June 30, 2019.

#### **Advances from Stockholders**

The Company has noninterest-bearing advances to stockholders amounting to ₱11.9 million. This cash advance remains outstanding in the books of the corporation as at June 30, 2019.

#### **Lease Agreements**

##### Group as Lessee - Short-term Lease

The Group entered into several lease agreements with third parties for its store spaces for varying periods of up to one year and renewable annually. The lease contracts for the stores provide for a monthly rental based on a certain percentage of gross sales and a monthly fixed rental or an agreed minimum rental, whichever is higher. Lease agreements are generally renewable through a notice of lease renewal and upon mutual agreement with the lessors.

##### Leases - Group as Lessor

In 2017, the Group entered into several sublease agreements with third parties for the lease of spaces in food parks for varying periods up to one year.

#### **Franchise Agreements**

The Group has granted its franchisees the right to operate outlets under various brands for acquired periods and subject to the terms and conditions specified in the franchise agreements.

The agreements are renewable at the option of the Group. The agreements provide for an initial franchise fee payable upon execution of the agreements. The non-refundable initial franchise fee payment covers the renovation of franchisee's unit, signage, promotional materials and equipment.

In 2017, the Group obtained the rights to the lease of 216 outlets from related parties.

Rental deposits and advance rentals on leases were transferred to the Group through an assignment of lease agreements.

#### **Terms and Conditions of Transactions with Related Parties**

Outstanding balances are unsecured, noninterest-bearing and due, demandable and to be settled in cash. Management makes an annual assessment of the financial position of the related parties and the market in which the related parties operates. There were no impairment losses recognized for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016.

#### **Related Party Transaction Policy**

The Company enters into transactions with affiliates and other related parties on an arm's length basis.

Aligned with this thrust, the Company, in dealing with affiliates and other related parties, ensures above-board transactions and fairness and equity among all parties.

The Company exerts efforts to obtain the most beneficial terms and conditions for the Company, taking into consideration various factors including pricing and quality.

For this purpose, the Company determines the prevailing and applicable price in the market. In the process, it also gathers quotes and/or proposals from other parties engaged in similar or the same undertaking. Based on these, a comparable summary is presented to ascertain a fair price for the applicable related party transaction.

Moving forward, the related party transaction committee shall review all related party transactions of the Company.



## DESCRIPTION OF THE SHARES

The shares to be offered by our Company shall be up to [602,000,000] Offer Shares, consisting of [533,660,000] primary common shares and [68,340,000] secondary shares, with a par value of ₱[1.99] per share. A total of up to [2,133,680,000] shares of our Company shall be outstanding after the Offer.

### Share Capital Information

The authorized capital stock of our Company is [7,700,000,000] shares divided into [4,700,000,000] common shares with a par value of ₱[0.10] and [3,000,000,000] preferred shares with a par value of ₱[0.01]. As of the date of this Prospectus, the issued and outstanding share capital of our Company consists of [1,600,020,000] common shares at ₱[0.10] per share. Upon listing, our Company will have [2,133,680,000] issued and outstanding common shares.

### Objects and Purposes

#### *Primary Purpose*

Under our articles of incorporation, our primary purpose is to invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of real and personal properties of every kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, form, or entity, domestic or foreign, where necessary or appropriate and to possess and exercise in respect thereof of all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, without acting as or engaging in the business of an investment company, or dealer of broker in securities.

#### *Secondary Purposes*

We are also authorized to undertake the following activities as part of our secondary purposes:

- to act as managers or managing agents or persons, firms, associations, corporations, partnerships, and other entities; to provide management investment and technical advice for commercial, industrial and other kinds of enterprises; and to undertake, carry on, assist or participate in the promotion, organizations, management, liquidation, or reorganization of corporations, partnerships and other entities.
- to purchase, acquire, own, lease, except financial lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of our capital debentures and other evidences of indebtedness, or other securities, as may be deemed expedient for any business or property acquired by our corporation.
- to borrow or raise money from not more than nineteen (19) lenders including our stockholders necessary to meet the financial requirements of our business by the issuance of bonds, promissory notes, and other evidences of indebtedness and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of our corporation or to issue pursuant to law shares of our capital stock, debentures, and other evidence of indebtedness in payment of properties acquired by our corporation or for money borrowed in the prosecution of our lawful business.
- to invest and deal with moneys and properties of our corporation in such manner as may from time to time be considered wise or expedient for the advancement of our interests and to sell, dispose of or transfer the business, properties, and goodwill of our corporation or any part thereof for such consideration and under such terms as we shall see fit to accept.
- to aid in any manner any corporation, association or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise.
- to enter into any lawful arrangement for sharing profits, union of interests, unitization of farm out agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

- to acquire, or obtain from any government or authority, national, provincial, municipal, or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of our corporation.
- to establish and operate one or more offices or agencies and to carry on any or all of our operations and business without any restrictions as to place or amount including the right to hold, purchase, or otherwise deal in and with real and personal property anywhere within the Philippines.
- to distribute dividends, the surplus profits of our corporation to the stockholders thereof in kind or in cash, namely properties of our corporation, particularly any shares of stock, debentures, or securities of other companies belonging to this corporation; and
- to conduct and transact any and lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as our purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes of the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

Under Philippine law, our corporation may invest its funds in any other corporation or business or for any purpose other than the primary purpose for which it was organized when approved by a majority of the board of directors and ratified by our shareholders representing at least two-thirds (2/3) of the outstanding capital stock, at a meeting of the shareholder duly called for the purpose; provided, however, that where the investment by our corporation is reasonably necessary to accomplish its primary purpose, the approval of our shareholders shall not be necessary.

### **Share Capital**

A Philippine corporation may issue common or preferred shares, or such other classes of shares with such rights, privileges or restrictions as may be provided for in its articles of incorporation and by-laws. A Philippine corporation may also increase or decrease its authorized capital stock, provided that the increase or decrease is approved by a majority of the board of directors and by shareholders representing at least two-thirds of the outstanding capital stock of the corporation voting at a shareholders' meeting duly called for the purpose and is duly approved by the SEC.

All of our shares that are currently issued or authorized to be issued are common shares and have a par value of ₱[0.10] per share. If par value shares are issued at a price above par, whether for cash or otherwise, the amount by which the subscription price exceeds the par value is credited to an account designated as paid-in surplus.

We may acquire our own shares for a legitimate corporate purpose as long as it has unrestricted retained earnings or surplus profits sufficient to pay for the shares to be acquired, such as in the following instances: (i) elimination of fractional shares arising out of stock dividends, (ii) the purchase of shares of dissenting shareholders exercising their appraisal right and (iii) the collection or compromise of an indebtedness arising out of an unpaid subscription in a delinquency sale or to purchase delinquent shares during such sale. Upon repurchase of its own shares, the shares become treasury shares, which may be resold at a reasonable price fixed by the board of directors.

The Board is authorized to issue shares from the treasury from time to time.

### **Foreign Ownership Limits**

As a general rule, only Filipino citizens and corporations wholly-owned by such citizens are allowed to engage in retail trade business. However, under the implementing rules of the Retail Trade Liberalization Act of 2000, any foreign investor, whether or not it is presently engaged in retail trade, may be allowed to invest in existing retail stores, publicly listed or not, subject to the paid up capitalization amounts expressed in net worth, investment per store and equity requirements under Rule III of such implementing rules. A foreign investor means a non-Filipino citizen, if a natural person, or if a juridical person, a duly formed and organized corporation, partnership, association or entity that is not wholly-owned by Filipinos, whether or not engaged in retail trade. See "*Regulatory and Environmental Matters—The Retail Trade Liberalization Act*" on page [●].

The Philippine Constitution and other Philippine laws and regulations require that ownership of companies who own land be limited to citizens of the Philippines, or Philippine Nationals who are corporations or associations organized under the

laws of the Philippines of which at least 60% of the capital stock outstanding is owned and held by citizens of the Philippines. Thus, since our Group currently owns land, we will have to comply with the said nationality restrictions.

## **Rights Relating to Shares**

### ***Voting Rights***

Our Company's shares have full voting rights. Each common share entitles the holder to one vote at all shareholders' meeting for each Common Share standing in his name on the books of the Group at the time or closing thereof for the purpose of the meeting. In determining the shareholders who are entitled to vote at any meeting of the stockholders, the Board may provide that the stock and transfer book be closed for a stated period not exceeding 20 days.

Our directors are elected by our shareholders at the annual shareholders' meeting. Cumulative voting is allowed whereby a shareholder may cumulate his votes by giving one candidate as many votes as the number of directors to be elected multiplied by the number of his shares. Under Philippine law, voting rights cannot be exercised with respect to shares declared delinquent, treasury shares, or if the shareholder has elected to exercise his appraisal rights.

### ***Dividend Rights***

Dividends are payable to all shareholders on the basis of outstanding shares held by them, each common share being entitled to the same unit of dividend as any other outstanding common shares. Dividends are payable to shareholders whose names are recorded in the stock and transfer book as of the record date fixed by our directors. The PDTC has an established mechanism for distribution of dividends to beneficial owners of the shares which are traded through the PSE and lodged with the PDTC as required for scripless trading.

Under Philippine law, our corporation can only declare dividends to the extent that we have unrestricted retained earnings that represent the amount of accumulated profits and gains realized out of the normal and continuous operations of the Group after deducting therefrom distributions to stockholders and transfers to capital stock or other accounts, and which is: (1) not appropriated by its Board of Directors for corporate expansion projects or programs; (2) not covered by a restriction for dividend declaration under a loan agreement; and (3) not required to be retained under special circumstances obtaining in the corporation such as when there is a need for a special reserve for probable contingencies. Our Company may pay dividends in cash, property or by the issuance of shares. Dividends may be declared by the board of directors except for stock dividends which may only be declared and paid with the approval of shareholders representing at least two-thirds of the issued and outstanding capital stock of our corporation voting at a shareholders' meeting duly called for the purpose.

The Philippine Corporation Code prohibits a Philippine corporation from retaining surplus profits in excess of 100% of its paid-in capital stock. Notwithstanding this general requirement, a Philippine corporation may retain all or any portion of such surplus in the following cases: (i) when justified by definite expansion plans approved by the board of directors of our corporation; (ii) when the required consent of any financing institution or creditor to such distribution has not been secured; (iii) when retention is necessary under special circumstances, such as when there is a need for special reserves for probable contingencies; or (iv) when the non-distribution of dividends is consistent with the policy or requirement of a Government office.

Philippine corporations whose securities are listed on any stock exchange are required to maintain and distribute an equitable balance of cash and stock dividends, consistent with the needs of shareholders and the demands for growth or expansion of the business.

See "*Dividends and Dividend Policy*" on page [●].

### ***Pre-emptive Rights***

The Philippine Corporation Code confers pre-emptive rights on shareholders of a Philippine corporation entitling such shareholders to subscribe for all issues or other dispositions of equity-related securities by our corporation in proportion to their respective shareholdings, regardless of whether the equity-related securities proposed to be issued or otherwise disposed of are identical to the shares held. A Philippine corporation may, however, provide for the denial of these pre-emptive rights in its articles of incorporation. Likewise, shareholders who are entitled to such pre-emptive rights may

waive the same through a written instrument to that effect. The articles of incorporation of our Company deny shareholders the pre-emptive right to subscribe to all classes of shares that we may issue in the future including any increases in the capital stock of our Company.

### ***Derivative Rights***

Philippine law recognizes the right of a shareholder to institute proceedings on behalf of our corporation in a derivative action in circumstances where our corporation itself is unable or unwilling to institute the necessary proceedings to redress wrongs committed against our corporation or to vindicate corporate rights as, for example, where the directors themselves are the malefactors.

### ***Appraisal Rights***

Under the Philippine Corporation Code, a shareholder has the right to dissent and demand payment of the fair value of his shares in the following instances: (i) an amendment of the articles of incorporation which has the effect of changing or restricting the rights attached to his shares or of authorizing preferences in any respect superior to those of outstanding shares of any class or of extending or shortening the term of corporate existence; (ii) the sale, lease, exchange, transfer, mortgage, pledge or other disposal of all or substantially all the corporate assets; (iii) in a merger or consolidation; and (iv) investment by our corporation of funds in any other corporation or business or for any purpose other than the primary purpose for which it was organized. In these circumstances, the dissenting shareholder may require the corporation to purchase his shares at a fair value which, in default, is determined by three disinterested persons, one of whom shall be named by the stockholder, one by the corporation, and the third by the two thus chosen. The appraisal rights may be exercised by the dissenting stockholder by making a written demand within 30 days after the date on which the vote was taken on the corporate action. The failure to make the demand within the period shall be deemed a waiver of the appraisal rights.

The payment to the dissenting stockholder of the fair value of his shares will only be available if our corporation has unrestricted retained earnings to cover such purchase. From the time the shareholder makes a demand for payment until our corporation purchases such shares, all rights accruing on the shares, including voting and dividend rights, shall be suspended, except the right of the shareholder to receive the fair value of the share.

### ***Right of Inspection and Disclosure Requirements***

Philippine stock corporations are required to file an annual general information sheet, which sets forth data on their management and capital structure, and copies of their annual financial statements with the SEC. Corporations must also submit their annual financial statements to the BIR. Corporations whose shares are listed on the PSE are also required to file current, quarterly and annual reports with the SEC and the PSE.

Shareholders are entitled to require copies of the most recent financial statements of the corporation, which include a statement of financial position as of the end of the most recent tax year and a statement of income for that year. Shareholders are also entitled to inspect and examine the books and records which the corporation is required by law to maintain.

### ***Provisions that Would Delay, Deter or Prevent a Change in Control***

Article Eight of our Articles of Incorporation provides that should our Company apply for, and qualify to list our shares in the PSE, we shall comply with the lock-up requirements of the PSE Listing Rules. See "Security Ownership of Certain Record and Beneficial Owners and Management" on page [●] of this Prospectus.

### ***Rights Relating to the Preferred Shares***

The Preferred Shares of our Company have full voting rights, with each holder entitled to one vote at all shareholders' meetings for each Preferred Share standing in his name on the books of our Company.

The Preferred Shares are also entitled to non-cumulative cash dividend based on the rate of its par value.

The Corporation Code provides that except as otherwise provided in the Articles of Incorporation and stated in the stock certificate, each share shall be equal in all respects to every other share.

### **Board of Directors**

Unless otherwise provided by law, the corporate powers of our Company are exercised, our business is conducted, and our property is controlled, by our board of directors. Pursuant to our articles of incorporation, as amended, our Company shall have seven directors, three of whom are independent directors within the meaning set forth in Section 38 of the SRC. Our directors shall be elected during each regular meeting of shareholders, at which shareholders representing at least a majority of the issued and outstanding capital shares of our Company are present, either in person or by proxy. Directors may only act collectively; individual directors have no power as such. Four directors, which is a majority of the Directors, constitute a quorum for the transaction of corporate business. In general, every decision of a majority of the quorum duly assembled as a Board is valid as a corporate act. Any vacancy created by the death, resignation or removal of a director prior to expiration of such director's term shall be filled by a vote of at least a majority of the remaining directors, if still constituting a quorum. Otherwise, the vacancy must be filled by our shareholders at a meeting duly called for the purpose. Any director elected in this manner by our board of directors shall serve only for the unexpired term of the director whom such director replaces and until his successor is duly elected and qualified.

### **Shareholders' Meetings**

#### **Annual or Regular Shareholders' Meetings**

All Philippine corporations are required to hold an annual meeting of shareholders for corporate purposes including the election of directors. The by-laws of our Company provide for annual meetings every second Monday of June of each year to be held at the principal office of our Company and at such hour as specified in the notice.

#### **Special Shareholders' Meeting**

Special meetings of shareholders, for any purpose or purposes, may at any time be called by any of the following: (a) the Chairman of the Board; (b) President; or (c) the Secretary at the order of the Board of Directors, or at the written request of one or more stockholders representing at least twenty percent (20%) of the total issued and outstanding capital stock of our Corporation entitled to vote. Such request shall state the purpose or purposes of the proposed meeting and shall be delivered to and shall be called by the Secretary at our Company's principal office.

#### **Notice of Shareholders' Meeting**

Whenever shareholders are required or permitted to take any action at a meeting, a written or printed notice of the meeting stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be sent by facsimile, personal delivery, by registered mail, by electronic-mail or other electronic means, or at the option of our Company, by publication in a newspaper of general circulation, provided that unless expressly required by law, no publication of any notice of a meeting of stockholders shall be required. The Revised Corporation Code provides that written notice of the regular meetings of stockholders shall be sent to all stockholders of record at least twenty-one (21) days prior to the meeting. Shareholders entitled to vote may, by written consent, waive notice of the time, place and purpose of any meeting of shareholders and any action taken at such meeting pursuant to such waiver shall be valid and binding.

Each stockholder shall provide his current address and electronic mail address to the Secretary not later than thirty (30) days after the regular meeting of the stockholders, and shall notify the Secretary of any change in his address or electronic mail address within five (5) days from the said change. The Secretary shall maintain a record of the current address, and the electronic mail address of each stockholder of the Company. Any notice of any regular or special meeting sent by electronic mail to the last known electronic mail address of a stockholder shall be considered a valid service of the notice upon said stockholder.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At the reconvened meeting, any business may be transacted at the meeting originally convened.

### **Quorum**

A quorum at any meeting of our shareholders shall consist of a majority of the outstanding voting stock of our Corporation represented in person or by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion. If no quorum is constituted, the meeting shall be adjourned until the requisite number of stockholders shall be present.

### **Place of Meetings**

All meetings of the stockholders shall be held at the principal office of the Group, unless written notice of such meetings should fix another place within the same municipality or city where the said principal office is located.

### **Voting**

Our shareholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly appointed as herein provided. All elections and questions, except in cases specified by law or the Company's Articles of Incorporation, shall be decided by the vote of the stockholders representing majority of the outstanding capital stock of the Company, present in person or by proxy, a quorum being present. Unless required by law or demanded by a stockholder present in person or by proxy at any meeting, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by them.

### **Fixing Record Dates**

Under existing Philippine SEC rules, cash dividends declared by corporations whose shares are listed on the PSE shall have a record date which shall not be less than ten and not more than 30 days from the date of declaration of cash dividends. With respect to stock dividends, the record date shall not be less than ten nor more than 30 days from the date of shareholder approval. In the event that a stock dividend is declared in connection with an increase in authorized capital stock, the corresponding record date shall be fixed by the Philippine SEC and shall be indicated in the Philippine SEC order which shall not be less than ten days nor more than 30 days after all clearances and approvals by the Philippine SEC shall have been secured. Regardless of the kind of dividends, the record date set shall not be less than ten trading days from receipt by the PSE of the notice of declaration of the dividend.

### **Proxies**

Shareholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to and received by the Corporate Secretary for inspection and recording at or prior to the opening of the meeting. No proxy bearing the signature that is not legally acknowledged, if unrecognized by the Corporate Secretary, shall be honored at the meetings. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Corporate Secretary. No proxy shall be valid and effective for a period longer than five years at any one time. No member of the PSE and no broker/dealer shall give any proxy, consent or authorization, in respect of any securities carried for the account of a customer to a person other than the customer, without the express written authorization of such customer. The proxy executed by the broker shall be accompanied by a certification under oath stating that before the proxy was given to the broker, he had duly obtained the written consent of the persons in whose account the shares are held.

There shall be a presumption of regularity in the execution of proxies and proxies shall be accepted if they have the appearance of prima facie authenticity in the absence of a timely and valid challenge. Proxies should comply with the relevant provisions of the Philippine Corporation Code, the SRC, the Implementing Rules and Regulations of the SRC (as amended), and Philippine SEC Memorandum Circular No. 5 (series of 1996) issued by the Philippine SEC.

### **Issues of Shares**

Subject to otherwise applicable limitations, our Company may issue additional Shares to any person for consideration deemed fair by the Board, provided that such consideration shall not be less than the par value of the issued Shares. No share certificates shall be issued to a subscriber until the full amount of the subscription together with interest and

expenses (in case of delinquent Shares) has been paid and proof of payment of the applicable taxes shall have been submitted to our Company's Corporate Secretary. Under the PSE Rules, only fully-paid shares may be listed on the PSE.

### **Transfer of Common Shares**

All transfer of shares on the PSE shall be effected by means of a book-entry system. Under this system of trading and settlement, a registered shareholder transfers legal title over the shares to such nominee, but retains beneficial ownership over the shares. A shareholder transfers legal title by surrendering the stock certificate representing his shares to participants of the PDTC System (i.e., brokers and custodian banks) that, in turn, lodge the same with the PCD Nominee. A shareholder may request his shares to be uplifted from the PDTC, in which case a certificate of stock is issued to the shareholder and the shares are registered in the shareholder's name. See "*The Philippine Stock Market*" on page [●] of this Prospectus.

Philippine law does not require transfers of our Shares to be effected on the PSE, but any off-exchange transfers will subject the transferor to a capital gains tax that may be significantly greater than the stock transfer tax applicable to transfers effected on an exchange. See "*Philippine Taxation*" on page [●] of this Prospectus. All transfers of Shares on the PSE must be effected through a licensed stockbroker in the Philippines.

### **Share Register**

Our Company's share register is maintained at the principal office of our share transfer agent, [BDO ] located at the [●].

### **Share Certificates**

Certificates representing the Shares will be issued in such denominations as shareholders may request, except that certificates will not be issued for fractional Shares. Shareholders may request our stock transfer agent to split their certificates. Shares may also be lodged and maintained under the book-entry system of the PDTC. See "*The Philippine Stock Market*" on page [●] of this Prospectus.

### **Beneficial Ownership Disclosure**

The Securities Regulation Code and the SRC Rules provide for disclosure of beneficial and legal ownership of shares in a reporting company, such as a public company. The term "beneficial owner" or "beneficial ownership" is defined under the SRC Rules.

Any person who acquires directly or indirectly the beneficial ownership of five percent (5%) or more of any class of equity securities of a public company shall within five (5) business days after such acquisition submit to the issuer, the exchange where the security is traded and to the SEC a sworn statement containing the information required by SEC Form 18-A. If the equity securities under the name of the legal owner are beneficially owned by another person/s, the legal owner and beneficial owner shall file individually or jointly. The regulations also provide that if any change occurs in the facts set forth in the statements, an amendment shall be transmitted to the issuer, the exchange and the SEC.

Every person who is, directly or indirectly, the beneficial owner of ten percent (10%) or more of any class of any security of a public company, or who is a director or an officer of the issuer of such security, shall: (i) within ten (10) calendar days after the effective date of the registration statement for that security, or within ten (10) calendar days after he becomes such beneficial owner, director or officer, subsequent to the effective date of the registration statement, whichever is earlier, file a statement with the SEC, and with the exchange, if the security is listed on an exchange, on SEC Form 23-A indicating the amount of securities of such issuer of which he is the beneficial owner; (ii) within ten (10) calendar days after the close of each calendar month thereafter, if there has been any change in such ownership during the month, file a statement with the SEC and with the exchange, if the security is listed on an exchange, on SEC Form 23-B indicating his ownership at the close of the calendar month and such changes in his ownership as have occurred during that calendar month, and (iii) notify the SEC if his direct or indirect beneficial ownership of securities falls below ten percent (10%), or if he ceases to be an officer or director of the issuer. However, a newly appointed officer, who has no beneficial ownership over the shares of the Group, shall notify the SEC of such fact within ten (10) calendar days from such appointment.

If the security is listed on an exchange, the report shall be filed on that exchange in accordance with the rules of the exchange, but not more than five (5) calendar days after such person became beneficial owner. The filing with the

exchange may be deemed as filing with the SEC pursuant to a Memorandum of Agreement between the exchange and the SEC; provided that the Memorandum of Agreement shall provide for the ability of the SEC to download and upload the same information made available to the exchange.

The law and regulations contain a separate procedure and conditions by which the following entities may comply with the disclosure obligation: broker or dealer registered under the SRC, a bank authorized to operate as such by the BSP, an insurance company subject to the supervision of the Insurance Commission, an investment house registered under the Investment Houses Law, an investment company registered under the Investment Company Act, a pension plan subject to the regulation and supervision by the BIR and/or the Insurance Commission, or a group where all its members are persons specified above.

### **Mandatory Tender Offer**

In general, under the SRC and its implementing rules and regulations, it is mandatory for any person or group of persons acting in concert to make a tender offer to all the shareholders of the target corporation before the intended acquisition of:

- at least 35% of the outstanding voting shares or such outstanding voting shares sufficient to gain control of the Board of a public company in one or more transactions for a period of 12 months; or
- 35% of the outstanding voting shares or such outstanding voting shares sufficient to gain control of the Board of a public company directly from one or more stockholders; or
- equity which would result in ownership of over 50% of the outstanding equity securities of a public company.

Under the first instance, when the securities tendered pursuant to such an offer exceed the number of shares that the acquiring person or group of persons is willing to acquire, the securities shall be purchased from each tendering shareholder on a pro rata basis according to the number of securities tendered by each security holder. In the event that the tender offer is oversubscribed, the aggregate amount of securities to be acquired at the close of such tender offer shall be proportionately distributed to both the selling shareholders with whom the acquirer may have been in private negotiations with and the minority shareholders.

Under the second instance, the tender offer shall be made for all the outstanding voting shares. The shares pursuant to the private transaction with the stockholders shall not be completed prior to the closing and completion of the tender offer.

Under the third instance, the acquirer shall be required to make a tender offer for all the outstanding equity securities to all remaining stockholders of our company at a price supported by a fairness opinion provided by an independent financial advisor or equivalent third party. The acquirer shall be required to accept all securities tendered.

No mandatory tender is required in:

- purchases of shares from unissued capital shares unless it will result in a 50% or more ownership of shares by the purchaser;
- purchases from an increase in the authorized capital shares of the target company;
- purchases in connection with a foreclosure proceeding involving a pledge or security where the acquisition is made by a debtor or creditor;
- purchases in connection with a privatization undertaken by the government of the Philippines;
- purchases in connection with corporate rehabilitation under court supervision;
- purchases through an open market at the prevailing market price; or
- purchases resulting from a merger or consolidation.

### **Fundamental Matters**

Corporate power and competence is lodged primarily with the Board of Directors. However, the Philippine Corporation Code considers certain matters as significant corporate acts that may be implemented only with the approval of shareholders, including those holding shares denominated as non-voting in the Articles of Incorporation. These acts, which require Board approval and the approval of shareholders representing at least two-thirds of the issued and outstanding capital stock of our corporation in a meeting duly called for the purpose (except for the amendment of the By-Laws and the approval of management contracts in general, which require approval of shareholders representing a



majority of our company's outstanding capital stock), include: (i) amendment of the articles of incorporation; (ii) removal of directors; (iii) sale, lease, exchange, mortgage, pledge or other disposition of all or a substantial part of the assets of our corporation; (iv) investment of corporate funds in any other corporation or business or for any purpose other than the primary purpose for which our corporation was organized; (v) delegation to the board of directors of the power to amend or repeal by-laws or adopt new by-laws; (vi) merger or consolidation; (vii) an increase or decrease in capital stock; (viii) dissolution; (ix) extension or shortening of the corporate term; (x) creation or increase of bonded indebtedness; (xi) declaration of stock dividends; (xii) management contracts with related parties; and (xiii) ratification of contracts between our corporation and a director or officer.

### **Accounting and Auditing Requirements**

Philippine stock corporations are required to file copies of their annual consolidated financial statements with the Philippine SEC. Corporations whose shares are listed on the PSE are also required to file quarterly consolidated financial statements for the first three quarters with the Philippine SEC and the PSE. The Board is required to present to shareholders at every annual meeting a financial report (including the financial statements) of the operations of our Company for the preceding year.

### **Recent Sale of Unregistered or Exempt Securities, Including Recent Issuances of Securities Constituting an Exempt Transaction**

The following securities were issued as exempt from the registration requirements of the SRC and therefore have not been registered with the Philippine SEC.

- In November 2016, the Company sold its common shares at par value of Php1.00 per share to the following individuals and entity: Madelene Timbas (150,000 shares); Marvin Yu (100,000 shares), and Lester Yu (7,000,000 shares).
- In February 2017, the Company sold its common shares at par value of Php1.00 per share to Melanie Legaspi (50,000 shares); and to Lush Properties Incorporated (12,700,000 shares).
- On 15 February 2017, the majority of the Board of Directors of the Company and its stockholders owning or representing at least two-thirds of the outstanding capital stock of the Company approved to change the par value of its common shares from Php1.00 to Php0.10 per share and reclassified Php 30 million of its authorized capital stock to 3,000,000,000 preferred shares with par value of Php0.01 per share. Thus, the number of common shares of the Company increased from 500,000,000 common shares at Php1.00 per share, to 4,700,000,000 common shares at Php0.10 per share. As a result of the lowering of the par value, the common shares of the following entities and individuals increased: Lush Properties Incorporated (from 38,700,000 common shares to 387,000,000 common shares); Ralproperties Inc. (from 10,000,000 common shares to 100,000,000 common shares); Lester C. Yu (from 17,250,000 common shares to 172,500,000 common shares); Jonathan G. Co (from 100,000 common shares to 1,000,000 common shares); Sherlyn U. Gonzales (from 250,000 common shares to 2,500,000 common shares); Roselyn A. Legaspi (from 300,000 common shares to 3,000,000 common shares); Madelene Timbas (from 150,000 common shares to 1,500,000 common shares); Marvin C. Yu (from 100,000 common shares to 1,000,000 common shares); Melanie Legaspi (from 150,000 common shares to 1,500,000 common shares); Lush Enterprises Corporation (from 26,000,000 common shares to 260,000,000 common shares); FGI (from 26,000,000 common shares to 260,000,000 common shares); and BNF (from 26,000,000 common shares to 260,000,000 common shares).
- On 7 November 2017, the Company sold its common shares at par value of Php0.10 to the following entities and individuals: Next Merchant Holdings, Inc. (74,490,000 common shares); Highlands Sunrise Holdings Inc. (74,480,000 common shares); Calvin Chua (500,000 common shares); Rogelio Guadalquiver (500,000 common shares); Bambi Maureen Donato (10,000 common shares); Bernardino Ramos (10,000 common shares); and Shirley Tan (10,000 common shares).
- On 20 August 2019, the Company sold its common shares at par value to the following individuals: Dennis Beng Hui (10,000 common shares); and Irene O. Chua (10,000 common shares).

No underwriting discounts or commissions were incurred or paid for the foregoing issuances of shares. No request for confirmation of exemption was filed by the Issuer for the sale of securities relying upon exemptions under Sec. 10.1(k) of the SRC, and SRC Rule 10.1.2.

## THE PHILIPPINE STOCK MARKET

*The information presented in this section has been extracted from publicly available documents which have not been prepared or independently verified by us, the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, or any of our respective subsidiaries, affiliates or advisors in connection with the offer and sale of the Offer Shares.*

### **Brief History**

The Philippines initially had two stock exchanges, the Manila Stock Exchange, which was organized in 1927, and the Makati Stock Exchange, which began operations in 1963. Each exchange was self-regulating, governed by its respective Board of Governors elected annually by its members.

Several steps initiated by the Philippine government have resulted in the unification of the two bourses into the PSE. The PSE was incorporated in 1992 by officers of both the Makati and the Manila Stock Exchanges. In March 1994, the licenses of the two exchanges were revoked. While the PSE maintains two trading floors, one in Makati City and the other in Pasig City, these floors are linked by an automated trading system, which integrates all bids, and ask quotations from the bourses.

In June 1998, the Philippine SEC granted the Self-Regulatory Organization status to the PSE, allowing it to impose rules as well as implement penalties on erring trading participants and listed companies. On August 8, 2001, the PSE completed its demutualization, converting from a non-stock member-governed institution into a stock corporation in compliance with the requirements of the SRC. The PSE had an authorized capital stock of ₱120 million, of which ₱73.5 million was subscribed and fully paid-up as of September 30, 2017. Each of the 184 member-brokers was granted 50,000 common shares of the new PSE at a par value of ₱1.00 per share. In addition, a trading right evidenced by a “Trading Participant Certificate” was immediately conferred on each member broker allowing the use of the PSE’s trading facilities. As a result of the demutualization, the composition of the PSE Board of Governors was changed, requiring the inclusion of seven brokers and eight non-brokers, one of whom is the President.

On December 15, 2003, the PSE listed its shares by way of introduction at its own bourse as part of a series of reforms aimed at strengthening the Philippine securities industry.

Classified into financial, industrial, holding firms, property, services, and mining and oil sectors, companies are listed either on the PSE’s Main Board or the Small, Medium and Emerging Board. Recently, the PSE issued Rules on Exchange Traded Funds (“ETF”) which provides for the listing of ETFs on an ETF Board separate from the PSE’s existing boards. Previously, the PSE allowed listing on the First Board, Second Board or the Small, Medium and Enterprises Board. With the issuance by the PSE of Memorandum No. CN-No. 2013-0023 dated June 6, 2013, revisions to the PSE Listing Rules were made, among which changes are the removal of the Second Board listing and the requirement that lock-up rules be embodied in our articles of incorporation. Each index represents the numerical average of the prices of component shares. The PSE has an index, referred to as the PHISIX, which as at the date thereof reflects the price movements of selected shares listed on the PSE, based on traded prices of shares from the various sectors. The PSE shifted from full market capitalization to free float market capitalization effective April 3, 2006, simultaneous with the migration to the free float index and the renaming of the PHISIX to PSEi. The PSEi is composed of shares of 30 selected companies listed on the PSE. On July 26, 2010, the PSE launched its current trading system, PSE Trade.

With the increasing calls for good corporate governance, the PSE has adopted an online daily disclosure system to improve the transparency of listed companies and to protect the investing public.

The PSE launched its Corporate Governance Guidebook in November 2010 as another initiative of the PSE to promote good governance among listed companies. It is composed of ten guidelines embodying principles of good business practice and based on internationally recognized corporate governance codes and best practices.

The table below sets out movements in the composite index as of the last business day of each calendar year from 1995 to 2016, and the most recent month end in 2017, and shows the number of listed companies, market capitalization, and value of shares traded for the same period:

Year	Composite Index at Closing	Number of Listed Companies	Aggregate Market Capitalization (in ₱ billions)	Combined Value of Turnover (in ₱ billions)
1995	2,594.2	205	1,545.7	379.0
1996	3,170.6	216	2,121.1	668.8
1997	1,869.2	221	1,251.3	586.2
1998	1,968.8	222	1,373.7	408.7
1999	2,142.9	225	1,936.5	781.0
2000	1,494.5	229	2,576.5	357.7
2001	1,168.1	231	2,141.4	159.6
2002	1,018.4	234	2,083.2	159.7
2003	1,442.4	236	2,973.8	145.4
2004	1,822.8	235	4,766.3	206.6
2005	2,096.0	237	5,948.4	383.5
2006	2,982.5	239	7,173.2	572.6
2007	3,621.6	244	7,977.6	1,338.3
2008	1,872.9	246	4,069.2	763.9
2009	3,052.7	248	6,029.1	994.2
2010	4,201.1	253	8,866.1	1,207.4
2011	4,372.0	245	8,697.0	1,422.6
2012	5,812.7	254	10,952.7	1,771.7
2013	5,889.8	257	11,931.3	2,546.2
2014	7,230.6	263	14,251.7	2,130.1
2015	6,952.1	216	13,465.1	2,172.5
2016	6,840.6	265	14,438.8	1,929.5
2017	8,558.4	267	17,583.1	1,958.4
2018	7,466.0	267	16,146.7	1,736.8

Source: PSE

### Trading

The PSE is a double auction market. Buyers and sellers are each represented by stockbrokers. To trade, bid or ask prices are posted on the PSE's electronic trading system. A buy (or sell) order that matches the lowest asked (or highest bid) price is automatically executed. Buy and sell orders received by one broker at the same price are crossed at the PSE at the indicated price. Payment of purchases of listed securities must be made by the buyer on or before the third trading day (the settlement date) after the trade.

Equities trading on the PSE starts at 9:30 a.m. until 12:00 p.m., when there will be a one and a half hour lunch break. In the afternoon, trading resumes at 1:30 p.m. and ends at 3:30 p.m., with a 10-minute extension during which transactions may be conducted, provided that they are executed at the last traded price and are only for the purpose of completing unfinished orders. Trading days are Monday to Friday, except legal holidays and days when the BSP clearing house is closed.

Minimum trading lots range from 5 to 1,000,000 shares depending on the price range and nature of the security traded. The minimum trading lot for our Company's Shares is 100 shares. Odd-sized lots are traded by brokers on a board specifically designed for odd-lot trading.

To maintain stability in the stock market, daily price swings are monitored and regulated. Under current PSE regulations, when the price of a listed security moves up by 50% or down by 50% in one day (based on the previous closing price or last posted bid price, whichever is higher), the price of that security is automatically frozen by the PSE, unless there is an official statement from our company or a government agency justifying such price fluctuation, in which case the affected security can still be traded but only at the frozen price. If we fail to submit such explanation, a trading halt is imposed by the PSE on the listed security the following day. Resumption of trading shall be allowed only when the disclosure of our company is disseminated, subject again to the trading ban.

In cases where an order has been partially matched, only the portion of the order that will result in a breach of the trading threshold will be frozen. Where the order results in a breach of the trading threshold, the following procedures shall apply:

- In case the static threshold is breached, the PSE will accept the order, provided the price is within the allowable percentage price difference under the implementing guidelines of the revised trading rules (i.e., 50.0% of the previous day's reference or closing price, or the last adjusted closing price); otherwise, such order will be rejected. In cases where the order is accepted, the PSE will adjust the static threshold to 60.0%. All orders breaching the 60.0% static threshold will be rejected by the PSE.
- In case the dynamic threshold is breached, the PSE will accept the order if the price is within the allowable percentage price difference under the existing regulations (i.e., 20.0% for security cluster A and newly-listed securities; 15.0% for security cluster B; and 10.0% for security cluster C); otherwise, such order will be rejected by the PSE.

### **Non-Resident Transactions**

When the purchase/sale of Philippine shares involves a non-resident, whether the transaction is effected in the domestic or foreign market, it will be the responsibility of the securities dealer/broker to register the transaction with the BSP. The local securities dealer/broker shall file with the BSP, within three business days from the transaction date, an application in the prescribed registration form. After compliance with other required undertakings, the BSP shall issue a Certificate of Registration. Under BSP rules, all registered foreign investments in Philippine securities including profits and dividends, net of taxes and charges, may be repatriated.

### **Settlement**

The Securities Clearing Corporation of the Philippines ("SCCP") is a wholly-owned subsidiary of the PSE, and was organized primarily as a clearance and settlement agency for SCCP-eligible trades executed through the facilities of the PSE. SCCP received its permanent license to operate on January 17, 2002. It is responsible for:

- synchronizing the settlement of funds and the transfer of securities through Delivery versus Payment clearing and settlement of transactions of Clearing Members, who are also Trading Participants of the PSE;
- guaranteeing the settlement of trades in the event of a Trading Participant's default through the implementation of its Fails Management System and administration of the Clearing and Trade Guaranty Fund; and
- performance of Risk Management and Monitoring to ensure final and irrevocable settlement.

SCCP settles PSE trades on a three-day rolling settlement environment, which means that settlement of trades takes place three trading days after transaction date ("T+3"). The deadline for settlement of trades is 12:00 noon of T+3. Securities sold should be in scripless form and lodged under the book-entry system of the PDTC. Each PSE Broker maintains a Cash Settlement Account with one of the seven existing Settlement Banks of SCCP, which are Banco de Oro Unibank, Inc., Rizal Commercial Banking Corporation, Metropolitan Bank and Trust Company, DB, The Hong Kong Shanghai Banking Corporation Limited, Unionbank of the Philippines and Maybank Philippines Inc. Payment for securities bought should be in good, cleared funds and should be final and irrevocable. Settlement is presently on a broker level.

SCCP implemented its Central Clearing and Central Settlement ("CCCS") system on May 29, 2006. CCCS employs multilateral netting, whereby the system automatically offsets "buy" and "sell" transactions on a per issue and a per flag basis to arrive at a net receipt or a net delivery security position for each Clearing Member. All cash debits and credits are also netted into a single net cash position for each Clearing Member. Novation of the original PSE trade contracts occurs, and SCCP stands between the original trading parties and becomes the Central Counterparty to each PSE-eligible trade cleared through it.

### **Scripless Trading**

In 1995, the PDTC (formerly the Philippine Central Depository, Inc.), was organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. On December 16, 1996, the PDTC was granted a provisional license by the Philippine SEC to act as a central securities depository.

All listed securities at the PSE have been converted into book-entry settlement in the PDTC. The depository service of the PDTC provides the infrastructure for lodgment (deposit) and upliftment (withdrawal) of securities, pledge of securities, securities lending and borrowing and corporate actions including shareholders' meetings, dividend declarations and

rights offerings. The PDTC also provides depository and settlement services for non-PSE trades of listed equity securities. For transactions on the PSE, the security element of the trade will be settled through the book-entry system, while the cash element will be settled through the current settlement banks, Banco de Oro Unibank, Inc., Rizal Commercial Banking Corporation, Metropolitan Bank and Trust Company, DB, The Hong Kong Shanghai Banking Corporation Limited, Unionbank of the Philippines and Maybank Philippines Inc.

In order to benefit from the book-entry system, securities must be immobilized into the PDTC system through a process called lodgment. Lodgment is the process by which shareholders transfer legal title (but not beneficial title) over their shares in favor of the PCD Nominee Corporation ("PCD Nominee"), a corporation wholly-owned by the PDTC, whose sole purpose is to act as nominee and legal title holder of all shares lodged in the PDTC. "Immobilization" is the process by which the warrant or share certificates of lodging holders are cancelled by the transfer agent and the corresponding transfer of beneficial ownership of the immobilized shares in the account of the PCD Nominee through the PDTC participant will be recorded in the issuing corporation's registry. This trust arrangement between the participants and PDTC through the PCD Nominee is established by and explained in the PDTC Rules and Operating Procedures approved by the Philippine SEC. No consideration is paid for the transfer of legal title to the PCD Nominee. Once lodged, transfers of beneficial title of the securities are accomplished via book-entry settlement.

Under the current PDTC system, only participants (e.g. brokers and custodians) will be recognized by the PDTC as the beneficial owners of the lodged equity securities. Thus, each beneficial owner of shares, through his participant, will be the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee. All lodgments, trades and uplifts on these shares will have to be coursed through a participant. Ownership and transfers of beneficial interests in the shares will be reflected, with respect to the participant's aggregate holdings, in the PDTC system, and with respect to each beneficial owner's holdings, in the records of the participants. Beneficial owners are thus advised that in order to exercise their rights as beneficial owners of the lodged shares, they must rely on their participant-brokers and/or participant-custodians.

Any beneficial owner of shares who wishes to trade his interests in the shares must course the trade through a participant. The participant can execute PSE trades and non-PSE trades of lodged equity securities through the PDTC system. All matched transactions in the PSE trading system will be fed through the SCCP, and into the PDTC system. Once it is determined on the settlement date (T+3) that there are adequate securities in the securities settlement account of the participant-seller and adequate cleared funds in the settlement bank account of the participant-buyer, the PSE trades are automatically settled in the SCCP Central Clearing and Central Settlement system, in accordance with the SCCP and PDTC Rules and Operating Procedures. Once settled, the beneficial ownership of the securities is transferred from the participant-seller to the participant-buyer without the physical transfer of stock certificates covering the traded securities.

If a shareholder wishes to withdraw his shareholdings from the PDTC system, the PDTC has a procedure of upliftment under which PCD Nominee will transfer back to the shareholder the legal title to the shares lodged. The uplifting shareholder shall follow the Rules and Operating Procedures of the PDTC for the upliftment of the shares lodged under the name of the PCD Nominee. The transfer agent shall prepare and send a Registry Confirmation Advice to the PDTC covering the new number of shares lodged under the PCD Nominee. The expenses for upliftment are for the account of the uplifting shareholder.

The difference between the depository and the registry would be on the recording of ownership of the shares in the issuing corporations' books. In the depository set-up, shares are simply immobilized, wherein customers' certificates are cancelled and a confirmation advice is issued in the name of PCD Nominee to confirm new balances of the shares lodged with the PDTC. Transfers among/between broker and/or custodian accounts, as the case may be, will only be made within the book-entry system of the PDTC. However, as far as the issuing corporation is concerned, the underlying certificates are in the PCD Nominee's name. In the registry set-up, settlement and recording of ownership of traded securities will already be directly made in the corresponding issuing company's transfer agents' books or system. Likewise, recording will already be at the beneficiary level (whether it be a client or a registered custodian holding securities for its clients), thereby removing from the broker its current "de facto" custodianship role.

#### **Amended Rule on Lodgment of Securities**

On June 24, 2009, the PSE apprised all listed companies and market participants through Memorandum No. 2009-0320 that commencing on July 1, 2009, as a condition for the listing and trading of the securities of an applicant company, the

applicant company shall electronically lodge its registered securities with the PDTC or any other entity duly authorized by the Philippine SEC, without any jumbo or mother certificate in compliance with the requirements of Section 43 of the SRC. In compliance with the foregoing requirement, actual listing and trading of securities on the scheduled listing date shall take effect only after submission by the applicant company of the documentary requirements stated in Article III Part A of the Revised Listing Rules.

Pursuant to the said amendment, the PDTC issued an implementing procedure in support thereof to wit:

- For a new company to be listed at the PSE as of July 1, 2009, the usual procedure will be observed but the transfer agent of our company shall no longer issue a certificate to PCD Nominee but shall issue a Registry Confirmation Advice, which shall be the basis for the PDTC to credit the holdings of the depository participants on the listing date.
- On the other hand, for an existing listed company, the PDTC shall wait for the advice of the transfer agent that it is ready to accept surrender of PCD Nominee jumbo certificates and upon such advice the PDTC shall surrender all PCD Nominee jumbo certificates to the transfer agent for cancellation. The transfer agent shall issue a Registry Confirmation Advice to PDTC evidencing the total number of shares registered in the name of PCD Nominee in the listed company's registry as of confirmation date.

Further, the PSE apprised all listed companies and market participants on May 21, 2010 through Memorandum No. 2010-0246 that the Amended Rule on Lodgement of Securities under Section 16 of Article III, Part A of the Revised Listing Rules of the PSE shall apply to all securities that are lodged with the PDTC or any other entity duly authorized by the PSE.

For listing applications, the amended rule on lodgment of securities is applicable to:

- The offer shares/securities of the applicant company in the case of an initial public offering;
- The shares/securities that are lodged with the PDTC, or any other entity duly authorized by the PSE in the case of a listing by way of introduction;
- New securities to be offered and applied for listing by an existing listed company; and
- Additional listing of securities of an existing listed company.

Pursuant to the said amendment, the PDTC issued an implementing procedure in support thereof, to wit:

*"For new companies to be listed at the PSE as of July 1, 2009 the usual procedure will be observed but the Transfer Agent of the companies shall no longer issue a certificate to PCD Nominee but shall issue a Registry Confirmation Advice, which shall be the basis for the PDTC to credit the holdings of the Depository Participants on listing date."*

*"On the other hand, for existing listed companies, the PDTC shall wait for the advice of the Transfer Agents that it is ready to accept surrender of PCNC jumbo certificates and upon such advice the PDTC shall surrender all PCNC jumbo certificates to the Transfer Agents for cancellation. The Transfer Agents shall issue a Registry Confirmation Advice to PCNC evidencing the total number of shares registered in the name of PCNC in our registry as a confirmation date."*

#### **Issuance of Stock Certificates for Certificated Shares**

On or after the listing of the shares on the PSE, any beneficial owner of the shares may apply with PDTC through his broker or custodian-participant for a withdrawal from the book-entry system and return to the conventional paper-based settlement. If a shareholder wishes to withdraw his stockholdings from the PDTC system, the PDTC has a procedure of upliftment under which PCD Nominee will transfer back to the shareholder the legal title to the shares lodged. The uplifting shareholder shall follow the Rules and Operating Procedures of the PDTC for the uplifting of the shares lodged under the name of the PCD Nominee. The transfer agent shall prepare and send a Registry Confirmation Advice to the PDTC covering the new number of shares lodged under PCD Nominee. The expenses for upliftment are on the account of the uplifting shareholder.

Upon the issuance of stock certificates for the shares in the name of the person applying for upliftment, such shares shall be deemed to be withdrawn from the PDTC book-entry settlement system, and trading on such shares will follow the normal process for settlement of certificated securities. The expenses for upliftment of the shares into certificated securities will be charged to the person applying for upliftment. Pending completion of the upliftment process, the beneficial interest in the shares covered by the application for upliftment is frozen and no trading and book-entry

settlement will be permitted until the relevant stock certificates in the name of the person applying for upliftment shall have been issued by the relevant company's transfer agent.



## PHILIPPINE TAXATION

*The statements made regarding taxation in the Philippines are based on the laws in force at the date of this Prospectus and are subject to any changes in law occurring after such date. The following summary does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to invest in the Shares and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities) may be subject to special rates. Prospective purchasers of the Shares are advised to consult their own tax advisers concerning the tax consequences of their investment in the Shares.*

*As used in this section, the term “resident alien” refers to an individual whose residence is within the Philippines and who is not a citizen thereof; a “non-resident alien” is an individual whose residence is not within the Philippines and who is not a citizen of the Philippines; a non-resident alien who is actually within the Philippines for an aggregate period of more than 180 days during any calendar year is considered a “non-resident alien engaged in trade or business in the Philippines;” otherwise, such non-resident alien who is actually within the Philippines for an aggregate period of 180 days or less during any calendar year is considered a “non-resident alien not engaged in trade or business in the Philippines”. A “resident foreign corporation” is a foreign corporation engaged in trade or business within the Philippines; and a “non-resident foreign corporation” is a non-Philippine corporation not engaged in trade or business within the Philippines.*

The term “non-resident holder” means a holder of our Company’s Shares:

- who is an individual who is neither a citizen nor a resident of the Philippines or an entity which is a non-resident foreign corporation; and
- should a tax treaty be applicable, whose ownership of our Company’s Shares is not effectively connected with a fixed base or a permanent establishment in the Philippines.

### **The Tax Reform for Acceleration and Inclusion (“TRAIN”)**

On December 19, 2017, President Rodrigo Roa Duterte signed into law the Republic Act No. 10963, otherwise known as the “Tax Reform for Acceleration and Inclusion” Act. The objectives of this Act are as follows:

- a. To enhance the progressivity of the tax system through the rationalization of the Philippine internal revenue tax system, thereby promoting sustainable and inclusive economic growth;
- b. To provide, as much as possible, an equitable relief to a greater number of taxpayers and their families in order to improve levels of disposable income and increase economic activity; and
- c. To ensure that the government is able to provide for the needs of those under its jurisdiction and care through the provision of better infrastructure, health, education, jobs, and social protection for the people.

### **Corporate Income Tax**

A domestic corporation is subject to a tax of 30% of its taxable income (gross income less allowable deductions) from all sources within and outside the Philippines except, among other things, (a) gross interest income from Philippine currency bank deposits and yield from deposit substitutes, trust funds and similar arrangements as well as royalties from sources within the Philippines which are generally taxed at the lower final withholding tax rate of 20% of the gross amount of such income; and (b) interest income from a depository bank under the expanded foreign currency deposit system which is subject to a final tax at the rate of 15% of such income.

A minimum corporate income tax of 2% of the gross income as of the end of the taxable year is imposed on a domestic corporation beginning on the fourth taxable year immediately following the year in which such corporation commenced its business operations, when the minimum corporate income tax is greater than the ordinary corporate income tax.

Nevertheless, any excess of the minimum corporate income tax over the ordinary corporate income tax shall be carried forward and credited against the latter for the three immediately succeeding taxable years. Furthermore, subject to certain conditions, the minimum corporate income tax may be suspended with respect to a corporation, which suffers losses on account of a prolonged labor dispute, or because of force majeure, or because of legitimate business reverses.

While the TRAIN Law, which is the first package of the CTRP of the Duterte administration, brought about extensive changes to individual income taxation, it did not include changes in corporate income taxation. This is expected to be

addressed in the second package of the CTRP which reportedly aims to lower corporate income taxes and modernize fiscal incentives in a bid to complement the expected incremental revenues from the first package.

### **Tax on Dividends**

Cash and property dividends received from a domestic corporation by individual shareholders who are either citizens or residents of the Philippines are subject to a final withholding tax at the rate of 10%, which shall be withheld by our Company. Cash and property dividends received by non-resident alien individuals engaged in trade or business in the Philippines are subject to a 20% final withholding tax on the gross amount thereof, while cash and property dividends received by non-resident alien individuals not engaged in trade or business in the Philippines are subject to a final withholding tax at 25% of the gross amount, subject, however, to the applicable preferential tax rates under tax treaties executed between the Philippines and the country of residence or domicile of such non-resident foreign individuals.

Cash and property dividends received from a domestic corporation by another domestic corporation or by resident foreign corporations are not subject to tax while those received by non-resident foreign corporations are generally subject to a final withholding tax at the rate of 30%, subject to applicable preferential tax rates under tax treaties in force between the Philippines and the country of domicile of such non-resident foreign corporation. The 30% rate for dividends paid to a non-resident foreign corporation with countries of domicile having no tax treaty with the Philippines may be reduced to a lower rate of 15% if (i) the country in which the non-resident foreign corporation is domiciled imposes no tax on foreign sourced dividends or (ii) if the country of domicile of the non-resident foreign corporation allows a 15% or greater credit equivalent for taxes deemed to have been paid in the Philippines.

Revenue Memorandum Circular No. 80-1991 (*Publishing the Resolution of the Supreme Court dated March 7, 1990 in G.R. No. 76573 entitled "Marubeni Corporation vs. Commissioner of Internal Revenue and Court of Tax Appeals" re: prerequisites for the availment of 15% preferential tax rate under then Section 24 (b)(1) now Sec. 25(b)(5)(B) of the National Internal Revenue Code, as amended dated August 12, 1991*) states that in order to avail of the 15% tax sparing rate a non-resident foreign holder must submit the following documents to the payor of the cash dividends: (i) an authenticated certification issued by the foreign tax authority that the dividends received by the non-resident foreign corporation from the domestic corporation were not among the items considered in arriving at the income tax due from the non-resident foreign corporation; (ii) the income tax return of the non-resident foreign corporation for the taxable year when the dividends were received; and (iii) an authenticated document issued by the foreign tax authority showing that the foreign government allowed a credit on the tax deemed paid in the Philippines or did not impose any tax on the dividends. The income recipient may also file a request for a ruling from the BIR that the 15% income tax rate is applicable to its receipt of the dividends and the request has to comply with Revenue Memorandum Order No. 9-2014 (*Requests for Rulings with the Law and Legislative Division dated February 6, 2014*) and other relevant BIR issuances. The income recipient should thereafter provide the payor of the cash dividends with proof of its filing of an application for a ruling with the BIR before the deadline for the remittance to the BIR of the withholding tax on the dividends.

The abovementioned tax rates are without prejudice to applicable preferential tax rates under income tax treaties in force between the Philippines and the country of domicile of the non-resident holder. Most tax treaties to which the Philippines is a party provide for a reduced tax rate of 15% in cases where the dividend arises in the Philippines and is paid to a resident of the other contracting state. Most income tax treaties also provide that reduced withholding tax rates shall not apply if the recipient of the dividend, who is a resident of the other contracting state, carries on business in the Philippines through a permanent establishment and the holding of the relevant dividend-earning interest is effectively connected with such permanent establishment.

The BIR prescribed certain procedures for availment of tax treaty relief on dividends under Revenue Memorandum Order No. 8-2017 (*Procedure for Claiming Tax Treaty Benefits for Dividend, Interest and Royalty Income of Nonresident Income Earners, dated October 24, 2016*). The preferential treaty rates shall be applied by the withholding agent/income payor provided that the non-resident income recipient submits, before the dividends are credited or paid, a Certificate of Residence for Tax Treaty Relief ("CORTT") Form that complies with Revenue Memorandum Order No. 8-2017. After the remittance of the withholding tax to the BIR, the withholding agent/income payor shall submit an original copy of the duly accomplished CORTT Form within 30 days.

If a company withholds the regular tax rate instead of the reduced rate applicable under an income tax treaty, a non-resident holder of the company's shares may file a claim for a refund from the BIR. However, because the refund process

in the Philippines requires the filing of an administrative claim and the submission of supporting information, and may also involve the filing of a judicial appeal, it may be impractical to pursue such a refund.

Transfer taxes (e.g., DST, local transfer tax) may be payable if the dividends declared are property dividends, depending on the type of property distributed as dividends. Stock dividends distributed pro rata to all the shareholders of the corporation are generally not subject to Philippine income tax. However, the subsequent sale, exchange, or disposition of shares in a domestic corporation received as stock dividends by the shareholder is subject to either: (a) stock transaction tax, if the transfer is through a local stock exchange, or (b) capital gains tax and documentary stamp tax, if otherwise.

### Tax Treaties

The following table lists some of the countries with which the Philippines has tax treaties and the tax rates currently applicable to non-resident holders who are residents of those countries:

	Dividends (%)	Stock transaction tax on sale or disposition effected through the PSE(%) <sup>(12)</sup>	Capital gains tax due on disposition of shares outside the PSE (%)
Canada .....	25 <sup>(1)</sup>	0.5	May be exempt <sup>(9)</sup>
China .....	15 <sup>(2)</sup>	0.5	May be exempt <sup>(9)</sup>
France .....	15 <sup>(3)</sup>	0.5	May be exempt <sup>(9)</sup>
Germany .....	15 <sup>(4)</sup>	0.5	5/10 <sup>(10)</sup>
Japan .....	15 <sup>(5)</sup>	0.5	May be exempt <sup>(9)</sup>
Singapore .....	25 <sup>(6)</sup>	0.5	May be exempt <sup>(9)</sup>
United Kingdom .....	25 <sup>(7)</sup>	0.5	Exempt <sup>(11)</sup>
United States .....	25 <sup>(8)</sup>	0.5	May be exempt <sup>(9)</sup>

- (1) 15% if the recipient company controls at least 10% of the voting power of our company paying the dividends.
- (2) 10% if the beneficial owner is a company which holds directly at least 10% of the capital of our company paying the dividends.
- (3) 10% if the recipient company (excluding a partnership) holds directly at least 10% of the voting shares of our company paying the dividends.
- (4) 10% if the recipient company (excluding a partnership) owns directly at least 25% of the capital of our company paying the dividends.
- (5) 10% if the recipient company holds directly at least 10% of either the voting shares of our company paying the dividends or of the total shares issued by that company during the period of six months immediately preceding the date of payment of the dividends.
- (6) 15% if during the part of the paying company's taxable year which precedes the date of payment of dividends and during the whole of its prior taxable year at least 15% of the outstanding shares of the voting shares of the paying company were owned by the recipient company.
- (7) 15% if the recipient company is a company which controls directly or indirectly at least 10% of the voting power of our company paying the dividends.
- (8) 20% if during the part of the paying corporation's taxable year which precedes the date of payment of dividends and during the whole of its prior taxable year, at least 10% of the outstanding shares of the voting shares of the paying corporation were owned by the recipient corporation. Notwithstanding the rates provided under the Republic of the Philippines-United States Treaty, residents of the United States may avail of the 15% withholding tax rate under the tax-sparing clause of the Philippine Tax Code provided certain conditions are met.
- (9) Capital gains are taxable only in the country where the seller is a resident, provided the shares are not those of a corporation, the assets of which consist principally of real property situated in the Philippines, in which case the sale is subject to Philippine taxes.
- (10) Under the tax treaty between the Philippines and Germany, capital gains from the alienation of shares of a Philippine corporation may be taxed in the Philippines irrespective of the nature of the assets of the Philippine corporation. Tax rates are 5% on the net capital gains realized during the taxable year not in excess of ₱100,000 and 10% on the net capital gains realized during the taxable year in excess of ₱100,000.
- (11) Under the tax treaty between the Philippines and the United Kingdom, capital gains on the sale of the shares of Philippine corporations are subject to tax only in the country where the seller is a resident, irrespective of the nature of the assets of the Philippine corporation.
- (12) If the stock transaction tax is not expressly included in the tax treaty, the income recipient will be subject to stock transaction tax at the rate of 0.6% of the gross selling price as provided under Section 127 of the National Internal Revenue Code as amended by the Section 39 of the TRAIN.

When availing of capital gains tax exemption on the sale of shares of stock under a tax treaty, a tax treaty exemption ruling shall be necessary in order to completely implement the transfer. For sale of shares made outside the PSE, a certificate authorizing registration (CAR) from the BIR is required before the transfer is registered in the stock and transfer book. The BIR issues the CAR only after verifying that the applicable taxes have been paid. Thus, in lieu of proof of payment of capital gains tax, the tax treaty relief ruling should be submitted to the BIR office processing the CAR.

The requirements for a tax treaty relief application in respect of capital gains tax or the stock transaction tax on the sale of shares are set out in Revenue Memorandum Order No. 72-2010 (Guidelines on the Processing of Tax Treaty Relief Applications (TTRA) Pursuant to Existing Philippine Tax Treaties dated August 25, 2010), BIR Form No. 0901-C, other BIR

issuances. These include proof of residence in the country that is a party to the income tax treaty. Proof of residence consists of a consularized certification from the tax authority of the country of residence of the seller of shares which provides that the seller is a resident of such country under the applicable income tax treaty. If the seller is a juridical entity, authenticated certified true copies of its articles of incorporation or association issued by the proper government authority should also be submitted to the BIR in addition to the certification of its residence from the tax authority of its country of residence. The tax treaty relief application has to be filed with the BIR before the first taxable event as defined under Revenue Memorandum Order No. 72-2010, which in respect of capital gains tax, is before the due date for the payment of the documentary stamp tax on the sale of shares.

**Sale, Exchange or Disposition of Shares through an Initial Public Offering (IPO)**

The sale, barter, exchange or other disposition through an IPO of shares of stock in closely held corporations is subject to an IPO Tax at the rates below based on the gross selling price or gross value in money of the shares of stock sold, bartered, exchanged or otherwise disposed.

Up to 25% .....	4%
Above 25% up to 33 <sup>1</sup> / <sub>3</sub> % .....	2%
Above 33 <sup>1</sup> / <sub>3</sub> %.....	1%

A “closely held corporation” means any corporation at least 50% in value of outstanding capital stock or at least 50% of the total combined voting power of all classes of stock entitled to vote is owned directly or indirectly by or for not more than 20 individuals.

The total IPO Tax is arrived at after separately computing the IPO Tax for primary and secondary offerings. The total IPO Tax for the Offer Shares, if applicable, shall be paid by our Company.

**Sale, Exchange or Disposition of Shares after the IPO**

***Capital Gains Tax, If Sale Was Made outside the PSE***

The net capital gains realized from the sale, exchange, or other disposition of shares of stock outside the facilities of the PSE by an individual citizen, resident alien, or a domestic corporation (other than a dealer in securities) during each taxable year are subject to capital gains tax at the rate of 15% of the net capital gains realized during the taxable year. For non-resident alien individuals, such sale, exchange, or disposition is also taxable at the rate of 15%, except that this constitutes final withholding tax.

The net capital gains realized by a resident foreign corporation or a non-resident foreign corporation during each taxable year from the sale, exchange, or disposition of shares of stock in a domestic corporation outside the facilities of the PSE are subject to the following rates:

On any amount not over ₱100,000 .....	5%
On any amount in excess of ₱100,000.....	10%

The transfer of shares shall not be recorded in the books of a company, unless the BIR certifies that the capital gains and documentary stamp taxes relating to the sale or transfer have been paid, or where applicable, a tax treaty relief has been confirmed by the International Tax Affairs Division of the BIR or other conditions have been met.

***Taxes on Transfer of Shares Listed and Traded at the PSE***

Unless an applicable treaty exempts the sale from income and/or percentage tax, a sale or other disposition of shares of stock through the facilities of the PSE by a resident or a non-resident shareholder (other than a dealer in securities) is subject to a stock transaction tax at the rate of 0.6% of the gross selling price or gross value in money of the shares of stock sold or otherwise disposed. This tax is required to be collected by and paid to the Government by the selling stockbroker on behalf of his client. The stock transaction tax is classified as a percentage tax in lieu of a capital gains tax. Under certain tax treaties, the exemptions from capital gains tax discussed herein may not be applicable to stock transaction tax.

In addition, Value Added Tax (VAT) of 12% is imposed on the commission earned by the PSE-registered broker, and is generally passed on to the client.

#### ***Documentary Stamp Tax***

Under the TRAIN Act, the original issue of shares of stock is subject to documentary stamp tax of ₱2.00 for each ₱200 par value, or fraction thereof, of the shares of stock issued. The DST on the issuance of the Firm Offer shall be paid by our Company.

The transfer of shares of stock is subject to a documentary stamp tax of ₱1.50 for each ₱200 par value or a fractional part thereof of the share of stock transferred. The DST is imposed on the person making, signing, issuing, accepting or transferring the document and is thus payable by the vendor or the purchaser of the shares. However, the sale, barter or exchange of shares of stock listed and traded at the PSE is exempt from documentary stamp tax.

#### ***Estate and Gift Taxes***

Under the TRAIN Act, the transfer of the Common Shares upon the death of a registered holder to his heirs by way of succession, whether such an individual was a citizen of the Philippines or an alien, regardless of residence, will be subject to Philippine estate tax at a rate of 6.0% based on the value of the net estate.

Under the TRAIN Act, the transfer of the Common Shares by gift or donation would be subject to a uniform rate of 6% for both individuals and corporate holders.

Estate and gift taxes will not be collected in respect of intangible personal property, such as shares, (1) if the deceased at the time of death, or the donor at the time of donation, was a citizen and resident of a foreign country which at the time of his death or donation did not impose a transfer tax of any character in respect of intangible personal property of citizens of the Philippines not residing in that foreign country, or (2) if the laws of the foreign country of which the deceased or the donor was a citizen and resident at the time of his death or donation allow a similar exemption from transfer or death taxes of every character or description in respect of intangible personal property owned by citizens of the Philippines not residing in that foreign country.

Revenue Regulation No. 006-08 prescribes that in case the fair market value of the shares of stock sold, bartered or exchanged is greater than the amount of money and/or fair market value of the property received, the excess of the fair market value of the shares of stock sold, bartered or exchanged over the amount of money and the fair market value of the property, if any, received as consideration shall be deemed a gift subject to the donor's tax under the Tax Code.

#### ***Taxation outside the Philippines***

Shares of stock in a domestic corporation are considered under Philippine law as situated in the Philippines and the gain derived from their sale is entirely from Philippine sources; hence, such gain is subject to Philippine income tax and the transfer of such shares by gift (donation) or succession is subject to the donors' or estate taxes stated above.

The tax treatment of a non-resident shareholder in jurisdictions outside the Philippines may vary depending on the tax laws applicable to such holder by reason of domicile or business activities and such holder's particular situation. This Prospectus does not discuss the tax considerations of non-resident holders of shares of stock under laws other than those of the Philippines.

EACH PROSPECTIVE HOLDER SHOULD CONSULT WITH HIS OWN TAX ADVISER AS TO THE PARTICULAR TAX CONSEQUENCES TO SUCH HOLDER OF PURCHASING, OWNING AND DISPOSING OF THE OFFER SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF ANY STATE, LOCAL AND NATIONAL TAX LAWS.

## PHILIPPINE FOREIGN EXCHANGE CONTROLS

Under current BSP regulations, an investment in listed Philippine securities (such as the Shares) must be registered with the BSP if the foreign exchange needed to service the repatriation of capital and the remittance of dividends, profits and earnings derived from such Shares is to be sourced from the Philippine banking system. If the foreign exchange required to service capital repatriation or dividend remittance is sourced outside the Philippine banking system, registration is not required. BSP Circular No. 471 (Series of 2005), as amended, however, subjects foreign exchange dealers and money changers to Republic Act No. 9160, or the Anti-Money Laundering Act of 2001, as amended, and requires these nonbank sources of foreign exchange to require foreign exchange buyers to submit supporting documents in connection with their application to purchase foreign exchange for purposes of capital repatriation and remittance of dividends.

Registration of Philippine securities listed in the PSE may be done directly with the BSP or through an investor's designated custodian bank on behalf of the BSP. A custodian bank may be any authorized agent bank (as defined below) of the BSP or an offshore banking unit registered with the BSP to act as such and appointed by the investor to register the investment, hold shares for the investor, and represent the investor in all necessary actions in connection with his investments in the Philippines. The term "authorized agent bank" refers to all categories of banks, except offshore banking units, duly licensed by the BSP. Applications for registration must be accompanied by: (i) a purchase invoice, subscription agreement and proof of listing on the PSE (either or both) and (ii) the original Certificate of Inward Remittance of foreign exchange and its conversion to Pesos through an authorized agent bank of the BSP in the format prescribed by the BSP.

Upon registration of the investment, proceeds of divestments, or dividends of registered investments are repatriable or remittable immediately and in full through the Philippine banking system, net of applicable tax, without need of BSP approval. Capital repatriation of investments in listed securities is permitted upon presentation of the BSP registration document from the registering custodian bank and the broker's sales invoice, at the exchange rate prevailing at the time of purchase of the foreign exchange from the banking system. Remittance of dividends is permitted upon presentation of: (i) the BSP registration document from the registering custodian bank; (ii) the cash dividends notice from the PSE and the PCD printout of cash dividend payment or computation of interest earned; (iii) copy of the secretary's sworn statement on the Board Resolution covering the dividend declaration and (iv) detailed computation of the amount applied for in the format prescribed by the BSP. Pending reinvestment or repatriation, divestment proceeds, as well as dividends of registered investments, may be lodged temporarily in interest-bearing deposit accounts. Interest earned thereon, net of taxes, may also be remitted in full. Remittance of divestment proceeds or dividends of registered investments may be reinvested in the Philippines if the investments are registered with the BSP or the investor's custodian bank.

The foregoing is subject to the power of BSP, with the approval of the President of the Philippines, to restrict the availability of foreign exchange during an exchange crisis, when an exchange crisis is imminent, or in times of national emergency.

The registration with the BSP of all foreign investments in the Offer Shares shall be the responsibility of the foreign investor.

## PLAN OF DISTRIBUTION

The [533,660,000] Firm Shares shall be offered by our Company to investors, through the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters. At least [373,562,000] Firm Shares (or 70% of the Firm Shares) are being offered by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters to the QIBs and to the general public. Up to [160,098,000] Firm Shares (or 30% of the Firm Shares) are being offered at the Offer Price to all of the PSE Trading Participants and local small investors (“LSIs”) in the Philippines. Prior to the closing of the Offer, any Offer Shares not taken up by the QIBs, PSE Trading Participants, and LSIs shall be distributed by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters to their clients or to the general public. In the event that there are Offer Shares that remain unsubscribed at the end of the Offer, the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters shall subscribe to the balance on a firm commitment basis pursuant to the terms and conditions of the Underwriting Agreement between our Company and the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters.

### Underwriting Commitment

To facilitate the Offer, our Company has appointed BDO Capital and First Metro as the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters. BDO Capital and First Metro are duly licensed by the SEC to engage in underwriting or distribution of the Offer Shares. We may, from time to time, engage in transactions with and perform services in the ordinary course of our business for our Company or other members of our Group of which our Company forms a part of. Our Company and the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters shall enter into an Underwriting Agreement to be dated on or about [●] (the “Underwriting Agreement”), whereby the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters agree to underwrite all of the Offer Shares at the Offer Price on a firm commitment basis.

In accordance with the Underwriting Agreement, the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters have agreed to underwrite the entire Offer on a firm basis, and to distribute and sell the Offer Shares. The Underwriting Agreement will be subject to certain conditions and is subject to termination by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters if certain circumstances, including force majeure, occur on or before the time at which the Common Shares, including the Firm Shares, are listed on the PSE. In addition, this agreement is conditional, *inter alia*, on the Firm Shares being listed on the PSE on the Listing Date or such date as the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters may determine.

Each of the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters, has committed to underwrite the Offer up to the amount indicated below

	<b>Amount of Commitment (in ₱)</b>
BDO Capital & Investment Corporation	[531] Million
First Metro Investment Corporation	[531] Million
<b>TOTAL</b>	<b>[1,062] Million</b>

There is no arrangement for the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters to return to our Company any unsold Offer Shares. The Underwriting Agreement may be terminated in certain circumstances prior to payment of the net proceeds of the Offer Shares being made to our Company. The Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters do not have any other business relationships with Company. BDO Capital and First Metro are not represented in our Company’s Board of Directors. Neither is there a provision in the Underwriting Agreement, which would entitle the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters to representation in our Company’s Board of Directors as part of our compensation for underwriting services. The Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters shall receive from our Company a transaction fee equivalent to [3.5%] of the gross proceeds of the Offer, inclusive of the amounts to be paid to Selling Agents such as the PSE Trading Participants. The transaction fee is based on the final nominal amount of the Offer Shares to be issued and shall be withheld by [BDO trust], the Receiving and Paying Agent, from the proceeds of the Offer. All reasonable out-of-pocket expenses to be incurred by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters in connection with the Offer shall be for the account of Company.

## **Allocation to the Trading Participants of the PSE and Local Small Investor Program**

Pursuant to the rules of the PSE, our Company will make available [106,732,000] Offer Shares comprising 20% of the Firm Offer for distribution to PSE Trading Participants. The total number of Offer Shares allocated to the 132 PSE Trading Participants will be distributed following the procedures indicated in the implementing guidelines for the Offer Shares to be distributed by the PSE. Each PSE Trading Participant will be allocated a total of [●] Offer Shares. The balance of [●] Offer Shares will be allocated by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters to the PSE Trading Participants.

PSE Trading Participants who take up the Offer Shares shall be entitled to a selling fee of 1%, VAT-inclusive of the Offer Shares taken up and purchased by the relevant trading participant. The selling fee, less a withholding tax of 10%, will be paid to the PSE Trading Participants within ten (10) banking days after the Listing Date.

The PSE Trading Participants may be allowed to subscribe for their dealer accounts provided that, if they opt to sell the Offer Shares to the clients during the Offer period, it must be at a price not higher than the Offer Price per share. Likewise, the trading participants are prohibited from selling the Offer Shares during the period after the Offer period and prior to the Listing Date.

The balance of the Offer Shares allocated but not taken up by the PSE Trading Participants will be distributed by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters to their clients or to the general public.

A total of [53,366,000] Offer Shares, or 10% of the Firm Offer, shall be made available to Local Small Investors. Local Small Investors is defined as a subscriber to the Offer who is willing to subscribe to a maximum of [●] Offer Shares under the LSI program. Should the total demand for the Offer Shares in the LSI program exceed the maximum allocation, the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters shall allocate the Offer Shares by balloting.

The balance of the Offer Shares allocated but not taken up by the Local Small Investors will be distributed by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters to their clients or to the general public.

All Offer Shares not taken up by the QIBs, the PSE Trading Participants, the LSIs, the general public and the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters' clients shall be purchased by the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters on a firm commitment basis pursuant to the terms and conditions of the Underwriting Agreement. Nothing herein or in the Underwriting Agreement shall limit the rights of the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters from purchasing the Offer Shares for its own respective account.

## **BDO Capital & Investment Corporation**

BDO Capital is the wholly owned investment banking subsidiary of BDO Unibank, Inc. It obtained its license from the Philippine SEC to operate as an investment house in 1998 and is licensed by the Philippine SEC to engage in the underwriting and distribution of securities to the public. As of 30 June 2019, BDO Capital & Investment Corporation's total assets amounted to ₱3.26 billion and its capital base amounted to ₱3.17 billion. It has an authorized capital stock of ₱1.1 Billion and paid up capital stock of ₱1,000,039,900.

## **First Metro Investment Corporation**

First Metro is a corporation organized in the Philippines as a wholly-owned subsidiary and investment banking arm of the Metrobank Group. Currently 99.2% owned by the Metropolitan Bank & Trust Company, it obtained its license to operate as an investment house in 2003 and is licensed by the SEC to engage in underwriting and distribution of securities to the public. As of June 30, 2019, its total assets amounted to ₱50.07 billion and its capital base amounted to ₱15.55 billion. It has an authorized capital stock of ₱8.0 billion of which approximately ₱4.21 billion represents its paid-up capital.

The Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters have no other direct or indirect interest in our Company or in any securities thereof, including options, warrants, or rights thereto. Furthermore, they do not have any relationship with our Company other than as the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters for the Offer.



The Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters also have no direct relations with our Company in terms of ownership by their respective major stockholders, and have no rights to designate or nominate any member of the Board of our Company.

There is no contract or arrangement existing between or among our Company, Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters, or any other third party whereby the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters may return any unsold securities from the Offer.

### ***Subscription Procedures***

On or before [●], the PSE Trading Participants shall submit to the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters their respective firm orders and commitments to purchase Offer Shares.

With respect to the LSIs, all applications to purchase or subscribe for the Offer Shares must be evidenced by a duly accomplished and completed application form. An application to purchase Offer Shares shall not be deemed as a duly accomplished and completed application unless submitted with all required relevant information and applicable supporting documents to the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters or such other institutions that may be invited to manage the LSI program. Payment for the Offer Shares must be made upon submission of the duly completed application form done through the PSE Electronic Allocation System or "PSE EASy". The procedure in subscribing to the offer shares via PSE EASy is indicated in the Company's Implementing Guidelines for Local Small Investors to be announced through the PSE EDGE website. Should the total demand for the Offer Shares in the LSE program exceed the maximum allocation, the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriter shall prioritize subscriptions of small investors with amounts lower than the maximum subscription

### ***Lodgement of Shares***

All of the Offer Shares shall be lodged with the PDTC and shall be issued to the PSE Trading Participants and LSIs in scripless form. They may maintain the Offer Shares in scripless form or opt to have the stock certificates issued to them by requesting an upliftment of the relevant Offer Shares from the PDTC's electronic system after the Listing Date.

### ***The Over-Allotment Option and Stabilization Activities***

The Selling Shareholders have granted [●], in its role as Stabilizing Agent, on behalf of the Joint Lead Underwriters, an option exercisable in whole or in part from and including the Listing Date and when trading of the Shares commences on the PSE and ending on the date 30 calendar days from the Listing Date to purchase the Optional Shares on the same terms and conditions as the Firm Shares as provided in this Prospectus. In connection therewith and the stabilization activities set out below, our Company and the Selling Shareholders have entered into a Greenshoe Agreement dated [●] with [●] as the Stabilizing Agent. In a letter dated [●], the SEC allowed [●] to act as Stabilizing Agent in relation to the Offer and set out the guidelines for the stabilization activities.

Pursuant to the Greenshoe Agreement, the Stabilizing Agent may effect prize stabilization activities with a view to supporting the market price of the Common Shares at a level higher than that which might otherwise prevail for a period of 30 days after the Listing Date; provided, however, that there is no obligation on the part of the Stabilizing Agent to do so and such stabilizing activities, if commenced, may be discontinued by the Stabilizing Agent prior to the end of the 30-day period, upon mutual agreement with the Group, on behalf of and after consulting the Selling Shareholders.

Initial stabilizing action shall be below the initial Offer Price. The price for the subsequent stabilization activities shall be as follows:

- i. after the initial stabilization action, and if there has not been an independent trade in the market at a higher price than the initial stabilization trade, the subsequent trade shall be below the initial stabilizing price; and
- ii. after the initial stabilizing action, and if there has been an independent trade in the market at a higher price than the initial stabilization trade, the subsequent trade shall be at the lower of the stabilizing action price or the independent trade price.

For this purpose, independent trade shall mean any trade made by any person other than the Stabilizing Agent.

Such activities may stabilize, maintain or otherwise affect the market price of the Common Shares, which may have the effect of preventing a decline in the market price of the Common Shares and may also cause the price of the Common Shares to be higher than the price that otherwise would exist in the open market in the absence of these transactions.

Once the Over-Allotment Option has been exercised and payment has been made to the Selling Shareholders for the shares sold by the Stabilizing Agent, it will no longer be allowed to purchase Common Shares in the open market for the conduct of stabilization activities. Any decision to terminate the stabilization activities (and accordingly return shares and/or cash to the Selling Shareholders) before the end of the 30-day stabilization period shall be subject to the mutual agreement among the Stabilizing Agent, the Lead Underwriters, and the Group on behalf of the Selling Shareholders.

Any gain that may be realized by the Stabilizing Agent from its conduct of the stabilization activities, net of all transaction costs incurred, shall be shared by the Joint Lead Underwriters pursuant to their agreement. The Over-allotment Option, to the extent not fully exercised by the Stabilizing Agent, shall be deemed cancelled and the relevant Optional Shares shall be re-delivered to the Selling Shareholders.

## LOCK-UP

The PSE rules require existing shareholders owning at least 10% of the outstanding shares of a company not to sell, assign or in any manner dispose of their shares for a period of 180 days after the listing of the shares subscribed in the transaction or 365 days after the Listing Date in case we are exempt from the track record and operating history requirements.

In addition, if there is any issuance or transfer of Shares (i.e., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of Shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within 180 days prior to the start of the Offer, and the transaction price is lower than that of the Offer Price, all such Shares issued or transferred shall be subject to a lock-up period of at least 365 days from full payment of such Shares.

In accordance with the foregoing, the Common Shares held by the following shareholders will be subject to the lock-up periods specified below:

Shareholder	Before the Offer		% Total of Shareholding after the Firm Offer	% Total of Shareholding Assuming Full Exercise of the Over-allotment Option	Period of Lock-up (in days)
	No. of Common Shares Held	% Total of Shareholding			
[Lush Properties Incorporated]	[1,258,500,000]	[78.66%]	[58.98%]	[58.98%]	[180]
[Dennis Beng Hui]	[10,000]	[0.00%]	[0.00%]	[0.00%]	[365]
[Irene Chua]	[10,000]	[0.00%]	[0.00%]	[0.00%]	[365]

To implement this lock-up requirement, the PSE requires, among others, to lodge the shares with the PDTC through a participant of the PDTC system for the electronic lock-up of the shares or to enter into an escrow agreement with the trust department or custodian unit of an independent and reputable financial institution.

Our Company, the Selling Shareholders and the shareholders listed above, being subject to the lock-up requirement, will enter into an escrow agreement with [Metrobank Trust] as the escrow agent thereunder.

In addition, we and the Principal Shareholders have agreed with the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters that we will not, without the prior written consent of the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, issue, offer, pledge, sell, contract to sell, pledge or otherwise dispose of (or publicly announce any such issuance, offer, sale or disposal of) any Common Shares or securities convertible or exchangeable into or exercisable for any Common Shares or warrants or other rights to purchase Common Shares or any security or financial product whose value is determined directly or indirectly by reference to the price of the underlying securities, including equity swaps, forward sales and options for a period of 180 days after the listing of the Offer Shares.

## LEGAL MATTERS

Certain legal matters as to Philippine law relating to the Offer will be passed upon by Angara Abello Concepcion Regala & Cruz Law Offices, our legal counsel, and Picazo Buyco Tan Fider and Santos Law, legal counsel to the Joint Issue Managers, Joint Bookrunners, and Joint Lead Underwriters.

Each of the foregoing legal counsel has neither our shareholdings nor any right, whether legally enforceable or not, to nominate persons or to subscribe for our securities. None of the legal counsel will receive any direct or our indirect interest in any securities thereof (including options, warrants or rights thereto) pursuant to or in connection with the Offer.

## INDEPENDENT AUDITORS

Our fiscal year begins on January 1 and ends on December 31. Reyes Tacandong & Co. (“RT&Co.”) has audited our financial statements at for the years ended December 31, 2017, 2016 and 2015 in accordance with the Philippine Standards on Auditing.

Wilson P.Teo is the current audit partner and has served our Company from 2015 to 2019. We have not had any material disagreements on accounting and financial disclosures with our current external auditor for the same periods or any subsequent interim period. RT&Co. has neither shareholdings in our Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities of our Company. RT&Co. will not receive any direct or indirect interest in our Company or our securities (including options, warrants or rights thereto) pursuant to or in connection with the Offer. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

The following table sets out the aggregate fees billed for the current year and each of the last three years for professional services rendered by RT&Co. to our Company, excluding fees directly related to the Offer.

In ₱ Millions	<b>2018</b>	<b>2017</b>	<b>2016</b>
Audit and Audit-Related Fees <sup>a</sup>	₱ 1.68	₱ 1.5	₱ 1.2
All Other Fees <sup>b</sup>	none	none	none
<b>Total</b>	<b>₱ 1.68</b>	<b>₱ 1.5</b>	<b>₱ 1.2</b>

- a. Audit and Audit-Related Fees. This category includes the audit of annual financial statements and interim financial statements and services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements for those calendar years. This is exclusive of out-of-pocket expenses incidental to the independent auditors’ work, the amounts of which do not exceed 10% of the agreed-upon engagement fees.
- b. All Other Fees. This category includes other services rendered by RT&Co. such as internal audit, or special audit if any..

In relation to the audit of our annual financial statements, our Corporate Governance Manual, which was approved by the Board of Directors on Aug. 24, 2019, provides that the audit committee shall, among other activities, (i) evaluate significant issues reported by the external auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of our Company, (ii) ensure that other non-audit work provided by the external auditors are not in conflict with their functions as external auditors, and (iii) ensure the compliance of our Company with acceptable auditing and accounting standards and regulations.

## INDEX TO FINANCIAL STATEMENTS



**Annex A**  
**List of Material Permits and Permits**

<b>Issuing Agency</b>	<b>Permits/Clearances</b>	<b>Date of Issuance</b>	<b>Status/Remarks</b>
Securities and Exchange Commission ("SEC")	Fruitas Holdings, Inc. Certificate of Incorporation No. CS201503014	17 February 2015	Valid
SEC	Fruitasgroup Inc. Certificate of Incorporation No. CS201010704	13 July 2010	Valid
SEC	Negril Trading Inc. Certificate of Incorporation No. C178768	7 April 1990	Valid
SEC	Buko ni Fruitas Inc. Certificate of Incorporation No. CS200508386	17 May 2005	Valid
Bureau of Internal Revenue ("BIR")	Negril Trading Inc. Quezon City Office Certificate of Registration No. OCN3RC0000796515	1 January 1997	Valid
BIR	Fruitasgroup Inc. Quezon City Office Certificate of Registration No. OCN3RC0000845157	12 August 2010	Valid
BIR	Buko ni Fruitas, Inc. Quezon City Office Certificate of Registration No. OCN3RC0000939217	30 May 2005	Valid
BIR	Fruitas Holdings Inc. Quezon City Office Certificate of Registration No. OCN3RC0000829077	20 March 2017	Valid
BIR	Tisa, Cebu City Office Certificate of Registration No. OCN2RC0001363423	23 March 2018	Valid
BIR	Ubay Office Certificate of Registration No. OCN3RC0000894755	17 October 2018	Valid
BIR	Cebu City Warehouse Certificate of Registration No. OCN2RC0001382636	23 March 2018	Valid
BIR	72 Brixton Hills Warehouse Certificate of Registration No. OCN3RC0000592420	8 May 2013	Valid
BIR	120 Kapiligan, Quezon City Warehouse Certificate of Registration No. OCN3RC0000838601	21 February 2018	Valid
BIR	70 Brixton, Quezon City Commissary Certificate of Registration No. OCN3RC0000785244	18 January 2017	Valid
BIR	KJ Street, Kamias, Quezon City Certificate of Registration No. OCN3RC0000811364	12 July 2017	Valid
BIR	Uno Cinquenta Food Park Certificate of Registration No. OCN3RC0000833873	7 February 2018	Valid
BIR	Le Village Food Park Certificate of Registration No. OCN3RC0000833620	5 February 2018	Valid



Home Development Mutual Fund ("HDMF")	Fruitasgroup Inc. Employer Registration No. 204103190000	11 June 2014	Valid
HDMF	Buko Ni Fruitas, Inc. Employer Registration No. 201665360007	27 May 2014	Valid
Philippine Health Insurance Corporation ("PHIC")	Fruitasgroup Inc. Employer Registration No. 3040001299	18 May 2017	Valid
PHIC	Buko Ni Fruitas, Inc. Employer Registration No. 3000008850	18 May 2017	Valid
Social Security System ("SSS")	Fruitasgroup Inc. SSS Employer Registration No. 03-9282785-2-000	7 January 2012	Valid
SSS	Buko Ni Fruitas, Inc. SSS Employer Registration No. 03-9054062-3-000	8 January 2012	Valid
Food and Drug Administration ("FDA")	Fruitasgroup Inc. License to Operate No. 3000001781497	Not indicated	Expired (Valid Until: 17 May 2019)
FDA	72 Brixton Hills Warehouse License to Operate No. 3000002577200	Not indicated	Valid Until: 25 May 2020
FDA	70 Brixton, Quezon City Commissary License to Operate No. 3000002577314	Not indicated	Valid Until: 28 May 2020
FDA	KJ Street, Kamias, Quezon City Commissary License to Operate No. 3000002574272	Not indicated	Valid Until: July 2020
FDA	Fruitas Group Incorporated – Juice Avenue – Apple Juice Certificate of Product Registration No. FR-4000003954014	26 July 2019	Valid Until: 26 July, 2021
FDA	Fruitas Group Incorporated – Fruitas – Apple Fresh Juice Certificate of Product Registration No. FR-4000003934676	02 July 2019	Valid Until: 02 July, 2021
FDA	Fruitas Group Incorporated – Fruitas – Fresh Juice Drink (Mango Passion Flavor, 355ml) Certificate of Product Registration No. FR-4000003520743	24 April 2019	Valid Until: 24 April, 2021
FDA	Fruitas Group Incorporated – Juice Avenue – 100% Pure Buko Juice Certificate of Product Registration No. FR-4000003520538	26 February 2019	Valid Until: 26 February, 2021
FDA	Fruitas Group Incorporated – Buko Loco – 100% Pure Coconut Juice Certificate of Product Registration No. FR-4000003294802	27 December 2018	Valid Until: 27 December, 2020

FDA	Fruitas Group Incorporated – Fruitas – 100% Pure Coconut Juice Certificate of Product Registration No. FR- 4000003294743	26 February 2019	Valid Until: 26 February, 2021
FDA	Fruitas Group Incorporated – Fruitas – Coco Pandan Juice Certificate of Product Registration No. FR- 4000003293896	17 October 2018	Valid Until: 17 October, 2020
FDA	Fruitas Group Incorporated – Fruitas – Coco Milko Fresh Juice Certificate of Product Registration No. FR- 4000003293838	29 November 2018	Valid Until: 29 November, 2020
FDA	Fruitas Group Incorporated – Buko Loco – Coco Pandan Juice Drink Certificate of Product Registration No. FR- 4000003293825	04 January 2019	Valid Until: 04 January, 2021
FDA	Fruitas Group Incorporated – Fruitas – Ripe Mango Juice Certificate of Product Registration No. FR- 4000003293782	19 October 2018	Valid Until: 19 October, 2020
FDA	Fruitas Group Incorporated – Juice Avenue – Watermelon Juice Certificate of Product Registration No. FR- 4000003293753	19 October 2018	Valid Until: 19 October, 2020
FDA	Fruitas Group Incorporated – Fruitas – Watermelon Fresh Juice Certificate of Product Registration No. FR- 4000003293724	27 September 2018	Valid Until: 27 September, 2020
FDA	Fruitas Group Incorporated – Juice Avenue – Calamansi Juice Certificate of Product Registration No. FR- 4000003293694	10 July 2019	Valid Until: 10 July, 2021
FDA	Fruitas Group Incorporated – Fruitas – Purified Drinking Water Certificate of Product Registration No. FR- 4000003066333	07 May 2019	Valid Until: 07 May, 2021
FDA	Fruitas Group Incorporated – Fruitas – Fresh Juice Drink (Guyabano Flavor, 355 ml) Certificate of Product Registration No. FR- 4000002863311	23 May 2018	Valid Until: 23 May, 2020
FDA	Fruitas Group Incorporated – Buko Loco – Coco Milko Certificate of Product Registration No. FR- 000003300152	18 September 2018	Valid Until: 18 September, 2020

FDA	Fruitas Group Incorporated – Juice Avenue – Ripe Mango Juice Certificate of Product Registration No. FR-000003293795	20 September 2018	Valid Until: 20 September, 2020
FDA	Fruitas Group Incorporated – Fruitas – Fresh Juice Drink (Dalandan Flavor, 355 ml) Certificate of Product Registration No. FR-000002863089	23 May 2018	Valid Until: 23 May, 2020
Intellectual Property Office (“IP Office”)	7,107 Halo Halo Islands Trademark Registration No. 42013012420	10 April 2014	Valid
IP Office	Black Pearl Trademark Registration No. 42008002051	07 July 2008	Valid
IP Office	Buko Loco Nacoco-loco ang Sarap Trademark Registration No. 42012007453	22 January 2015	Valid
IP Office	Buko Ni Fruitas Fresh from Babot’s Farm Trademark Registration No. 42010004889	31 December 2010	Valid
IP Office	Cascades the Lifestyle Park Trademark Registration No. 42018000236	27 December 2018	Valid
IP Office	Chickenini Lip- Smacking Delicious Fried Chicken Trademark Registration No. 42018007527	14 March 2019	Valid
IP Office	Cellar 150 Trademark Registration No. 42017014031	15 June 2018	Valid
IP Office	Cindy’s Candy Cloud Trademark Registration No. 42017009305	15 June 2018	Valid
IP Office	Coffee & Tea Co. Coffee Talk Since 2003	-	Notice of Allowance to Print
IP Office	De Original Jamaican Pattie Shop and Juice Bar Trademark Registration No. 42014010839	04 December 2014	Valid
IP Office	Fancie Trademark Registration No. 42016007947	06 October 2016	Valid
IP Office	Friends Fries Crispy Potato. Baked or Fried Trademark Registration No. 42015003202	07 April 2016	Valid
IP Office	Fruitas Fresh from Babot’s Farm! Trademark Registration No. 42005002350	08 June 2006	Valid
IP Office	Fruitas Fresh from Babot’s Farm Trademark Registration No. 42017007395	15 February 2018	Valid
IP Office	Fruitas Ice Candy Trademark Registration No. 42012009152	08 February 2013	Valid
IP Office	Fruitas House of Desserts Trademark Registration No. 42013006808	22 October 2015	Valid
IP Office	House of Fruitas Trademark Registration No. 42017007397	15 February 2018	Valid

IP Office	Jammin' Jamaica Pizza-Pasta-Pattie Trademark Registration No. 42018000674	25 October 2018	Valid
IP Office	Johnn Lemon Trademark Registration No. 42016007608	22 September 2016	Valid
IP Office	Juice Avenue Smoothies Bar Trademark Registration No. 42010004890	31 December 2010	Valid
IP Office	La Steak House	-	Notice of Allowance to Print
IP Office	Le Village the Lifestyle Park Trademark Registration No. 42018000458	01 November 2018	Valid
IP Office	Lucky Chan Delicious Rice Bowls Trademark Registration No.		To file a Motion for Reconsideration
IP Office	Munifico Pizzeria Trademark Registration No. 42017018088	05 July 2018	Valid
IP Office	Sabroso Lechon Trademark Registration No. 42017017391	02 August 2018	Valid
IP Office	Shou Hand- Pulled Noodles Trademark Registration No. 42016008963	03 November 2016	Valid
IP Office	Tea-Rex Milktea with a Bite Trademark Registration No. 42016006475	25 August 2016	Valid
IP Office	The Mango Farm Trademark Registration No. 42010004891	24 March 2011	Valid
IP Office	The Pub Trademark Registration No. 42017018087	05 July 2018	Valid
IP Office	Three Frenchmen Creperie.	-	Notice of Allowance to Print
IP Office	Uno Cinquenta Trademark Registration No. 42018000233	14 March 2019	Valid
City Government of Quezon City	Fruitasgroup, Inc. Business Permit No. 10-009542	04 March 2019	Valid until 31 December 2019
City Government of Quezon City	Negril Trading, Inc. Business Permit No. 17-002338	04 March 2019	Valid until 31 December 2019
City Government of Quezon City	Buko Ni Fruitas Inc. Business Permit No. 05-007023	04 March 2019	Valid until 31 December 2019
City Government of Quezon City	Fruitas Holdings, Inc. Business Permit No. 15-010339	04 March 2019	Valid until 31 December 2019
City Government of Cebu	Tisa, Cebu City Office Business Permit No. 156816	11 March, 2019	Valid until 31 December 2019
City Government of Quezon City	Ubay Office Business Permit No. 18-010771	10 June, 2019	Valid until 31 December 2019
City Government of Cebu	Labangon, Cebu City Warehouse Business Permit No. 156815	04 March 2019	Valid until 31 December 2019
City Government of Quezon City	72 Brixton Hills Business Permit No. 13-005932	04 March 2019	Valid until 31 December 2019
City Government of Quezon City	70 Brixton, Quezon City Business Permit No. 16-013192	04 March 2019	Valid until 31 December 2019

City Government of Quezon City	KJ Street, Kamias, Quezon City Business Permit No. 17-011151	22 May 2019	Valid until 31 December 2019
City Government of Quezon City	Le Village Food Park Business Permit No. 18-000342	22 May 2019	Valid until 31 December 2019
Office of the Barangay	Fruitasgroup Inc. Barangay Clearance No. 10-009542	18 February 2019	Valid until 31 December 2019
Office of the Barangay	Buko Ni Fruitas Inc. Barangay Clearance No. 05-007023	06 February 2019	Valid until 31 December 2019
Office of the Barangay	Fruitas Holdings, Inc. Barangay Clearance No. 1506	19 February 2019	Valid until 31 December 2019
Office of the Barangay	120 Kapiligan, Quezon City Warehouse Barangay Clearance No. BDI-BDI-16-0130	30 May, 2019	Valid until 31 December 2019
Office of the Barangay	70 Brixton, Quezon City Commissaries Barangay Clearance No. 1794	01 February, 2019	Valid until 31 December 2019
Office of the Barangay	KJ Street, Kamias, Quezon City Barangay Clearance No. 279-19	22 February, 2019	Valid until 31 December 2019
Office of the Barangay	Le Village Food Park Barangay Clearance No. 1563	02/04/2019	Valid until 31 December 2019
Local Government	BNF - SM MEGAMALL (S) Business Permit No. 19-008098	05 January, 2019	Valid until 31 December 2019
Local Government	BNF - ROBINSONS PLACE MANILA Business Permit No. 117-00-2005-0011085	16 January, 2019	Valid until 31 December 2019
Local Government	BNF - FESTIVAL MALL (SFC) Business Permit No. 2019-006458	09 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM STA ROSA (FC) Business Permit No. B-01207	14 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM MARILAO (H) Business Permit No. 2019-0001352	18 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM VALENZUELA (FC) Business Permit No. 06-102170	16 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM CLARK (H) Business Permit No. 2019005775	31 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM PAMPANGA (FC) Business Permit No. 3969	28 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM CUBAO (S) Business Permit No. 06-007767	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM BICUTAN (H) Business Permit No. 2006082074	17 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM SAN LAZARO (FC) Business Permit No. 117-00-2006-0009820	29 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM NORTH (FC) Business Permit No. 18-004776	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM MEGAMALL (FC) Business Permit No. 19-008133	20 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM FAIRVIEW (FC) Business Permit No. 06-010881	24 January, 2019	Valid until 31 December 2019

Local Government	BNF - FARMERS PLAZA (FC) Business Permit No. 06-010879	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM STA MESA (FC) Business Permit No. 07-004087	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - GREENHILLS LIFESTYLE Business Permit No. GGG-2019-00629	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - EASTWOOD CITYWALK 2 FOOD JUNCTION Business Permit No. 12-004525	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM TAYTAY (FC) Business Permit No. 2019-0003992	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM ILOILO (FC) Business Permit No. 2019-0009036	18 January, 2019	Valid until 31 December 2019
Local Government	BNF - CASH & CARRY Business Permit No. 15441	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM MASINAG Business Permit No. 2019-010114	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - PUREGOLD SAN MATEO Business Permit No. 2019-01718	18 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM CALAMBA (FC) Business Permit No. 2019-06647	23 January, 2019	Valid until 31 December 2019
Local Government	BNF - ROBINSONS PIONEER Business Permit No. 19-008130	20 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM CALAMBA (S) Business Permit No. 2019-06644	23 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM MARIKINA (FC) Business Permit No. 2019-03354	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - LUCKY CHINA TOWN Business Permit No. 2019023514	29 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM CONSOLACION	05 July, 2019	Valid until 31 December 2019
Local Government	BNF - SM ROSALES Business Permit No. BP-2019-05349-0	29 March, 2019	Valid until 31 December 2019
Local Government	BNF - SM MANILA (FC) Business Permit No. 2019023532	29 January, 2019	Valid until 31 December 2019
Local Government	BNF - ROBINSONS MAGNOLIA (FC) Business Permit No. 12-010273	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - THE MEDICAL CITY Business Permit No. RET-19-2675	17 January, 2019	Valid until 31 December 2019
Local Government	BNF - TUTUBAN MALL Business Permit No. 2019024189	29 January, 2019	Valid until 31 December 2019
Local Government	BNF - TRINOMA (FC) Business Permit No. 12-013348	24 January, 2019	Valid until 31 December 2019

Local Government	BNF - SM MOA (BTB) Business Permit No. 13-039315	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM NAGA (FC) Business Permit No. BP-2019-02768-0	14 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM TARLAC (FC) Business Permit No. 017-17-2013-0000832	06 March, 2019	Valid until 31 December 2019
Local Government	BNF - ROBINSONS ILOILO Business Permit No. 2019-0009016	18 January, 2019	Valid until 31 December 2019
Local Government	BNF - SAVEMORE PARKMALL Business Permit No. 2019-2014000142	17 February, 2019	Valid until 31 December 2019
Local Government	BNF - MARKET MARKET FIESTA Business Permit No. LCN-11-015191	20 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM MOA (H) Business Permit No. 14-042435	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - PUREGOLD KALENTONG Business Permit No. 117-00-2014-060421	29 January, 2019	Valid until 31 December 2019
Local Government	BNF - GATEWAY CUBAO (FC) Business Permit No. 14-011446	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM CABANATUAN Business Permit No. 19-02602	29 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM CEBU Business Permit No. 140931	26 January, 2019	Valid until 31 December 2019
Local Government	BNF - AYALA MALL LEGAZPI Business Permit No. BP-2019-02955-00	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - ROB JARO ILOILO Business Permit No. 2019-0003055	13 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM BACOLOD (FC) Business Permit No. 201939215	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - ROBINSONS GALLERIA Business Permit No. 17-003751	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - NUVALI SOLENAD LAGUNA Business Permit No. L-23231	22 January, 2019	Valid until 31 December 2019
Local Government	BNF - SHOPWISE COMMONWEALTH Business Permit No. 09-009331	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - Ayala Cloverleaf Caloocan (FOOD CHOICES) Business Permit No. 17-011465	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - PUREGOLD MAKATI Business Permit No. 15442	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - Ayala Malls Marikina Business Permit No. 2019-03456	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - AYALA MALL FELIZ (FC) Business Permit No. RET-4335	21 January, 2019	Valid until 31 December 2019
Local Government	BNF - PUREGOLD TAYUMAN Business Permit No. 117-00-2017-1207254	29 January, 2019	Valid until 31 December 2019

Local Government	BNF - PUREGOLD VALENZUELA Business Permit No. 18-134325	16 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM TELABASTAGAN (FC) Business Permit No. 14150	28 January, 2019	Valid until 31 December 2019
Local Government	BNF - LANDMARK TRINOMA (S) Business Permit No. 18-006001	24 January, 2019	Valid until 31 December 2019
Local Government	BNF - VICTORY CENTRAL MALL Business Permit No. 18-M0515-01427	18 January, 2019	Valid until 31 December 2019
Local Government	BNF - FESTIVE WALK MALL ILOILO Business Permit No. 2019-0009021	10 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM CITY LEGAZPI Business Permit No. BP-2019-05349-0	15 January, 2019	Valid until 31 December 2019
Local Government	BNF - FISHER MALL MALABON FOODCOURT Business Permit No. 19-01158	12 January, 2019	Valid until 31 December 2019
Local Government	BNF - SM CITY FAIRVIEW Business Permit No. 19-002083	11 December, 2019	Valid until 31 December 2019
Local Government	BNF - SM SUPERMARKET NOVALICHES Business Permit No. 19-004250	19 March, 2019	Valid until 31 December 2019
Local Government	BNF - GLORIETTA 3 Business Permit No. 46044	20 April, 2019	Valid until 31 December 2019
Local Government	BNF - SM CITY ROSALES Business Permit No. 0948	04 April, 2019	Valid until 31 December 2019
Local Government	BNF - SM DASMARINAS Business Permit No. 2019-12949	05 April, 2019	Valid until 31 December 2019
Local Government	FGI - SM FAIRVIEW (S) Business Permit No. 12-003740	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN LAZARO Business Permit No. 117-00-20120003586	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS GALLERIA Business Permit No. 12-005345	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - ALABANG TOWN CENTER (GF) Business Permit No. 2019-0006465	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (A) Business Permit No. 12-005771	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MEGAMALL Business Permit No. 3969	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM STA ROSA Business Permit No. T-07934	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MANILA (UG) Business Permit No. 117-00-2012-0005951	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM PASIG Business Permit No. RET-19-2676	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM FAIRVIEW (LG) Business Permit No. 12-006080	24 January, 2019	Valid until 31 December 2019



Local Government	FGI - SM MOA (BTB) Business Permit No. 12-036934	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (M2F) Business Permit No. 12-006860	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BACOR (T) Business Permit No. F-02400	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MOA (GF) Business Permit No. 12-037127	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - EVER COMMONWEALTH (WW) Business Permit No. 12-007245	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - VICTORY CENTRAL MALL Business Permit No. 16-M0629-01185	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - STA LUCIA Business Permit No. 2019=0002963	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM ILOILO Business Permit No. 2019-0007006	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM OLONGAPO Business Permit No. 2012-0001073	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS MAGNOLIA (FC) Business Permit No. 12-010274	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BALIWAG (FC) Business Permit No. 19-01478	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM STA MESA Business Permit No. 12-009462	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MARILAO Business Permit No. 2019-0001355	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - WORLDWIDE CORPORATE CENTER Business Permit No. 19-001442	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - WALTERMART MAKATI Business Permit No. 15419	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM LUCENA Business Permit No. 2019-CRF-07987	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CEBU NRA (Northwing) Business Permit No. 121813	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BICUTAN Business Permit No. 2013020301	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - AYALA CENTER CEBU (T) Business Permit No. 122266	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (BUS-T) Business Permit No. 16-013134	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CALAMBA Business Permit No. 2019-06643	23 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MEGAMALL (5F) Business Permit No. 19-001-409	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - METRO GAISANO COLON Business Permit No. 125624	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM PAMPANGA (A) Business Permit No. 3968	28 January, 2019	Valid until 31 December 2019

Local Government	FGI - ROBINSONS DASMA Business Permit No. 2019-00041	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM PAMPANGA (T) Business Permit No. 0341	28 January, 2019	Valid until 31 December 2019
Local Government	FGI - LUCKY CHINA TOWN Business Permit No. 2019023512	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - METRO GAISANO LAPU-LAPU Business Permit No. 1708740	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - LANDMARK MAKATI (FC) Business Permit No. 15424	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRANDMALL MANDAUE (CEN) Business Permit No. 2019-20130141	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS GALLERIA Business Permit No. 13-012957	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MARILAO Business Permit No. F-00199	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MEGAMALL (S) Business Permit No. F-76932	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - ALABANG TOWN CENTER (FC) Business Permit No. 2019-0006470	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN PABLO Business Permit No. 5242	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - FESTIVAL MALL (FC) Business Permit No. F-38783	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - MAKATI MED Business Permit No. 15431	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - WALTERMART MUÑOZ Business Permit No. 15-004359	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN MATEO Business Permit No. 2019-01715	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - CITY SOHO MALL CEBU Business Permit No. 139737	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - PUNTA PRINSESA Business Permit No. 139736	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY SANGANDAAN Business Permit No. 15-M1015-01083	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM FAIRVIEW (A) Business Permit No. 15-004358	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SEASIDE CEBU (EX) Business Permit No. 141906	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - MALAY CATICLAN Business Permit No. 2019-05-4387	08 February, 2019	Valid until 31 December 2019
Local Government	FGI - CARDINAL SANTOS HOSPITAL Business Permit No. GGG-2019-0006606	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM FAIRVIEW (UG) Business Permit No. 16-009825	24 January, 2019	Valid until 31 December 2019

Local Government	FGI - LUCKY CHINA Business Permit No. 117-00-2012-008291	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SUCAT Business Permit No. 2015000253	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE HYPERMART TUBURAN	30 April, 2019	Valid until 31 December 2019
Local Government	FGI - SM MOA (BTB) Business Permit No. 002881	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SUPER METRO MAMBALING Business Permit No. 146600	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - MARQUEE MALL Business Permit No. 201900579	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - TIMESQUARE (FS) Business Permit No. 15421	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS TACLOBAN Business Permit No. 2016-0001622	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS DASMA Business Permit No. 2019-00058	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS IMUS Business Permit No. 16-0004330	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS MALOLOS Business Permit No. 2019-03104	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS NOVALICHES Business Permit No. 16-011525	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - WALTERMART MUÑOZ Business Permit No. 16-011454	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - WALTERMART MUÑOZ Business Permit No. 16-011527	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - MALABON CITISQUARE Business Permit No. 19-01155	12 January, 2019	Valid until 31 December 2019
Local Government	FGI - WELCOME PLAZA LIBERTAD Business Permit No. 12-038024	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS MALABON Business Permit No. 19-00157	12 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MANILA (4F) Business Permit No. 117-00-2016-1008669	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - TIMESQUARE (CHINESE GEN HOSPITAL) Business Permit No. 117-00-2016-118888	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM PASIG (H) Business Permit No. RET-19-3964	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - EVER COMMONWEALTH Business Permit No. 16-012874	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PIONEER Business Permit No. 19-008114	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM LIPA Business Permit No. 6409	10 January, 2019	Valid until 31 December 2019

Local Government	FGI - SM BATANGAS	10 January, 2019	Valid until 31 December 2019
Local Government	FGI - EVER COMMONWEALTH Business Permit No. 16-012972	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM LUCENA Business Permit No. 2019-CRF-07988	25 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CAGAYAN DE ORO Business Permit No. 2019-08361	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (MK) Business Permit No. 16-013133	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM DASMARINAS (FC) Business Permit No. 2019-00053	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM DASMARINAS Business Permit No. 2019-00050	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM DASMARINAS Business Permit No. 2019-00048	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM STA ROSA Business Permit No. L-04773	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS BUTUAN Business Permit No. BC-2017-00194	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS BUTUAN Business Permit No. 2019-04957	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM FAIRVIEW (M) Business Permit No. 16-013508	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SAVEMORE TACLOBAN Business Permit No. 201900547	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - SAVEMORE TACLOBAN Business Permit No. 201900550	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BALIWAG Business Permit No. 19-01477	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO OTON ILOILO Business Permit No. 2019-0092	08 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MARILAO Business Permit No. 2019-0001350	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SOUTHMALL Business Permit No. 2019040808	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SOUTHMALL (FC) Business Permit No. 2016121947	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - 60 CORDILLERA Business Permit No. 17-001460	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MEGAMALL Business Permit No. 19-008097	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM FAIRVIEW (LG) Business Permit No. 17-00597	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE CABATUAN ILOILO Business Permit No. 2019-252	Issue Date not indicated	Valid until 31 December 2019

Local Government	FGI - SM SAN LAZARO (3F) Business Permit No. 117-00-2016-1209627	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN LAZARO (K) Business Permit No. 117-00-2016-1209629	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MANILA Business Permit No. 117-00-2016-1209625	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - WALTERMART SAN FERNANDO Business Permit No. 11614	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS LIPA Business Permit No. 7328	10 January, 2019	Valid until 31 December 2019
Local Government	FGI - FAIRVIEW TERRACES (FC) Business Permit No. 17-003042	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - FAIRVIEW TERRACES (FC) Business Permit No. 17-003043	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - TRINOMA (FC) Business Permit No. 17-003048	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - TRINOMA (FC) Business Permit No. 17-003044	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MASINAG Business Permit No. 2019-009546	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN MATEO Business Permit No. 2019-01585	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MOA (BTB) Business Permit No. 002867	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MOA (T) Business Permit No. 002868	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MOA (BTB) Business Permit No. 002871	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MOA (T) Business Permit No. 002877	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM ANGONO Business Permit No. 2019-1748	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - CITY MALL BORACAY Business Permit No. 2019-02-1276	12 February, 2019	Valid until 31 December 2019
Local Government	FGI - CITY MALL BORACAY Business Permit No. 2019-02-1275	12 February, 2019	Valid until 31 December 2019
Local Government	FGI - SM PAMPANGA Business Permit No. 11554	28 January, 2019	Valid until 31 December 2019
Local Government	FGI - WALTERMART SAN FERNANDO Business Permit No. 11131	28 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM PAMPANGA (SKYRANCH) Business Permit No. 11555	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM PAMPANGA (A) Business Permit No. 11552	28 January, 2019	Valid until 31 December 2019

Local Government	FGI - UNO CINQUENTA MAGINHAWA Business Permit No. 17-003624	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN PABLO Business Permit No. 1254	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - WALTERMART MAKATI Business Permit No. 15417	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CAPITAL BALASAN Business Permit No. iLGU-BPLS-2019-0294	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CAPITAL BALASAN Business Permit No. iLGU-BPLS-2019-0292	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CAPITAL BALASAN Business Permit No. iLGU-BPLS-2019-0297	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM TAYTAY (FC) Business Permit No. 2019-0003989	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - PUREGOLD TAYTAY Business Permit No. 2019-0003985	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN JOSE Business Permit No. 2019-0001398	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM TARLAC MALL Business Permit No. 017-17-2017-0000496	25 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BACOLOD Business Permit No. 201939219	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - CITYMALL SAN CARLOS Business Permit No. BP-2019-00899-0	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM PAMPANGA (SKYRANCH) Business Permit No. 12102	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - Landmark Felinvest Alabang Business Permit No. 2019-0006467	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS CALASIAO Business Permit No. 1611	09 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY SANGANDAAN Business Permit No. 15-M1015-01085	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM FAIRVIEW (A) Business Permit No. 17-005986	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NOVALICHES Business Permit No. 17-005987	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM VALENZUELA Business Permit No. 17-130223	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM STA MESA (FC) Business Permit No. 17-006288	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM STA MESA (2F) Business Permit No. 17-006289	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - ZABARTE TOWN CENTER Business Permit No. 17-N0510-01654	18 January, 2019	Valid until 31 December 2019

Local Government	FGI - SM MARIKINA Business Permit No. 2019-03445	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PAVIA ILOILO Business Permit No. 2019-0732	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PAVIA ILOILO Business Permit No. 2019-0733	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM TARLAC (FC) Business Permit No. 017-17-2010-0000329	25 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM TARLAC (T) Business Permit No. 017-17-2013-0000623	25 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM DOWNTOWN CDO Business Permit No. 2019-09312	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM DOWNTOWN CDO Business Permit No. 2019-08515	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE OPOL Business Permit No. 2019-0836	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE OPOL Business Permit No. 2019-0835	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CLARK Business Permit No. 54-01-2009000623	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CLARK (M) Business Permit No. 54-01-2009000622	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - ISETANN RECTO Business Permit No. 117-00-2017-0605223	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - VENICE GRAND MALL CANAL Business Permit No. 11-023972	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CALAMBA Business Permit No. 2019-06642	23 January, 2019	Valid until 31 December 2019
Local Government	FGI - RUSTANS MAKATI Business Permit No. 15427	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BICUTAN Business Permit No. 2017070249	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BICUTAN Business Permit No. 2005043212	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SUCAT (BW) Business Permit No. 2012020467	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BAGUIO Business Permit No. 10-2-99-314-9628	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - D MALL BORACAY Business Permit No. 2019-02-1095	02 February, 2019	Valid until 31 December 2019
Local Government	FGI - OCEAN PARK Business Permit No. 117-00-2016-0302314	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - OCEAN PARK Business Permit No. 117-00-2015-1107133	29 January, 2019	Valid until 31 December 2019

Local Government	FGI - Puregold Taytay Business Permit No. 2019-0003987	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - GLORIETTA 4 Business Permit No. 15423	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - Robinson Iligan (3F) Business Permit No. B16920170700133	12 January, 2019	Valid until 31 December 2019
Local Government	FGI - Robinson Iligan (2F) Business Permit No. B16920170700132	12 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM LAS PINAS Business Permit No. 2017071598	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS FORUM Business Permit No. 19-008120	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM LIPA (S) Business Permit No. 160798	10 January, 2019	Valid until 31 December 2019
Local Government	FGI - Robinsons Galleria Business Permit No. 17-009187	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MARIKINA (S) Business Permit No. 2019-03436	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (S) Business Permit No. 17-009184	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BACOR (S) Business Permit No. F-02454	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NAGA Business Permit No. BP-2019-02766-0	11 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MANDALUYONG (H) Business Permit No. 19-008081	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MEGAMALL (S) Business Permit No. 19-008092	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - LEPANTO BLDG Business Permit No. 15426	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - MARKET MARKET (2F) Business Permit No. 41703481	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - MARKET MARKET Business Permit No. 41703479	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM FTI (H) Business Permit No. 41703476	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - UP TOWN CENTER Business Permit No. 17-009191	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - UP TOWN CENTER Business Permit No. 17-009190	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM DASMARINAS Business Permit No. 2019-00039	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - SHOPWISE EXPRESS CROSSING Business Permit No. 17-009183	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM FAIRVIEW (A) Business Permit No. 17-010009	07 February, 2019	Valid until 31 December 2019
Local Government	FGI - Supermetro Mambaling (FC) Business Permit No. 153534	26 January, 2019	Valid until 31 December 2019



Local Government	FGI - SM SOUTHMALL (S) Business Permit No. 2003041447	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (H) Business Permit No. 17-010016	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CONGRESSIONAL (H) Business Permit No. 17-010015	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - WILCON VISAYAS AVE Business Permit No. 12-009459	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (JEEP-T) Business Permit No. 17-010012	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (FC) Business Permit No. 17-010013	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - CIRCLE C Business Permit No. 17-010011	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (JEEP-T) Business Permit No. 13-002402	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (BUS-T) Business Permit No. 12-010688	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NORTH (M) Business Permit No. 17-010014	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BACOR Business Permit No. F-02459	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BACOR (FC) Business Permit No. F-02458	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CLARK Business Permit No. 2019005773	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CLARK Business Permit No. 2019005791	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM Bicutan (H) Business Permit No. 2017090026	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM TAYTAY Business Permit No. 2019-0003988	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - Metro Gaisano Market Market Business Permit No. LCN-11-024623	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - Venice Grand Canal Business Permit No. LCN-11-024635	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM ROSALES Business Permit No. 0164	07 January, 2019	Valid until 31 December 2019
Local Government	FGI - Gaisano CityMall - Puerto (3F) Business Permit No. 2019-08520	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM ILOILO Business Permit No. 2019-0007009	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM ILOILO Business Permit No. 2019-0007011	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - FARMERS DAMPA Business Permit No. 17-010017	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - RUSTANS GATEWAY Business Permit No. 16-003318	24 January, 2019	Valid until 31 December 2019

Local Government	FGI - SHOPWISE CUBAO Business Permit No. 09-009562	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SOUTHMALL Business Permit No. 2016081479	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM Puerto Princessa Business Permit No. BP-2019-02-028-0	10 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN PABLO Business Permit No. 9204	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM PAMPANGA (SKYRANCH) Business Permit No. 5001-2017-0423	28 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MEGAMALL (B) Business Permit No. 19-008119	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MEGAMALL (FC) Business Permit No. 19-008096	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MEGAMALL (5F) Business Permit No. 19-008085	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MEGAMALL (FC) Business Permit No. 19-008086	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MARILAO Business Permit No. 2019-330	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MARILAO Business Permit No. 2019-331	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM TARLAC Business Permit No. 017-17-2010-0000327	25 January, 2019	Valid until 31 December 2019
Local Government	FGI - SHOPWISE ANTIPOLO Business Permit No. 201-009551	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NAGA Business Permit No. BP-2019-02769-0	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM NAGA Business Permit No. BP-2019-02766-0	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - FESTIVAL MALL Business Permit No. 2019-0006464	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - FASTBYTE ALABANG Business Permit No. 2019-0006462	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - Metro Sports Business Permit No. 154375	23 January, 2019	Valid until 31 December 2019
Local Government	FGI - Gaisano Grand Mall Toledo Business Permit No. F-00236	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - Ayala Cloverleaf Caloocan (4F) Business Permit No. 17-011464	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - Ayala Cloverleaf Caloocan Business Permit No. 17-011466	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MOA (BTB) Business Permit No. 002865	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MOA (2F) Business Permit No. 002869	15 January, 2019	Valid until 31 December 2019

Local Government	FGI - SM MOA (BTB) Business Permit No. 002866	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MOA (T) Business Permit No. 002885	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MOA (H) Business Permit No. 002884	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BAGUIO Business Permit No. 10-2-100102-16147	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY BICUTAN Business Permit No. 2017100147	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - LUCKY CHINA TOWN (FC) Business Permit No. 117-00-2013-0008701	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM Tuguegarao Business Permit	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - FAIRVIEW CENTER MALL Business Permit No. 17-011942	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SEASIDE CEBU (S) Business Permit No. 154663	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CHERRY CONGRESSIONAL Business Permit No. 17-012024	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SHOPWISE SAN PEDRO Business Permit No. 01815	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SEASIDE CEBU Business Permit No. 154666	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SEASIDE CEBU Business Permit No. 154665	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - City Mall Danao (GF) Business Permit No. 1820-0	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BAGUIO (S) Business Permit No. 10-2-99314-13855	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BAGUIO Business Permit No. 10-2-99545-13960	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - Citymall Passi Business Permit No. 17-307	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM LANANG (S) Business Permit No. B-116750-0	11 February, 2019	Valid until 31 December 2019
Local Government	FGI - PARK SQUARE MAKATI Business Permit No. 15422	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - TOWER ONE & EXCHANGE PLAZA Business Permit No. 15432	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - NEW WASHINGTON Business Permit No. 03-0818-2019	08 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN LAZARO Business Permit No. 2019023511	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PLACE MANILA Business Permit No. 117-00-2007-0007635	29 January, 2019	Valid until 31 December 2019

Local Government	FGI - UNIVERSITY POD Business Permit No. 117-00-2015-0905608	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - Le Village Food park Business Permit No. 17-012664	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - Le Village Food park Business Permit No. 17-012670	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - Le Village Food park Business Permit No. 17-012667	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - Waltermart Bicutan Business Permit No. 2017110097	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - CAPITOL COMMONS Business Permit No. RET-19-0088	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MARIKINA Business Permit No. 2019-03453	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE PALAWAN Business Permit No. 0049	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE PALAWAN Business Permit No. 0732	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM FTI (H) Business Permit No. LCN-025200	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - Times Square Makati Business Permit No. 15420	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM PASIG (H) Business Permit No. PM-2017007024	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - STA LUCIA Business Permit No. 2019-0002962	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - ONE CENTRAL MALL (GF) Business Permit No. 155126	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - JY SQUARE CEBU Business Permit No. 155128	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - SAN CARLOS TOWN CENTER Business Permit No. 830-18	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - Ayala Malls Marikina Business Permit No. 2019-03430	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CALAMBA Business Permit No. 2019-06641	23 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO TISA (CEBU) Business Permit No. 155129	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - LE VILLAGE THE LIFESTYLE PARK Business Permit No. 17-013279	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SHOPWISE ARANETA, CUBAO Business Permit No. 17-013278	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - PUREGOLD QI Business Permit No. 17-013382	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS FORUM Business Permit No. 19-008123	20 January, 2019	Valid until 31 December 2019

Local Government	FGI - TORRE DE STO TOMAS Business Permit No. 117-00-2015-0906210	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - TUTUBAN MALL Business Permit No. 117-00-2012-0004524	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS SUMMIT MAKATI (7F) Business Permit No. 15416	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS DUMAGUETE Business Permit No. 02-2010-06665	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - KCC Mall De Zamboanga Business Permit No. 19-25148R	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - SHOPWISE HARRISON PLAZA Business Permit No. 2019023537	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - Gaisano Mall Balamban (S) Business Permit No. 2019-1520	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - Gaisano Mall Balamban (S) Business Permit No. 2019-1517	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - Gaisano Mall Balamban (S) Business Permit No. 2019-1539	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - Gaisano Mall Balamban (S) Business Permit No. 2019-1519	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - AYALA MALL FELIZ Business Permit No. RET-4337	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE SIBONGA Business Permit	17 April, 2019	Valid until 31 December 2019
Local Government	FGI - PUREGOLD ZABARTE Business Permit No. 17-M1214-03371	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - UNO CINQUENTA MAGINHAWA Business Permit No. 16-007714	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - ORORAMA SUPERCENTER Business Permit No. 2019-08521	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - ORORAMA SUPERCENTER Business Permit	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - RUSTANS CENTRIO MALL CDO Business Permit No. 2019-08514	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BACOR Business Permit No. F-02484	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - Shopwise Expres Newtown Cebu Business Permit No. 1608742	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM BACOLOD (WW) Business Permit No. 201939214	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - FASTBYTE ALABANG Business Permit No. 2019-0006463	21 January, 2019	Valid until 31 December 2019

Local Government	FGI - GAISANO CAPITAL DANA O Business Permit No. 1823-0	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - Gaisano Grand Calbayog Business Permit No. 2019-0794	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE CATBALOGAN Business Permit No. 2019-0795	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - Gaisano Grand Calbayog Business Permit No. 2019-0796	31 January, 2019	Valid until 31 December 2019
Local Government	FGI - MARKET MARKET GAISANO (K) Business Permit No. LCN-11-025745	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - GT TOWN CENTER PAVIA Business Permit No. 2019-0678	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS BALAGTAS Business Permit No. 19-05720-R	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - VALENZUELA TOWN CENTER (GF) Business Permit No. 18-133405	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM TAYTAY (FC) Business Permit No. 2019-0003991	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM TAYTAY Business Permit No. 2019-0003990	15 January, 2019	Valid until 31 December 2019
Local Government	FGI – ALPHALAND Business Permit No. 15430	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CAPITAL SRP Business Permit No. 2019-2592	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM OLONGAPO Business Permit No. 2018-0000302	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - Prince Siquijor (GF) Business Permit No. 2019-0261	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - SABROSO FOOD CENTER Business Permit No. 2019-04-4137	12 February, 2019	Valid until 31 December 2019
Local Government	FGI - SM URDANETA Business Permit No. 0310 2019	08 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM URDANETA Business Permit No. 312	08 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM ANGONO Business Permit No. 2019-1747	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - IPC MCKINLEY Business Permit No. LCN-11-025974	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - WORLDWIDE CORPORATE CENTER Business Permit No. 19-008090	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - ALABANG TOWN CENTER (FC) Business Permit No. 2019-0006473	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS CYBERGATE CEBU Business Permit No. 156814	26 January, 2019	Valid until 31 December 2019

Local Government	FGI - ROBINSONS ILOCOS Business Permit	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS ILOCOS Business Permit	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - SABROSO FOOD CENTER Business Permit No.	08 February, 2019	Valid until 31 December 2019
Local Government	FGI – CONGRESS Business Permit No. 18-004499	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - ALPHALAND SOUTHGATE Business Permit No. 0565-2019	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - Robinsons Ormoc (2F) Business Permit No. 19180634	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - HITOP QUEZON AVE Business Permit No. 18-004463	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - PETRON NLEX Business Permit No. 19-01259	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - MANULIFE MACTAN (2F) Business Permit No. 1608747	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - Ayala Cloverleaf Caloocan (3F) Business Permit No. 18-004333	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - FISHERMALL Business Permit No. 18-004464	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CORDOVA CEBU Business Permit No. B-390-012419	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CORDOVA CEBU Business Permit No. B-394-012419	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - FAIRVIEW CENTER MALL Business Permit No. 18-004468	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - FAIRVIEW TERRACES (GF) Business Permit No. 18-004466	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - PUREGOLD COMMONWEALTH Business Permit No. 18-004470	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - FAIRVIEW TERRACES Business Permit No. 12-005347	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM FAIRVIEW (M) Business Permit No. 12005347	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM MANDALUYONG (H) Business Permit No. 19-008091	20 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM PAMPANGA Business Permit No. 14147	28 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM TELABASTAGAN (2F) Business Permit No. 14149	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - VICTORY PARK ANTIPOLO (2F) Business Permit No. 2019-010112	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CAPITAL ILOILO (GF) Business Permit No. 2019-0003053	13 January, 2019	Valid until 31 December 2019

Local Government	FGI - GAISANO CAPITAL ILOILO (GF) Business Permit No. 2019-0003054	13 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN LAZARO (3F) Business Permit No. 2019023581	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - LANDMARK ALABANG (FC) Business Permit No. 2019-0006461	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - FESTIVAL MALL (2F) Business Permit No. 2019-0006459	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - AYALA MALL LEGAZPI Business Permit No. BP-2019-02953-0	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SAVEMORE MARIBAGO CEBU Business Permit No. 1708740	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - J CENTRE Business Permit No. 2019-20180034	10 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE ARGAO (H) Business Permit No. 2019-0000001002	28 February, 2019	Valid until 31 December 2019
Local Government	FGI - ONE CENTRAL MALL (GF) Business Permit No. 158836	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRIMARK CAINTA, RIZAL Business Permit No. 2019-0002964	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY CDO UPTOWN (EX GF) Business Permit No. 2019-08272	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND MALL TABUNOK Business Permit No.	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY NORTH EDSA Business Permit No.	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PLACE PALAWAN Business Permit No.	07 January, 2019	Valid until 31 December 2019
Local Government	FGI - EASTWOOD CITYWALK 2 CINEMA Business Permit No.	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - EASTWOOD CITYWALK 1 Business Permit No.	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY CEBU Business Permit No.	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS DUMAGUETE (2F) Business Permit No.	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRANDMALL SILAY (GF) Business Permit	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRANDMALL SILAY (GF) Business Permit No. 2019-10001012	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CATARMAN SAMAR Business Permit No. 23-F1-00-19-R-#1587	21 January, 2019	Valid until 31 December 2019



Local Government	FGI - GLORIETTA 2 Business Permit No. 15418	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - GLORIETTA 3 Business Permit No. 201802785	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CATARMAN SAMAR Business Permit No. 23-F1-00-19-R-#1588	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRANDMALL LILOAN Business Permit No. 2019-015793	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRANDMALL LILOAN Business Permit No. 2019-001509	27 March, 2019	Valid until 31 December 2019
Local Government	FGI - SUPER METRO GAISANO CARMEN Business Permit No. 2019-0620	28 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND MALL CARCAR Business Permit	02 March, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY LUCENA Business Permit No. 2019-CRF-10422	25 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY MARIKINA 3/F Business Permit No. 2019-03423	25-Jan-19	Valid until 31 December 2019
Local Government	FGI - CITY MALL DIPOLOG Business Permit	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - CITY MALL DIPOLOG Business Permit	25-Jan-19	Valid until 31 December 2019
Local Government	FGI - CITYMALL CALAPAN MINDORO Business Permit No. 1800000535	23 January, 2019	Valid until 31 December 2019
Local Government	FGI - CITYMALL CALAPAN MINDORO Business Permit No. 1800000533	23 January, 2019	Valid until 31 December 2019
Local Government	FGI - W MALL PASAY (4F) Business Permit No. 18-054677	15 January, 2019	Valid until 31 December 2019
Local Government	FGI – METROPOINT Business Permit No. 18-054127	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - PUREGOLD KABANKALAN Business Permit No. 2019-4146	16 January, 2019	Valid until 31 December 2019
Local Government	FGI - NAIA TERMINAL 3 DEPARTURE Business Permit No. 002883	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM Taytay (2F) Business Permit No. 2019-0003986	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - UNO CINQUENTA MAGINHAWA Business Permit No. 18-008107	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - UNO CINQUENTA MAGINHAWA Business Permit No. 18-008109	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - TRINOMA TERMINAL Business Permit No. 18-009945	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CEBU NRA Business Permit No. 120749	26 January, 2019	Valid until 31 December 2019

Local Government	FGI - GAISANO CAPITAL TISA Business Permit No. 160796	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CEBU (1F) Business Permit No. 114953	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRANDMALL MINGLANILLA Business Permit No. 1787	20 February, 2019	Valid until 31 December 2019
Local Government	FGI - DALAGIT CEBU (T) Business Permit No. B0432120151000619	28 February, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO PASSI Business Permit No. 1054	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - BOOTH CAMP Business Permit No. 161231	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - SHELL SLEX, BINAN Business Permit No. 2019-01445	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - ST THOMAS SQUARE Business Permit No. 2019023540	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - SUPER METRO COLON CEBU Business Permit No. 566	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - SUPER METRO COLON CEBU Business Permit No. 572	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - LRT 2, RECTO STATION Business Permit No. 2019023541	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SAN LAZARO Business Permit No. 2019023574	29 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY LEGAZPI Business Permit	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY LEGAZPI Business Permit	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CENTER MUNTINLUPA Business Permit No. 2019-0006471	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - PUREGOLD GUIHULNGAN Business Permit No. 0037	09 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE MANOLO FORTICH Business Permit No. 19-02265	25 January, 2019	Valid until 31 December 2019
Local Government	FGI - ALPHALAND MAKATI PLACE Business Permit No. 15414	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - Capitol Site Kalibo Aklan near GCT Business Permit No. 2019-02266-0	26 February, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY CAGAYAN DE ORO UPTOWN Business Permit No. 2019-08266	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - CITY MALL IPONAN Business Permit No. 2019-08268	19 January, 2019	Valid until 31 December 2019

Local Government	FGI - CITY MALL IPONAN Business Permit No. 2019-08523	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - CITYMALL BULUA Business Permit No. 2019-08526	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - CITYMALL BULUA Business Permit No. 2019-08531	19 January, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE HYPERMART BALINGASAG Business Permit	04 April, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY BAGUIO SKYRANCH Business Permit No. 10-2-56104-208634	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY BAGUIO SKYRANCH Business Permit No. 10-2-100703-208633	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY BF HOMES Business Permit No. 2018120001	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY STA. ROSA Business Permit No. 7505-19	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - TRINOMA TERMINAL Business Permit No. 18-013170	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CENTER ORMOC Business Permit No. 0569-2019	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CENTER ORMOC Business Permit No. 0569-2019	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CENTER ORMOC Business Permit No. 0568-2019	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND MANDAUE NORTH Business Permit No. 2018001725	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND MANDAUE NORTH Business Permit No. 2018001728	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND MANDAUE NORTH Business Permit No. 2018001727	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO SAN CARLOS Business Permit No. BP-2019-00917-0	15 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO SAN CARLOS Business Permit No. BP-2019-00900-0	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO CAPITAL REAL Business Permit No. 201902570	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO CAPITAL REAL Business Permit No. 201902569	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - TRINOMA TERMINAL Business Permit No. 12-006862	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SKYRANCH TAGAYTAY Business Permit No. 2019-02527	18-June-19	Valid until 31 December 2019

Local Government	FGI - FISHER MALL MALABON FOODCOURT Business Permit No. 19-01154	12 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND MANDAUE NORTH Business Permit No. 2018001724	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - PRINCE WAREHOUSE NEAR CITY HALL Business Permit No. 134697	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - EASTWOOD CITYWALK 2 FOOD JUNCTION Business Permit No. 18-013860	24 June, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO EXPRESS PUNTA PRINSESA Business Permit No. 162204	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO EXPRESS PUNTA PRINSESA Business Permit No. 162203	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO EXPRESS PUNTA PRINSESA Business Permit No. 162202	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - CITYMALL ROXAS Business Permit No. 720	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SEASIDE CITY CEBU Business Permit No. 163238	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PLACE VALENCIA BUKIDNON Business Permit No. 2019-7-M-67	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PLACE VALENCIA BUKIDNON Business Permit No. 2019-7-M-69	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY NORTH EDSA Business Permit No. 18-014189	24 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM SUPERMARKET CEBU Business Permit No. 163946	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - LEGASPI BLDG. AKLAN Business Permit No. B-2019-0297	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO CAPITAL KALIBO Business Permit No. BP-2019-02267-0	26 March, 2019	Valid until 31 December 2019
Local Government	FGI - POBLACION IBAJAY AKLAN Business Permit No. 2019-000000433	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - MARKET!MARKET!TERMINAL Business Permit No. LCN-11-028451	16-Apr-19	Valid until 31 December 2019
Local Government	FGI - PUREGOLD MINDANAO Business Permit No. 19-002156	12 February, 2019	Valid until 31 December 2019
Local Government	FGI - NCCC MALL PALAWAN Business Permit No. BP-2019-02029-0	10 January, 2019	Valid until 31 December 2019

Local Government	FGI - PRINCE NARRA PALAWAN Business Permit No. BP-2019-0593-0	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - LANDMARK TRINOMA FOODCOURT Business Permit No. 19-002288	13 February, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRANDMALL LILOAN Business Permit No. LIL-2019-003504	27 March, 2019	Valid until 31 December 2019
Local Government	FGI - GREENHILLS FX TERMINAL Business Permit No. GGG-19-008	14 February, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CAPITAL PASSI Business Permit No. 1053	21 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY MARILAO Business Permit No. 2019-0002630	06 February, 2019	Valid until 31 December 2019
Local Government	FGI - EASTROAD ARCADE, TIKLING Business Permit No. 2019-0005879	14 February, 2019	Valid until 31 December 2019
Local Government	FGI - EASTROAD ARCADE, TIKLING Business Permit No. 2019-0005878	14 February, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND CITY GATE DAVAO Business Permit No. B-154749-9	11 February, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND CITY GATE DAVAO Business Permit	23 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND CITY GATE DAVAO Business Permit No. B-154747-7	11 February, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND CITY GATE DAVAO Business Permit	23 January, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND MOALBOAL Business Permit No. 2019-00760	20 February, 2019	Valid until 31 December 2019
Local Government	FGI - PRINCE NARRA PALAWAN Business Permit No. BP-2019-0594-0	22 January, 2019	Valid until 31 December 2019
Local Government	FGI - SM HYPERMARKET DAGUPAN Business Permit No. 19-00206	27 February, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO CAPITAL KALIBO Business Permit No. BP-2019-02265-0	26 March, 2019	Valid until 31 December 2019
Local Government	FGI - Gaisano Capital Casuntingan Business Permit No. 2019000401	03 March, 2019	Valid until 31 December 2019
Local Government	FGI - Marymart Mall Ilo-ilo Business Permit No. 2019-0013016	26 February, 2019	Valid until 31 December 2019
Local Government	FGI - PUREGOLD OTON, ILOILO CITY Business Permit No. 2019-0090	08 January, 2019	Valid until 31 December 2019
Local Government	FGI - PUREGOLD OTON, ILOILO CITY Business Permit No. 2019-0091	08 January, 2019	Valid until 31 December 2019

Local Government	FGI – FISHERMALL Business Permit No. 19-003683	08 March, 2019	Valid until 31 December 2019
Local Government	FGI - CITYMALL CADIZ Business Permit No. BP-2019-01451-0	04 March, 2019	Valid until 31 December 2019
Local Government	FGI - CITYMALL CADIZ Business Permit No. BP 2019-01490-0	04 March, 2019	Valid until 31 December 2019
Local Government	FGI - PHILIPPINE STOCK EXCHANGE Business Permit No. 19-4530	12 March, 2019	Valid until 31 December 2019
Local Government	FGI - NEW FARMERS PLAZA Business Permit No. 19-003860	12 March, 2019	Valid until 31 December 2019
Local Government	FGI – URDANETA Business Permit No. 4772	18 March, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO SOUTH CEBU Business Permit No. 132484	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - Market!Market! Business Permit No. 41901782	19 March, 2019	Valid until 31 December 2019
Local Government	FGI - SM HYPERMARKET FAIRVIEW Business Permit No. 19-004160	18 March, 2019	Valid until 31 December 2019
Local Government	FGI - STELLAR GROUNDS PUERTO PRINCESA Business Permit No. BP-2019-02910-0	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - STELLAR GROUNDS PUERTO PRINCESA Business Permit No. BP-2019-02898-0	14 January, 2019	Valid until 31 December 2019
Local Government	FGI - KCC MALL ZAMBOANGA Business Permit No. 18-24826R	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - YUBENCO SUPERMARKET Business Permit No. 18-24826R	17 January, 2019	Valid until 31 December 2019
Local Government	FGI - STARMALL EDSA Business Permit No. 19-010441	7-Mar-19 & 16-Apr-19	Valid until 31 December 2019
Local Government	FGI - Prince Kapatagan Business Permit No. 2019-547	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - Prince Kapatagan Business Permit No. 2019-548	18 January, 2019	Valid until 31 December 2019
Local Government	FGI - NATIONAL BOOKSTORE Business Permit No. 19-004209	21 March, 2019	Valid until 31 December 2019
Local Government	FGI - INTREPID PLAZA Business Permit No. 19-004927	27 March, 2019	Valid until 31 December 2019
Local Government	FGI - CEBU DOCTORS UNIVERSITY Business Permit No. 2019000568	02 April, 2019	Valid until 31 December 2019
Local Government	FGI - WELLS FARGO MCKINLEY HILLS Business Permit No. 41902366	05 April, 2019	Valid until 31 December 2019
Local Government	FGI - PUREGOLD TAGUIG Business Permit No. LCN-11-029046	05 April, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRANDMALL BALINGASAG Business Permit No. 2019-1262	03 April, 2019	Valid until 31 December 2019

Local Government	FGI - GAISANO GRANDMALL BALINGASAG Business Permit No. 2019-838	03 April, 2019	Valid until 31 December 2019
Local Government	FGI - ALPHALAND MAKATI PLACE Business Permit No. 09048	15 April, 2019	Valid until 31 December 2019
Local Government	FGI - SHOPWISE EXPRESS MACTAN NEWTOWN Business Permit No. 18-0013242	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - LRT BACLARAN STATION Business Permit No. 19-057722	03 May, 2019	Valid until 31 December 2019
Local Government	FGI - LRT ROOSEVELT STATION Business Permit No. 19-006308	06 May, 2019	Valid until 31 December 2019
Local Government	FGI - GRANDMALL MOALBOAL Business Permit No. 2019-00759	20 February, 2019	Valid until 31 December 2019
Local Government	FGI - TUTUBAN FIESTA MARKET MARKET Business Permit No. 117-00-2018-0402931	16 April, 2019	Valid until 31 December 2019
Local Government	FGI - SM CEBU NRA Business Permit No. 121750	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - AYALA CENTER CEBU (T) Business Permit No. 122265	26 January, 2019	Valid until 31 December 2019
Local Government	FGI - CARARRUBIAS ST., TISA Business Permit No. 166248	14 May, 2019	Valid until 31 December 2019
Local Government	FGI - AYALA MALL FELIZ Business Permit No. RET-0056	15 May, 2019	Valid until 31 December 2019
Local Government	FGI - E-MALL CEBU Business Permit No. 118305	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - SAVERS MART MACTAN Business Permit No. 00608745	12 February, 2019	Valid until 31 December 2019
Local Government	FGI - SAVERS MART MACTAN Business Permit No. 00608743	12 February, 2019	Valid until 31 December 2019
Local Government	FGI – TIENDESITAS Business Permit No. RET-19-4066	27 May, 2019	Valid until 31 December 2019
Local Government	FGI - SM ILOILO Business Permit No. 2019-0014720	27 May, 2019	Valid until 31 December 2019
Local Government	FGI - GRANDMALL MOALBOAL Business Permit No. 2019-00761	20 February, 2019	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND MALL ESTANCIA Business Permit No. 2019-565	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND MALL ESTANCIA Business Permit No. 2019-567	Issue Date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO GRAND MALL ESTANCIA Business Permit No. 2019-566	11 June, 2019	Valid until 31 December 2019
Local Government	FGI - Ayala Center Cebu Business Permit No. 147364	26 January, 2019	Valid until 31 December 2019

Local Government	FGI - PUREGOLD AYALA MALLS MARIKINA Business Permit No. 2019-18850	17 June, 2019	Valid until 31 December 2019
Local Government	FGI - SM CITY SAN MATEO Business Permit No. 2019-04342	04 July, 2019	Valid until 31 December 2019
Local Government	FGI - SM BAGUIO Business Permit No. 10-2-100116-7811	16 March, 2019	Valid until 31 December 2019
Local Government	FGI - ROBINSONS SUMMIT CENTER MAKATI Business Permit No. 21604	03 July, 2019	Valid until 31 December 2019
Local Government	FGI - UNO CINQUENTA Business Permit No. 19-008685	28 June, 2019	Valid until 31 December 2019
Local Government	FGI - LRT RECTO STATION Business Permit No. 117-00-2019-0705375	29 July, 2019	Valid until 31 December 2019
Local Government	NTI - ALABANG TOWN CENTER (2F) Business Permit No. 2019-0006480	21 January, 2019	Valid until 31 December 2019
Local Government	NTI - GREENBELT 1 Business Permit No. 15440	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM MEGAMALL (S) Business Permit No. 19-008099	20 January, 2019	Valid until 31 December 2019
Local Government	NTI - ROBINSONS GALLERIA Business Permit No. 00-038258	26 January, 2019	Valid until 31 December 2019
Local Government	NTI - ROBINSONS PLACE MANILA Business Permit No. 2019023534	29 January, 2019	Valid until 31 December 2019
Local Government	NTI - MARKET MARKET GAISANO Business Permit No. LCN-11-003727	20 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM BICUTAN (H) Business Permit No. 2005031898	17 January, 2019	Valid until 31 December 2019
Local Government	NTI - GLORIETTA 4 (CI) Business Permit No. 15429	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - MRT AYALA Business Permit No. 165438	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM PASIG (M) Business Permit No. 16-M0629-01185	19 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM MAKATI (S) Business Permit No. 15436	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM MOA (ARENA) Business Permit No. 002891	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM MOA (2F) Business Permit No. 002889	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM SOUTHMALL (2F) Business Permit No. 178768	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - ALABANG TOWN CENTER (CI) Business Permit No. 2019-0006482	21 January, 2019	Valid until 31 December 2019
Local Government	NTI - CASH & CARRY Business Permit No. 15534	15 January, 2019	Valid until 31 December 2019



Local Government	NTI - SM BICUTAN EXHIBIT Business Permit No. 2014131297	17 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM BACOR Business Permit No. N-02094	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM LIPA Business Permit No. 06408	10 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM SUCAT (M) Business Permit No. 2015000252	17 January, 2019	Valid until 31 December 2019
Local Government	NTI - CENTRAL SQUARE BGC Business Permit No. LCN-11-017632	20 January, 2019	Valid until 31 December 2019
Local Government	NTI - MARKET MARKET (4F) Business Permit No. LCN-11-017764	20 January, 2019	Valid until 31 December 2019
Local Government	NTI - CIRCLE C Business Permit No. 15-001933	26 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM LUCENA Business Permit No. 2019-CRF-05793	25 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM MARILAO Business Permit No. 001352	18 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM BAGUIO Business Permit No. 001352	14 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM CENTER LAS PINAS (H) Business Permit No. 2015040720	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM MARIKINA Business Permit No. 2019-03462	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM MUNTINLUPA Business Permit No. 2019-0006483	21 January, 2019	Valid until 31 December 2019
Local Government	NTI - SHOPWISE COMMONWEALTH Business Permit No. 15-007341	26 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM ILOILO Business Permit No. 2019-0007013	16 January, 2019	Valid until 31 December 2019
Local Government	NTI - METRO GAISANO ATC Business Permit No. 2019-0006484	21 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM MASINAG Business Permit No. 2019-009531	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM CEBU Business Permit No. 140973	Jan. 26, 2019	Valid until 31 December 2019
Local Government	NTI - VICTORY CENTRAL MALL Business Permit No. 15-M1027-01171	18 January, 2019	Valid until 31 December 2019
Local Government	NTI - FISHERMALL Business Permit No. 15-011493	26 January, 2019	Valid until 31 December 2019
Local Government	NTI - SAVEMORE TACLOBAN Business Permit No. 2015-0001979	14 January, 2019	Valid until 31 December 2019
Local Government	NTI - ROBINSONS BUTUAN Business Permit No. 2018-02205	21 January, 2019	Valid until 31 December 2019

Local Government	NTI - SM NAGA Business Permit No. BP-201902765-0	17 January, 2019	Valid until 31 December 2019
Local Government	NTI - TOWER ONE & EXCHANGE PLAZA Business Permit No. 15433	01 February, 2019	Valid until 31 December 2019
Local Government	NTI - FESTIVAL MALL Business Permit No. 2019-0006475	21 January, 2019	Valid until 31 December 2019
Local Government	NTI - ROBINSONS MALOLOS Business Permit No. 2019-03105	13 March, 2019	Valid until 31 December 2019
Local Government	NTI - SM FAIRVIEW (K) Business Permit No. 16-008849	04 March, 2019	Valid until 31 December 2019
Local Government	NTI - SM MOLINO (H) Business Permit No. N-02156	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - RUSTANS MAGALLANES Business Permit No. 15435	01 February, 2019	Valid until 31 December 2019
Local Government	NTI - SM TAGUIG (H) Business Permit No. 006-11602426	23 January, 2019	Valid until 31 December 2019
Local Government	NTI - ROB JARO ILOILO Business Permit No. 2019-0003056	13 January, 2019	Valid until 31 December 2019
Local Government	NTI - MARQUEE MALL Business Permit No. CZCBUS2019006234	07 February, 2019	Valid until 31 December 2019
Local Government	NTI - PHILIPPINE STOCK EXCHANGE Business Permit No. RET 19-2947	19 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM EAST ORTIGAS Business Permit No. RET 19-3770	19 January, 2019	Valid until 31 December 2019
Local Government	NTI - Landmark Filinvest Alabang Business Permit No. 2019-0006477	21 January, 2019	Valid until 31 December 2019
Local Government	NTI - ROBINSONS MALABON Business Permit No. R-5591	12 January, 2019	Valid until 31 December 2019
Local Government	NTI - RUSTANS GATEWAY Business Permit No. 17-009189	04 March, 2019	Valid until 31 December 2019
Local Government	NTI - PIONEER CENTRE SVI Business Permit No. RET 19-0037	19 January, 2019	Valid until 31 December 2019
Local Government	NTI - TIMESQUARE Business Permit No. 15439	15 January, 2019	Valid until 31 December 2019
Local Government	NTI - WALTERMART MAKATI Business Permit No. 15428	01 February, 2019	Valid until 31 December 2019
Local Government	NTI - SM MANILA Business Permit No. 2019023522	29 January, 2019	Valid until 31 December 2019
Local Government	NTI - Gaisano Grand Calbayog Business Permit No. 2019-0120	Feb. 01, 2019	Valid until 31 December 2019
Local Government	NTI - IPC MCKINLEY Business Permit No. A4 2301-021733	23 January, 2019	Valid until 31 December 2019
Local Government	NTI - DE LA SALLE LIPA Business Permit No. N-22012	10 January, 2019	Valid until 31 December 2019
Local Government	NTI - FAIRVIEW TERRACES (2F) Business Permit No. 18-006999	04 March, 2019	Valid until 31 December 2019

Local Government	NTI - ROBINSONS PIONEER Business Permit No. 19-008132	19 February, 2019	Valid until 31 December 2019
Local Government	NTI - SM MEGAMALL (A) Business Permit No. 19-008131	19 February, 2019	Valid until 31 December 2019
Local Government	NTI - ROBINSONS MAGNOLIA Business Permit No. 18-007859	14 June, 2019	Valid until 31 December 2019
Local Government	NTI - SHOPWISE ARANETA CUBAO Business Permit No. 18-007943	22 May, 2019	Valid until 31 December 2019
Local Government	NTI - LE VILLAGE LIFESTYLE PARK Business Permit No. 18-008339	22 May, 2019	Valid until 31 December 2019
Local Government	NTI - TRINOMA (FC) Business Permit No. 18-008338	04 March, 2019	Valid until 31 December 2019
Local Government	NTI - SM CENTER LAS PINAS Business Permit	25 July, 2019	Valid until 31 December 2019
Local Government	NTI - Ayala Cloverleaf Caloocan (3F) Business Permit No. 18-009418	22 May, 2019	Valid until 31 December 2019
Local Government	NTI - Landmark Trinoma Complex Business Permit No. 18-009421	04 March, 2019	Valid until 31 December 2019
Local Government	NTI - E RODRIGUEZ TOMAS MORATO Business Permit No. 18-009423	22 May, 2019	Valid until 31 December 2019
Local Government	NTI - KATIPUNAN AVENUE Business Permit No. 18-009439	22 May, 2019	Valid until 31 December 2019
Local Government	NTI - PUREGOLD QI Business Permit No. 18-010578	10 June, 2019	Valid until 31 December 2019
Local Government	NTI - SKYRANCH TAGAYTAY Business Permit No. 2019-02526	09 May, 2019	Valid until 31 December 2019
Local Government	NTI - AYALA MALLS MARIKINA Business Permit No. 2019-03466	08 January, 2019	Valid until 31 December 2019
Local Government	NTI - TRINOMA TERMINAL Business Permit No. 18-011315	04 March, 2019	Valid until 31 December 2019
Local Government	NTI - FARMERS DAMPA Business Permit No. 18-011442	04 March, 2019	Valid until 31 December 2019
Local Government	NTI - WALTERMART MUNOZ Business Permit No. 18-011890	10 June, 2019	Valid until 31 December 2019
Local Government	NTI - ALPHALAND MAKATI PLACE Business Permit No. 15437	01 February, 2019	Valid until 31 December 2019
Local Government	NTI - SM CITY CAGAYAN DE ORO, UPTOWN (GF) Business Permit No. 2018-08264	19 January, 2019	Valid until 31 December 2019
Local Government	NTI - SM HYPERMARKET PASIG Business Permit No. RET-19-0655	19 January, 2019	Valid until 31 December 2019
Local Government	NTI - CITYMALL BULUA Business Permit No. 2019-08511	Issue Date not indicated	Valid until 31 December 2019
Local Government	NTI - SM CENTER ORMOC Business Permit No. 1-4-2019-300	Issue Date not indicated	Valid until 31 December 2019

Local Government	NTI - PHILIPPINE STOCK EXCHANGE CENTER – TEKTITE Business Permit No. RET-19-0663	19 January, 2019	Valid until 31 December 2019
Local Government	NTI - LANDMARK ALABANG FOODCOURT Business Permit No. 2019-0006490	21 January, 2019	Valid until 31 December 2019
Local Government	NTI - ROBINSONS PLACE VALENCIA BUKIDNON Business Permit No. B-154565-5	Issue Date not indicated	Valid until 31 December 2019
Local Government	NTI - GAISANO GRAND CITY GATE DAVAO Business Permit No. 2019-7-M-66	Issue Date not indicated	Valid until 31 December 2019
Local Government	NTI - ROBINSONS MAGNOLIA Business Permit No. 19-002157	12 February, 2019	Valid until 31 December 2019
Local Government	NTI - GREENHILLS FX TERMINAL Business Permit No. GGG-19-009	01 March, 2019	Valid until 31 December 2019
Local Government	NTI - Robinsons Malabon Business Permit No. 19-06471	22 February, 2019	Valid until 31 December 2019
Local Government	NTI - LANDMARK TRINOMA FOODCOURT Business Permit No. 19-003627	07 March, 2019	Valid until 31 December 2019
Local Government	NTI - SM HYPERMARKET FAIRVIEW Business Permit No. 19-003692	08 March, 2019	Valid until 31 December 2019
Local Government	NTI - SM CITY MEGAMALL Business Permit	07 March, 2019	Valid until 31 December 2019
Local Government	NTI - LANDMARK TRINOMA COMPLEX Business Permit No. 19-004673	27 March, 2019	Valid until 31 December 2019
Local Government	NTI - Puregold Ayala Malls Marikina Business Permit No. 2019-18047	02 April, 2019	Valid until 31 December 2019
Local Government	NTI - NATIONAL BOOK STORE Business Permit No. 19-005692	11 April, 2019	Valid until 31 December 2019
Local Government	NTI - AYALA MALL FELIZ (FC) Business Permit No. RET-0057	06 May, 2019	Valid until 31 December 2019
Local Government	NTI - SM SUPERMARKET SAN LAZARO Business Permit No. 2019049620	16 April, 2019	Valid until 31 December 2019
Local Government	NTI - SM NORTH (MB) Business Permit No. 19-006364	07 March, 2019	Valid until 31 December 2019
Local Government	NTI - TUTUBAN FIESTA MARKET MARKET Business Permit No. 117-00-200190402929	16 April, 2019	Valid until 31 December 2019
Local Government	NTI - NATIONAL BOOK STORE QUEZON AVE. Business Permit No. 19-007021	17 May, 2019	Valid until 31 December 2019
Local Government	NTI - LRT 2 RECTO Business Permit No. 117-00-20190503585	15 May, 2019	Valid until 31 December 2019
Local Government	NTI - Torre De Sto. Tomas Business Permit No. 117-00-2019-0503725	28 May, 2019	Valid until 31 December 2019

Local Government	NTI - WALTERMART CALAMBA Business Permit No. 2019-09102	31 May, 2019	Valid until 31 December 2019
Local Government	NTI - SM SAN LAZARO Business Permit No. 117-7458-712-8361	17 June, 2019	Valid until 31 December 2019
Local Government	NTI - TIMESQUARE CHINESE GENERAL HOSPITAL Business Permit No. 117-00-2019-0705109	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - VICTORY MALL TANAUAN, BATANGAS Business Permit No. 0190408-10-6660	8 April 2019	Valid until 31 December 2019
Local Government	FGI - VICTORY MALL TANAUAN, BATANGAS Business Permit No. 0190408-10-6659	8 April 2019	Valid until 31 December 2019
Local Government	FGI - XENTRO MALL Business Permit No. 0130179	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - XENTRO MALL Business Permit No. 0130178	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO DAVAO Business Permit No. B-154748-8	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - PRINCE HYPERMART CALINOG Business Permit No. ILGU-BPLS-2019-0420	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - SM OLONGAPO Business Permit No. 2018-0000303	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - J CENTRE Business Permit No. 00699	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - LIMKETKAI CDO Business Permit No. 2019-26142	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PLACE ROXAS Business Permit No. 19-2614	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PLACE ROXAS Business Permit No. 0721	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PLACE ROXAS Business Permit No. 0723	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - APM SHOPPING MALL Business Permit No. 120039	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO GRANDMALL TALAMBAN Business Permit No. 122676	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO MARKET PLACE ROXAS Business Permit No. 0722	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - METRO GAISANO NAGA Business Permit No. 2012-3184-02-012-043	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - SM CEBU Business Permit No. 115557	Issue date not indicated	Valid until 31 December 2019

Local Government	FGI - SM SEASIDE CEBU Business Permit No. 141668	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - GAISANO OTON ILOILO Business Permit No. 2019-0089	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - SM CEBU (2F) Business Permit No. 115558	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - SOUTH TOWN CENTER TALISAY Business Permit No. TP-2019-0971	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PALAWAN Business Permit No. BP-2019-00763-0	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PALAWAN Business Permit No. BP-2019-00765-0	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - ROBINSONS PALAWAN Business Permit No. 2019-00766-0	Issue date not indicated	Valid until 31 December 2019
Local Government	FGI - DE LA SALLE BINAN LAGUNA (INTEGRATED SCHOOL) Business Permit No. 2019-06573	Issue date not indicated	Valid until 31 December 2019
Local Government	BNF - STA LUCIA NEW BLDG (FC) Business Permit	N/A	N/A
Local Government	FGI - SM FAIRVIEW (AVENGERS EXHIBIT) Business Permit	N/A	N/A
Local Government	FGI - AYALA MALLS MARIKINA Business Permit	N/A	N/A
Local Government	FGI - STA LUCIA NEW BLDG Business Permit	N/A	N/A
Local Government	FGI - PRINCE BAYAWAN NEGROS Business Permit	N/A	N/A
Local Government	FGI - Le Village Food park Business Permit	N/A	N/A
Local Government	FGI - SABROSO FOOD CENTRE CATICLAN Business Permit	N/A	N/A
Local Government	FGI - KCC MALL ZAMBOANGA Business Permit	N/A	N/A
Local Government	FGI - KCC MALL ZAMBOANGA Business Permit	N/A	N/A
Local Government	FGI - FOODA CONSOLACION Business Permit	N/A	N/A
Local Government	FGI - GATEWAY ZAMBOANGA Business Permit	N/A	N/A
Local Government	FGI - METRO GAISANO CARCAR Business Permit	N/A	N/A
Local Government	FGI - GATEWAY ZAMBOANGA Business Permit	N/A	N/A
Local Government	FGI - CITI MALL ZAMBOANGA Business Permit	N/A	N/A
Local Government	FGI - KCC MALL ZAM Business Permit BOANGA	N/A	N/A

Local Government	FGI - CITI MALL ZAMBOANGA Business Permit Business Permit	N/A	N/A
Local Government	FGI - SM CITY ILOILO Business Permit	N/A	N/A
Local Government	NTI - Assumption College Makati Business Permit	N/A	N/A
Local Government	NTI - Fishermall Extension Business Permit	N/A	N/A
Local Government	NTI -DE LA SALLE BINAN LAGUNA (COLLEGE & SENIOR HIGH SCHOOL) Business Permit	N/A	N/A
Local Government	NTI -GAISANO CAPIT Business Permit AL KALIBO	N/A	N/A
Local Government	NTI -CITY MALL DIPOLOG Business Permit	N/A	N/A
Local Government	NTI -BF HOMES AGUIRRE Business Permit	N/A	N/A
Local Government	BNF - FOOD AVE SUPER METRO MANDAUE Business Permit	N/A	N/A
Local Government	BNF - TIMESQUARE Business Permit	N/A	N/A
Local Government	FGI - SM CITY EAST ORTIGAS	N/A	N/A
Local Government	FGI - SOUTH TOWN CENTER TALISAY Business Permit Business Permit	N/A	N/A
Local Government	FGI - SM NORTH (A) Business Permit	N/A	N/A
Local Government	FGI - GAISANO GRAND MANDAUE NORTH Business Permit	N/A	N/A
Local Government	FGI - ROBINSONS PLACE VALENCIA BUKIDNON Business Permit	N/A	N/A
Local Government	NTI - SM SOUTHMALL (LG) Business Permit	N/A	N/A
Local Government	FGI - POBLACION DAANBANTAYAN Business Permit	N/A	N/A
Local Government	FGI - SM CENTER ORMOC Business Permit	N/A	N/A
Local Government	FGI - SM CENTER ORMOC Business Permit	N/A	N/A
Local Government	FGI - Parkmall Mandaue Business Permit	N/A	N/A
Local Government	FGI - GAISANO CASUNTINGAN CEBU Business Permit	N/A	N/A
Local Government	FGI - PACIFIC MALL CEBU Business Permit	N/A	N/A

Local Government	FGI - GAISANO GRANDMALL MANDAUE Business Permit	N/A	N/A
Local Government	FGI - ST JUDE MENDIOLA Business Permit	N/A	N/A
Local Government	FGI - SM Seaside Skypark Business Permit	N/A	N/A
Local Government	FGI - MAKATI MED (CAN) Business Permit	N/A	N/A
Local Government	FGI - LRT MONUMENTO STATION Business Permit	N/A	N/A
Local Government	FGI - Rustan Evia Business Permit	N/A	N/A
Local Government	FGI - CARDINAL SANTOS HOSPITAL Business Permit	N/A	N/A
Local Government	FGI - METRO GAISANO MAMBALING Business Permit	N/A	N/A
Local Government	FGI - SM SEASIDE CEBU (3F) Business Permit	N/A	N/A
Local Government	FGI - ISETANN RECTO Business Permit	N/A	N/A
Local Government	FGI - SM CITY NOVALICHES (GF) Business Permit	N/A	N/A
Local Government	FGI - FISHERMALL EXTENSION Business Permit	N/A	N/A
Local Government	FGI - SM ROSARIO (FC) Business Permit	N/A	N/A
Local Government	NTI - GREENHILLS DE LA SALLE Business Permit	N/A	N/A
Local Government	NTI - UNO CINQUENTA Business Permit	N/A	N/A
BIR	BNF - SM MEGAMALL (S) BIR Certificate of Registration No. 3RC000029809	24 August, 2005	Valid
BIR	BNF - ROBINSONS PLACE MANILA BIR Certificate of Registration No. 1RC0000213193	30 September, 2005	Valid
BIR	BNF - FESTIVAL MALL (SFC) BIR Certificate of Registration No. 9RC0000464854	16 January, 2006	Valid
BIR	BNF - SM STA ROSA (FC) BIR Certificate of Registration No. 1RC0000896992	05 February, 2006	Valid
BIR	BNF - SM MARILAO (H) BIR Certificate of Registration No. 4RC0000278343	08 February, 2006	Valid
BIR	BNF - SM VALENZUELA (FC) BIR Certificate of Registration No. 4RC001071136	11 May, 2006	Valid
BIR	BNF - SM CLARK (H) BIR Certificate of Registration No. 4RC0000287494	11 May, 2006	Valid



BIR	BNF - SM PAMPANGA (FC) BIR Certificate of Registration No. 4RC0000290629	16 June, 2006	Valid
BIR	BNF - SM CUBAO (S) BIR Certificate of Registration No. 3RC0000420288	12 July, 2006	Valid
BIR	BNF - SM BICUTAN (H) BIR Certificate of Registration No. 9RC000018871	14 August, 2006	Valid
BIR	BNF - SM SAN LAZARO (FC) BIR Certificate of Registration No. 1RC0000249144	25 August, 2006	Valid
BIR	BNF - SM NORTH (FC) BIR Certificate of Registration No. 3RC0000868240	31 August, 2006	Valid
BIR	BNF - SM MEGAMALL (FC) BIR Certificate of Registration No. 3RC0000346034	12 October, 2006	Valid
BIR	BNF - SM FAIRVIEW (FC) BIR Certificate of Registration No. 3RC0000346912	26 October, 2006	Valid
BIR	BNF - FARMERS PLAZA (FC) BIR Certificate of Registration No. 3RC0000585337	27 October, 2006	Valid
BIR	BNF - SM STA MESA (FC) BIR Certificate of Registration No. 3RC0000512375	25 April, 2007	Valid
BIR	BNF - GREENHILLS LIFESTYLE BIR Certificate of Registration No. 3RC0000511521	22 August, 2007	Valid
BIR	BNF - EASTWOOD CITYWALK 2 FOOD JUNCTION BIR Certificate of Registration No. 3RC0000563683	25 October, 2007	Valid
BIR	BNF - SM TAYTAY (FC) BIR Certificate of Registration No. 3RC0000382845	25 October, 2007	Valid
BIR	BNF - SM ILOILO (FC) BIR Certificate of Registration No. 2RC0000590692	29 February, 2008	Valid
BIR	BNF - CASH & CARRY BIR Certificate of Registration No. 9RC0000227627	26 March, 2008	Valid
BIR	BNF - SM MASINAG BIR Certificate of Registration No. 3RC0000561772	03 April, 2008	Valid
BIR	BNF - PUREGOLD SAN MATEO BIR Certificate of Registration No. 3RC0000432794	04 March, 2009	Valid
BIR	BNF - SM CALAMBA (FC) BIR Certificate of Registration No. 1RC0000447820	16 December, 2010	Valid
BIR	BNF - ROBINSONS PIONEER BIR Certificate of Registration No. 3RC0000554035	14 February, 2011	Valid

BIR	BNF - SM CALAMBA (S) BIR Certificate of Registration No. LRC0000542247	24 February, 2012	Valid
BIR	BNF - SM MARIKINA (FC) BIR Certificate of Registration No. 3RC0000547395	19 March, 2012	Valid
BIR	BNF - LUCKY CHINA TOWN BIR Certificate of Registration No. 1RC0001234302	20 April, 2012	Valid
BIR	BNF - SM CONSOLACION BIR Certificate of Registration No. 2RC0000504649	15 May, 2012	Valid
BIR	BNF - SM ROSALES BIR Certificate of Registration No. 4RC0000753157	05 June, 2012	Valid
BIR	BNF - SM MANILA (FC) BIR Certificate of Registration No. 1RC0000613812	18 June, 2012	Valid
BIR	BNF - ROBINSONS MAGNOLIA (FC) BIR Certificate of Registration No. 3RC0000562250	20 July, 2012	Valid
BIR	BNF - THE MEDICAL CITY BIR Certificate of Registration No. 3RC0000565915	30 August, 2012	Valid
BIR	BNF - TUTUBAN MALL BIR Certificate of Registration No. 1RC0000583588	24 September, 2012	Valid
BIR	BNF - TRINOMA (FC) BIR Certificate of Registration No. 3RC0000575497	03 December, 2012	Valid
BIR	BNF - SM MOA (BTB) BIR Certificate of Registration No. 9RC0000360331	19 March, 2013	Valid
BIR	BNF - SM NAGA (FC) BIR Certificate of Registration No. 1RC0000637563	13 June, 2013	Valid
BIR	BNF - SM TARLAC (FC) BIR Certificate of Registration No. 04RC0000738828	15 August, 2013	Valid
BIR	BNF - ROBINSONS ILOILO BIR Certificate of Registration No. 2RC0000672399	10 October, 2013	Valid
BIR	BNF - SAVEMORE PARKMALL BIR Certificate of Registration No. 2RC0001422760	24 January, 2014	Valid
BIR	BNF - MARKET MARKET FIESTA BIR Certificate of Registration No. 3RC0000400159	25 March, 2014	Valid
BIR	BNF - SM MOA (H) BIR Certificate of Registration No. 9RC0000402057	21 April, 2014	Valid
BIR	BNF - PUREGOLD KALENTONG BIR Certificate of Registration No. 1RC0000718336	30 May, 2014	Valid

BIR	BNF - GATEWAY CUBAO (FC) BIR Certificate of Registration No. 3RC0000669780	10 September, 2014	Valid
BIR	BNF - SM CABANATUAN BIR Certificate of Registration No. 4RC0000900384	28 September, 2015	Valid
BIR	BNF - SM CEBU BIR Certificate of Registration No. 2RC0000945	13 October, 2015	Valid
BIR	BNF - AYALA MALL LEGAZPI BIR Certificate of Registration No. 1RC0000869021	13 April, 2016	Valid
BIR	BNF - ROB JARO ILOILO BIR Certificate of Registration No. 22RC00001071522	13 September, 2015	Valid
BIR	BNF - SM BACOLOD (FC) BIR Certificate of Registration No. 2RC0001104569	29 November, 2016	Valid
BIR	BNF - ROBINSONS GALLERIA BIR Certificate of Registration No. 3RC0000787257	22 March, 2017	Valid
BIR	BNF - NUVALI SOLENAD LAGUNA BIR Certificate of Registration No. 1RC0000970381	29 May, 2017	Valid
BIR	BNF - SHOPWISE COMMONWEALTH BIR Certificate of Registration No. 3RC0000817963	26 September, 2017	Valid
BIR	BNF - Ayala Cloverleaf Caloocan (FOOD CHOICES) BIR Certificate of Registration No. 3RC0000820380	05 October, 2017	Valid
BIR	BNF - PUREGOLD MAKATI BIR Certificate of Registration No. 9RC0000471695	25 October, 2017	Valid
BIR	BNF - Ayala Malls Marikina BIR Certificate of Registration No. 3RC0000826196	28 November, 2017	Valid
BIR	BNF - AYALA MALL FELIZ (FC) BIR Certificate of Registration No. 3RC0000826796	01 December, 2017	Valid
BIR	BNF - PUREGOLD TAYUMAN BIR Certificate of Registration No. 1RC0001019540	22 December, 2017	Valid
BIR	BNF - PUREGOLD VALENZUELA BIR Certificate of Registration No. 4RC0001170915	02 May, 2018	Valid
BIR	BNF - SM TELABASTAGAN (FC) BIR Certificate of Registration No. 4RC0001172334	08 May, 2018	Valid
BIR	BNF - LANDMARK TRINOMA (S) BIR Certificate of Registration No. 3RC0000866952	17 May, 2018	Valid

BIR	BNF - VICTORY CENTRAL MALL BIR Certificate of Registration No. 4RC0001181277	18 May, 2018	Valid
BIR	BNF - FESTIVE WALK MALL ILOILO BIR Certificate of Registration No. 2RC0001468163	13 July, 2018	Valid
BIR	BNF - SM CITY LEGAZPI BIR Certificate of Registration No. BP-1RC0001160890	25 September, 2018	Valid
BIR	BNF - FISHER MALL MALABON FOODCOURT BIR Certificate of Registration No. 4RC0001263833	21 November, 2018	Valid
BIR	BNF - SM CITY FAIRVIEW BIR Certificate of Registration No. 3RC0000916070	14 February, 2019	Valid
BIR	BNF - SM SUPERMARKET NOVALICHES BIR Certificate of Registration No. 3RC0000924383	25 March, 2019	Valid
BIR	BNF - GLORIETTA 3 BIR Certificate of Registration No. 9RC0000526413	02 April, 2019	Valid
BIR	BNF - SM CITY ROSALES BIR Certificate of Registration No. 4RC0001314743	04 April, 2019	Valid
BIR	BNF - SM DASMARINAS BIR Certificate of Registration No. 1RC0001227340	18 April, 2019	Valid
BIR	FGI - SM FAIRVIEW (S) BIR Certificate of Registration No. 3RC0000543951	28 February, 2012	Valid
BIR	FGI - SM SAN LAZARO BIR Certificate of Registration No. 1RC0000550672	27 March, 2012	Valid
BIR	FGI - ROBINSONS GALLERIA BIR Certificate of Registration No. RC0000790698	17 April, 2012	Valid
BIR	FGI - ALABANG TOWN CENTER (GF) BIR Certificate of Registration No. 9RC0001443145E	19 February, 2018	Valid
BIR	FGI - SM NORTH (A) BIR Certificate of Registration No. 3RC0000551669	25 April, 2012	Valid
BIR	FGI - SM MEGAMALL BIR Certificate of Registration No. 3RC0000724762	26 April, 2012	Valid
BIR	FGI - SM STA ROSA BIR Certificate of Registration No. 1RC0001114092	02 May, 2012	Valid
BIR	FGI - SM MANILA (UG) BIR Certificate of Registration No. 1RC0000557597	04 May, 2012	Valid
BIR	FGI - SM PASIG BIR Certificate of Registration No. 3RC0000552791	07 May, 2012	Valid

BIR	FGI - SM FAIRVIEW (LG) BIR Certificate of Registration No. 3RC000055276	08 May, 2012	Valid
BIR	FGI - SM MOA (BTB) BIR Certificate of Registration No. 9RC0000334436	09 May, 2012	Valid
BIR	FGI - SM NORTH (M2F) BIR Certificate of Registration No. 3RC0000841971	22 May, 2012	Valid
BIR	FGI - SM BACCOOR (T) BIR Certificate of Registration No. 1RC0000923186	23 May, 2012	Valid
BIR	FGI - SM MOA (GF) BIR Certificate of Registration No. 9RC0000498621	20 May, 2012	Valid
BIR	FGI - EVER COMMONWEALTH (WW) BIR Certificate of Registration No. 3RC0000555784	30 May, 2012	Valid
BIR	FGI - VICTORY CENTRAL MALL BIR Certificate of Registration No. 4RC0001064338	14 June, 2012	Valid
BIR	FGI - STA LUCIA BIR Certificate of Registration No. 3RC0000559028	21 June, 2012	Valid
BIR	FGI - SM ILOILO BIR Certificate of Registration No. 2RC0000516237	21 June, 2012	Valid
BIR	FGI - SM OLONGAPO BIR Certificate of Registration No. 4RC0001226393	03 July, 2012	Valid
BIR	FGI - ROBINSONS MAGNOLIA (FC) BIR Certificate of Registration No. 3RC0000562245	20 July, 2012	Valid
BIR	FGI - SM BALIWAG (FC) BIR Certificate of Registration No. 4RC0000668259	26 July, 2012	Valid
BIR	FGI - SM STA MESA BIR Certificate of Registration No. 3RC0000562737	26 July, 2012	Valid
BIR	FGI - SM MARILAO BIR Certificate of Registration No. 4RC0000670702	16 August, 2012	Valid
BIR	FGI - WORLDWIDE CORPORATE CENTER BIR Certificate of Registration No. 3RC0000566521	05 September, 2012	Valid
BIR	FGI - WALTERMART MAKATI BIR Certificate of Registration No. 9RC0000345484	21 September, 2012	Valid
BIR	FGI - SM LUCENA BIR Certificate of Registration No. 1RC00005955418	12 November, 2012	Valid
BIR	FGI - SM CEBU NRA (Northwing) BIR Certificate of Registration No. 2RC0000788639	13 December, 2012	Valid

BIR	FGI - SM BICUTAN BIR Certificate of Registration No. 9RC0000353928	28 January, 2013	Valid
BIR	FGI - AYALA CENTER CEBU (T) BIR Certificate of Registration No. 2RC0000573936	06 February, 2013	Valid
BIR	FGI - SM NORTH (BUS-T) BIR Certificate of Registration No. 3RC0000771851	18 February, 2013	Valid
BIR	FGI - SM CALAMBA BIR Certificate of Registration	01 April, 2013	Valid
BIR	FGI - SM MEGAMALL (5F) BIR Certificate of Registration	03 April, 2013	Valid
BIR	FGI - METRO GAISANO COLON BIR Certificate of Registration No. 3RC0000592163	15 April, 2013	Valid
BIR	FGI - SM PAMPANGA (A) BIR Certificate of Registration No. 4RC0000715629	14 May, 2013	Valid
BIR	FGI - ROBINSONS DASMA BIR Certificate of Registration No. 1RC0000910677	26 July, 2013	Valid
BIR	FGI - SM PAMPANGA (T) BIR Certificate of Registration No. 4RC0000744676	09 September, 2013	Valid
BIR	FGI - LUCKY CHINA TOWN BIR Certificate of Registration No. 1RC0000661298	18 September, 2013	Valid
BIR	FGI - METRO GAISANO LAPU- LAPU BIR Certificate of Registration No. 2RC0000670328	24 September, 2013	Valid
BIR	FGI - LANDMARK MAKATI (FC) BIR Certificate of Registration No. 9RC0000381135	04 October, 2013	Valid
BIR	FGI - GAISANO GRANDMALL MANDAUE (CEN) BIR Certificate of Registration No. 2RC0000771274	24 October, 2013	Valid
BIR	FGI - ROBINSONS GALLERIA BIR Certificate of Registration No. 3RC0000623171	04 November, 2013	Valid
BIR	FGI - SM MARILAO BIR Certificate of Registration No. 4RC0000757560	06 November, 2013	Valid
BIR	FGI - SM MEGAMALL (S) BIR Certificate of Registration No. 3RC0000788980	25 November, 2013	Valid
BIR	FGI - ALABANG TOWN CENTER (FC) BIR Certificate of Registration No. 9RC0000922100E	14 February, 2014	Valid
BIR	FGI - SM SAN PABLO BIR Certificate of Registration No. 1RC0000950335	16 April, 2014	Valid

BIR	FGI - FESTIVAL MALL (FC) BIR Certificate of Registration	21 January, 2019	Valid
BIR	FGI - MAKATI MED BIR Certificate of Registration No. 9RC0000431364	31 March, 2015	Valid
BIR	FGI - WALTERMART MUÑOZ BIR Certificate of Registration No. 3RC0000770277	15 April, 2015	Valid
BIR	FGI - SM SAN MATEO BIR Certificate of Registration No. 3RC0000798175	12 May, 2015	Valid
BIR	FGI - CITY SOHO MALL CEBU BIR Certificate of Registration No. 2RC0000913888	30 July, 2015	Valid
BIR	FGI - PUNTA PRINSESA BIR Certificate of Registration No. 2RC0001090723	30 July, 2015	Valid
BIR	FGI - SM CITY SANGANDAAN BIR Certificate of Registration No. 4RC0000903700	15 October, 2015	Valid
BIR	FGI - SM FAIRVIEW (A) BIR Certificate of Registration No. 3RC0000723583	16 November, 2015	Valid
BIR	FGI - SM SEASIDE CEBU (EX) BIR Certificate of Registration No. 2RC0000954447	25 November, 2015	Valid
BIR	FGI - MALAY CATICLAN BIR Certificate of Registration No. 2RC0001032245	02 June, 2016	Valid
BIR	FGI - CARDINAL SANTOS HOSPITAL BIR Certificate of Registration No. 3RC0000755276	03 August, 2016	Valid
BIR	FGI - SM FAIRVIEW (UG) BIR Certificate of Registration No. 3RC0000757534	16 August, 2016	Valid
BIR	FGI - LUCKY CHINA BIR Certificate of Registration No. 2RC0000897211	17 August, 2016	Valid
BIR	FGI - SM SUCAT BIR Certificate of Registration No. 9RC0000453249	08 September, 2016	Valid
BIR	FGI - PRINCE HYPERMART TUBURAN BIR Certificate of Registration No. 2RC0001069514	08 September, 2016	Valid
BIR	FGI - SM MOA (BTB) BIR Certificate of Registration	13 September, 2016	Valid
BIR	FGI - SUPER METRO MAMBALING BIR Certificate of Registration No. 2RC0001073022	20 September, 2016	Valid
BIR	FGI - MARQUEE MALL BIR Certificate of Registration No. 4RC0000972675	20 September, 2016	Valid
BIR	FGI - TIMESQUARE (FS) BIR Certificate of Registration No. 9RC0000454093	21 September, 2016	Valid

BIR	FGI - ROBINSONS TACLOBAN BIR Certificate of Registration No. 2016-2RC0001079102	23 September, 2016	Valid
BIR	FGI - ROBINSONS DASMA BIR Certificate of Registration No. 1RC000908315	03 October, 2016	Valid
BIR	FGI - ROBINSONS IMUS BIR Certificate of Registration No. 1RC000908311	03 October, 2016	Valid
BIR	FGI - ROBINSONS MALOLOS BIR Certificate of Registration No. 4RC0000979534	07 October, 2016	Valid
BIR	FGI - ROBINSONS NOVALICHES BIR Certificate of Registration No. 3RC0000765388	10 October, 2016	Valid
BIR	FGI - WALTERMART MUÑOZ BIR Certificate of Registration No. 3RC0000765449	10 October, 2016	Valid
BIR	FGI - WALTERMART MUÑOZ BIR Certificate of Registration No. 3RC0000763450	11 October, 2016	Valid
BIR	FGI - MALABON CITISQUARE BIR Certificate of Registration No. 4RC00001240608	13 October, 2016	Valid
BIR	FGI - WELCOME PLAZA LIBERTAD BIR Certificate of Registration No. 9RC0000708809E	14 October, 2016	Valid
BIR	FGI - ROBINSONS MALABON BIR Certificate of Registration No. 4RC0000979808	20 October, 2016	Valid
BIR	FGI - SM MANILA (4F) BIR Certificate of Registration No. 1RC0000938342	27 October, 2016	Valid
BIR	FGI - TIMESQUARE (CHINESE GEN HOSPITAL) BIR Certificate of Registration No. 1RC0000916714	11 November, 2016	Valid
BIR	FGI - SM PASIG (H) BIR Certificate of Registration No. 3RC0000795771	16 November, 2016	Valid
BIR	FGI - EVER COMMONWEALTH BIR Certificate of Registration No. 3RC0000770448	18 November, 2016	Valid
BIR	FGI - ROBINSONS PIONEER BIR Certificate of Registration No. 3RC0000770843	23 November, 2016	Valid
BIR	FGI - SM LIPA BIR Certificate of Registration No. 1RC0000918865	24 November, 2016	Valid
BIR	FGI - SM BATANGAS BIR Certificate of Registration No. 1RC0000919315	25 November, 2016	Valid
BIR	FGI - EVER COMMONWEALTH BIR Certificate of Registration No. 3RC0000771213	25 November, 2016	Valid



BIR	FGI - SM LUCENA BIR Certificate of Registration No. 1RC0000920084	28 November, 2016	Valid
BIR	FGI - GAISANO CAGAYAN DE ORO BIR Certificate of Registration No. 2RC0001104655	29 November, 2016	Valid
BIR	FGI - SM NORTH (MK) BIR Certificate of Registration No. 3RC0000771686	01 December, 2016	Valid
BIR	FGI - SM DASMARINAS (FC) BIR Certificate of Registration No. 1RC0000922252	15 December, 2016	Valid
BIR	FGI - SM DASMARINAS BIR Certificate of Registration No. 1RC0000922253	15 December, 2016	Valid
BIR	FGI - SM DASMARINAS BIR Certificate of Registration No. 1RC0000922254	15 December, 2016	Valid
BIR	FGI - SM STA ROSA BIR Certificate of Registration No. 1RC0000922446	16 December, 2016	Valid
BIR	FGI - ROBINSONS BUTUAN BIR Certificate of Registration No. 2RC0001112421	20 December, 2016	Valid
BIR	FGI - ROBINSONS BUTUAN BIR Certificate of Registration No. 2RC0001112422	20 December, 2016	Valid
BIR	FGI - SM FAIRVIEW (M) BIR Certificate of Registration No. 3RC0000774749	12 January, 2017	Valid
BIR	FGI - SAVEMORE TACLOBAN BIR Certificate of Registration No. 2RC0001123826	00 January, 1900	Valid
BIR	FGI - SAVEMORE TACLOBAN BIR Certificate of Registration No. 2RC0001122504	20 January, 2017	Valid
BIR	FGI - SM BALIWAG BIR Certificate of Registration No. 4RC0001019526	25 January, 2017	Valid
BIR	FGI - GAISANO OTON ILOILO BIR Certificate of Registration No. 2RC000115142_	27 January, 2017	Valid
BIR	FGI - SM MARILAO BIR Certificate of Registration No. 4RC0000998607	23 March, 2017	Valid
BIR	FGI - SM SOUTHMALL BIR Certificate of Registration No. 9RC0000458343	06 February, 2017	Valid
BIR	FGI - SM SOUTHMALL (FC) BIR Certificate of Registration No. 9RC0000458344	06 February, 2017	Valid
BIR	FGI - 60 CORDILLERA BIR Certificate of Registration No. 3RC0000783814	08 February, 2017	Valid
BIR	FGI - SM MEGAMALL BIR Certificate of Registration No. 3RC0000779578	16 February, 2017	Valid

BIR	FGI - SM FAIRVIEW (LG) BIR Certificate of Registration No. 3RC0000779495	16 February, 2017	Valid
BIR	FGI - PRINCE CABATUAN ILOILO BIR Certificate of Registration No. 2RC0001158682	17 February, 2017	Valid
BIR	FGI - SM SAN LAZARO (3F) BIR Certificate of Registration No. 1RC0000939926	21 February, 2017	Valid
BIR	FGI - SM SAN LAZARO (K) BIR Certificate of Registration No. 1RC0000939933	21 February, 2017	Valid
BIR	FGI - SM MANILA BIR Certificate of Registration No. 1RC0000939205	22 February, 2017	Valid
BIR	FGI - WALTERMART SAN FERNANDO BIR Certificate of Registration No. 4RC0001011088	03 March, 2017	Valid
BIR	FGI - ROBINSONS LIPA BIR Certificate of Registration No. 1RC0000944553	06 March, 2017	Valid
BIR	FGI - FAIRVIEW TERRACES (FC) BIR Certificate of Registration No. 3RC0000783427	06 March, 2017	Valid
BIR	FGI - FAIRVIEW TERRACES (FC) BIR Certificate of Registration No. 3RC0000783426	06 March, 2017	Valid
BIR	FGI - TRINOMA (FC) BIR Certificate of Registration No. 3RC0000783655	07 March, 2017	Valid
BIR	FGI - TRINOMA (FC) BIR Certificate of Registration No. 3RC0000783656	07 March, 2017	Valid
BIR	FGI - SM MASINAG BIR Certificate of Registration No. 3RC0000828223	09 March, 2017	Valid
BIR	FGI - SM SAN MATEO BIR Certificate of Registration No. 3RC0000783886	09 March, 2017	Valid
BIR	FGI - SM MOA (BTB) BIR Certificate of Registration No. 9RC0000460805	10 March, 2017	Valid
BIR	FGI - SM MOA (T) BIR Certificate of Registration No. 9RC0000461925	10 March, 2017	Valid
BIR	FGI - SM MOA (BTB) BIR Certificate of Registration No. 9RC0000561932	10 March, 2017	Valid
BIR	FGI - SM MOA (T) BIR Certificate of Registration No. 9RC0000561924	10 March, 2017	Valid
BIR	FGI - SM ANGONO BIR Certificate of Registration No. 3RC0000784463	13 March, 2017	Valid

BIR	FGI - CITY MALL BORACAY BIR Certificate of Registration No. 2RC0001306388	13 February, 2019	Valid
BIR	FGI - CITY MALL BORACAY BIR Certificate of Registration No. 2RC0001157562	13 March, 2017	Valid
BIR	FGI - SM PAMPANGA BIR Certificate of Registration No. 4RC0001016675	17 March, 2017	Valid
BIR	FGI - WALTERMART SAN FERNANDO BIR Certificate of Registration No. 4RC0001016695	17 March, 2017	Valid
BIR	FGI - SM PAMPANGA (SKYRANCH) BIR Certificate of Registration No. 4RC0001017166	20 March, 2017	Valid
BIR	FGI - SM PAMPANGA (A) BIR Certificate of Registration No. 4RC0001017170	20 March, 2017	Valid
BIR	FGI - UNO CINQUENTA MAGINHAWA BIR Certificate of Registration No. 3RC0000793023	22 March, 2017	Valid
BIR	FGI - SM SAN PABLO BIR Certificate of Registration No. 1RC0000950407	24 March, 2017	Valid
BIR	FGI - WALTERMART MAKATI BIR Certificate of Registration No. 9RC0000934408E	28 March, 2017	Valid
BIR	FGI - GAISANO CAPITAL BALASAN BIR Certificate of Registration No. 2RC0001178346	19 April, 2017	Valid
BIR	FGI - GAISANO CAPITAL BALASAN BIR Certificate of Registration No. 2RC0001178366	19 April, 2017	Valid
BIR	FGI - GAISANO CAPITAL BALASAN BIR Certificate of Registration No. 2RC0001178372	19 April, 2017	Valid
BIR	FGI - SM TAYTAY (FC) BIR Certificate of Registration No. 3RC0000825967	21 April, 2017	Valid
BIR	FGI - PUREGOLD TAYTAY BIR Certificate of Registration No. 3RC0000791730	21 April, 2017	Valid
BIR	FGI - SM SAN JOSE BIR Certificate of Registration No. 4RC0001027251	21 April, 2017	Valid
BIR	FGI - SM TARLAC MALL BIR Certificate of Registration No. 4RC0001027133	21 April, 2017	Valid
BIR	FGI - SM BACOLOD BIR Certificate of Registration No. 2RC0001183251	00 January, 1900	Valid

BIR	FGI - CITYMALL SAN CARLOS BIR Certificate of Registration No. 2RC0001183073	27 April, 2017	Valid
BIR	FGI - SM PAMPANGA (SKYRANCH) BIR Certificate of Registration No. 4RC0001030705	05 May, 2017	Valid
BIR	FGI - Landmark Felinvest Alabang BIR Certificate of Registration No. 9RC0001323376E	08 May, 2017	Valid
BIR	FGI - ROBINSONS CALASIAO BIR Certificate of Registration No. 4RC0001031156	08 May, 2017	Valid
BIR	FGI - SM CITY SANGANDAAN BIR Certificate of Registration No. 4RC0001032010	01 May, 2017	Valid
BIR	FGI - SM FAIRVIEW (A) BIR Certificate of Registration No. 3RC0000795240	16 May, 2017	Valid
BIR	FGI - SM NOVALICHES BIR Certificate of Registration No. 3RC0000795244	16 May, 2017	Valid
BIR	FGI - SM VALENZUELA BIR Certificate of Registration No. 4RC0001034893	16 May, 2017	Valid
BIR	FGI - SM STA MESA (FC) BIR Certificate of Registration No. 3RC0000796617	24 May, 2017	Valid
BIR	FGI - SM STA MESA (2F) BIR Certificate of Registration No. 3RC0000796518	24 May, 2017	Valid
BIR	FGI - ZABARTE TOWN CENTER BIR Certificate of Registration No. 4RC0001037510	29 May, 2017	Valid
BIR	FGI - SM MARIKINA BIR Certificate of Registration No. 3RC0000797908	31 May, 2017	Valid
BIR	FGI - ROBINSONS PAVIA ILOILO BIR Certificate of Registration No. 2RC0001201019	31 May, 2017	Valid
BIR	FGI - ROBINSONS PAVIA ILOILO BIR Certificate of Registration No. 2RC0001201010	01 June, 2017	Valid
BIR	FGI - SM TARLAC (FC) BIR Certificate of Registration No. 4RC0001039721	01 June, 2017	Valid
BIR	FGI - SM TARLAC (T) BIR Certificate of Registration No. 4RC0001039711	01 June, 2017	Valid
BIR	FGI - SM DOWNTOWN CDO BIR Certificate of Registration No. 2RC0001205819	05 June, 2017	Valid
BIR	FGI - SM DOWNTOWN CDO BIR Certificate of Registration No. 2RC0001205818	05 June, 2017	Valid

BIR	FGI - PRINCE OPOL BIR Certificate of Registration No. 2RC0001210655	08 June, 2017	Valid
BIR	FGI - PRINCE OPOL BIR Certificate of Registration No. 2RC0001210653	08 June, 2017	Valid
BIR	FGI - SM CLARK BIR Certificate of Registration No. 4RC0001040836	08 June, 2017	Valid
BIR	FGI - SM CLARK (M) BIR Certificate of Registration No. 4RC0001040837	08 June, 2017	Valid
BIR	FGI - ISETANN RECTO BIR Certificate of Registration No. 1RC0000973287	08 June, 2017	Valid
BIR	FGI - VENICE GRAND MALL CANAL BIR Certificate of Registration No. 9RC0000464941	13 June, 2017	Valid
BIR	FGI - SM CALAMBA BIR Certificate of Registration No. 1RC0000973139	21 June, 2017	Valid
BIR	FGI - RUSTANS MAKATI BIR Certificate of Registration No. 9RC0000465709	30 June, 2017	Valid
BIR	FGI - SM BICUTAN BIR Certificate of Registration No. 9RC0001266922E	03 July, 2017	Valid
BIR	FGI - SM BICUTAN BIR Certificate of Registration No. 9RC0000465796	03 July, 2017	Valid
BIR	FGI - SM SUCAT (BW) BIR Certificate of Registration No. 9RC0000465797	03 July, 2017	Valid
BIR	FGI - SM BAGUIO BIR Certificate of Registration No. 4RC0001048162	05 July, 2017	Valid
BIR	FGI - D MALL BORACAY BIR Certificate of Registration No. 2RC0001222323	10 July, 2017	Valid
BIR	FGI - OCEAN PARK BIR Certificate of Registration No. 1RC0000981165	11 July, 2017	Valid
BIR	FGI - OCEAN PARK BIR Certificate of Registration No. 1RC0000981166	11 July, 2017	Valid
BIR	FGI - Puregold Taytay BIR Certificate of Registration No. 3RC0000805185	19 July, 2017	Valid
BIR	FGI - GLORIETTA 4 BIR Certificate of Registration No. 9RC0000466970	21 July, 2017	Valid
BIR	FGI - Robinson Iligan (3F) BIR Certificate of Registration No. 2RC0001228888	25 July, 2017	Valid
BIR	FGI - Robinson Iligan (2F) BIR Certificate of Registration No. 2RC0001228890	25 July, 2017	Valid

BIR	FGI - SM LAS PINAS BIR Certificate of Registration No. 9RC0000467451	25 July, 2017	Valid
BIR	FGI - ROBINSONS FORUM BIR Certificate of Registration No. 3RC0000806830	25 July, 2017	Valid
BIR	FGI - SM LIPA (S) BIR Certificate of Registration No. 1RC0000986709	28 July, 2017	Valid
BIR	FGI - Robinsons Galleria BIR Certificate of Registration No. 3RC0000809589	04 August, 2017	Valid
BIR	FGI - SM MARIKINA (S) BIR Certificate of Registration No. 3RC0000808878	07 August, 2017	Valid
BIR	FGI - SM NORTH (S) BIR Certificate of Registration No. 3RC0000809378	09 August, 2017	Valid
BIR	FGI - SM BACOR (S) BIR Certificate of Registration No. 1RC0000992357	10 August, 2017	Valid
BIR	FGI - SM NAGA BIR Certificate of Registration No. 1RC0000991379	10 August, 2017	Valid
BIR	FGI - SM MANDALUYONG (H) BIR Certificate of Registration No. 3RC0000810049	11 August, 2017	Valid
BIR	FGI - SM MEGAMALL (S) BIR Certificate of Registration No. 3RC0000810043	11 August, 2017	Valid
BIR	FGI - LEPANTO BLDG BIR Certificate of Registration No. 9RC0000468413	16 August, 2017	Valid
BIR	FGI - MARKET MARKET (2F) BIR Certificate of Registration No. 9RC0000468400	16 August, 2017	Valid
BIR	FGI - MARKET MARKET BIR Certificate of Registration No. 9RC0000468401	16 August, 2017	Valid
BIR	FGI - SM FTI (H) BIR Certificate of Registration No. 9RC0000468402	16 August, 2017	Valid
BIR	FGI - UP TOWN CENTER BIR Certificate of Registration No. 3RC0000813963	18 August, 2017	Valid
BIR	FGI - UP TOWN CENTER BIR Certificate of Registration No. 3RC0000813964	18 August, 2017	Valid
BIR	FGI - SM DASMARINAS BIR Certificate of Registration No. 1RC0000998918	22 August, 2017	Valid
BIR	FGI - SHOPWISE EXPRESS CROSSING BIR Certificate of Registration No. 3RC0000815156	23 August, 2017	Valid
BIR	FGI - SM FAIRVIEW (A) BIR Certificate of Registration No. 3RC0000814000	23 August, 2017	Valid

BIR	FGI - Supermetro Mambaling (FC) BIR Certificate of Registration No. 2RC0001245434	23 August, 2017	Valid
BIR	FGI - SM SOUTHMALL (S) BIR Certificate of Registration No. 9RC0000468971	23 August, 2017	Valid
BIR	FGI - SM NORTH (H) BIR Certificate of Registration No. 3RC0000813061	24 August, 2017	Valid
BIR	FGI - SM CONGRESSIONAL (H) BIR Certificate of Registration No. 3RC0000813062	24 August, 2017	Valid
BIR	FGI - WILCON VISAYAS AVE BIR Certificate of Registration No. 3RC0000813065	24 August, 2017	Valid
BIR	FGI - SM NORTH (JEEP-T) BIR Certificate of Registration No. 3RC0000813067	24 August, 2017	Valid
BIR	FGI - SM NORTH (FC) BIR Certificate of Registration No. 3RC0000813070	24 August, 2017	Valid
BIR	FGI - CIRCLE C BIR Certificate of Registration No. 3RC0000813074	24 August, 2017	Valid
BIR	FGI - SM NORTH (JEEP-T) BIR Certificate of Registration No. 3RC0000813080	24 August, 2017	Valid
BIR	FGI - SM NORTH (BUS-T) BIR Certificate of Registration No. 3RC0000813085	24 August, 2017	Valid
BIR	FGI - SM NORTH (M) BIR Certificate of Registration No. 3RC0000813087	24 August, 2017	Valid
BIR	FGI - SM BACoor BIR Certificate of Registration No. 1RC0000997426	25 August, 2017	Valid
BIR	FGI - SM BACoor (FC) BIR Certificate of Registration No. 1RC0001082907	25 August, 2017	Valid
BIR	FGI - SM CLARK BIR Certificate of Registration No. 4RC0001063064	25 August, 2017	Valid
BIR	FGI - SM CLARK BIR Certificate of Registration No. 4RC0001063647	25 August, 2017	Valid
BIR	FGI - SM Bicutan (H) BIR Certificate of Registration No. 9RC0000468994	29 August, 2017	Valid
BIR	FGI - SM TAYTAY BIR Certificate of Registration No. 3RC0000883904	30 August, 2017	Valid
BIR	FGI - Metro Gaisano Market Market BIR Certificate of Registration No. 9RC0000469226	30 August, 2017	Valid

BIR	FGI - Venice Grand Canal BIR Certificate of Registration No. 9RC0000469223	31 August, 2017	Valid
BIR	FGI - SM ROSALES BIR Certificate of Registration No. 4RC0001064243	31 August, 2017	Valid
BIR	FGI - Gaisano CityMall - Puerto (3F) BIR Certificate of Registration No. 2RC0001250306	04 September, 2017	Valid
BIR	FGI - SM ILOILO BIR Certificate of Registration	04 September, 2017	Valid
BIR	FGI - SM ILOILO BIR Certificate of Registration No. 2RC0001250357	04 September, 2017	Valid
BIR	FGI - FARMERS DAMPA BIR Certificate of Registration No. 3RC0000815255	04 September, 2017	Valid
BIR	FGI - RUSTANS GATEWAY BIR Certificate of Registration No. 3RC0000815258	04 September, 2017	Valid
BIR	FGI - SHOPWISE CUBAO BIR Certificate of Registration No. 3RC0000815259	04 September, 2017	Valid
BIR	FGI - SM SOUTHMALL BIR Certificate of Registration No. 9RC0000469374	05 September, 2017	Valid
BIR	FGI - SM Puerto Princesa BIR Certificate of Registration	07 September, 2017	Valid
BIR	FGI - SM SAN PABLO BIR Certificate of Registration No. 1RC0000998655	11 September, 2017	Valid
BIR	FGI - SM PAMPANGA (SKYRANCH) BIR Certificate of Registration No. 4RC0001066170	11 September, 2017	Valid
BIR	FGI - SM MEGAMALL (B) BIR Certificate of Registration No. 3RC0000815780	13 September, 2017	Valid
BIR	FGI - SM MEGAMALL (FC) BIR Certificate of Registration No. 3RC0000815778	13 September, 2017	Valid
BIR	FGI - SM MEGAMALL (5F) BIR Certificate of Registration No. 3RC0000815776	13 September, 2017	Valid
BIR	FGI - SM MEGAMALL (FC) BIR Certificate of Registration No. 3RC0000815775	13 September, 2017	Valid
BIR	FGI - SM MARILAO BIR Certificate of Registration No. 4RC0001066651	13 September, 2016	Valid
BIR	FGI - SM MARILAO BIR Certificate of Registration No. 4RC0001066652	13 September, 2017	Valid
BIR	FGI - SM TARLAC BIR Certificate of Registration No. 4RC0001067510	15 September, 2017	Valid



BIR	FGI - SHOPWISE ANTIPOLO BIR Certificate of Registration No. 3RC0000816630	19 September, 2017	Valid
BIR	FGI - SM NAGA BIR Certificate of Registration No. 1RC0001003364	25 September, 2017	Valid
BIR	FGI - SM NAGA BIR Certificate of Registration No. 1RC0001003359	25 September, 2017	Valid
BIR	FGI - FESTIVAL MALL BIR Certificate of Registration No. 9RC0000470777	04 October, 2017	Valid
BIR	FGI - FASTBYTE ALABANG BIR Certificate of Registration No. 9RC0000470776	04 October, 2017	Valid
BIR	FGI - Metro Sports BIR Certificate of Registration No. 2RC0001259566	26 September, 2017	Valid
BIR	FGI - Gaisano Grand Mall Toledo BIR Certificate of Registration No. 2RC0001232668	05 October, 2017	Valid
BIR	FGI - Ayala Cloverleaf Caloocan (4F) BIR Certificate of Registration No. 3RC0000829382	05 October, 2017	Valid
BIR	FGI - Ayala Cloverleaf Caloocan BIR Certificate of Registration No. 3RC0000820381	05 October, 2017	Valid
BIR	FGI - SM MOA (BTB) BIR Certificate of Registration No. 9RC0001230411	12 August, 2010	Valid
BIR	FGI - SM MOA (2F) BIR Certificate of Registration No. 9RC0001230680E	12 August, 2010	Valid
BIR	FGI - SM MOA (BTB) BIR Certificate of Registration No. 9RC0001230420E	12 August, 2010	Valid
BIR	FGI - SM MOA (T) BIR Certificate of Registration No. 9RC0001230431E	12 August, 2010	Valid
BIR	FGI - SM MOA (H) BIR Certificate of Registration No. 9RC0001230426E	12 August, 2010	Valid
BIR	FGI - SM BAGUIO BIR Certificate of Registration	06 October, 2017	Valid
BIR	FGI - SM CITY BICUTAN BIR Certificate of Registration No. 9RC0000471063	09 October, 2017	Valid
BIR	FGI - LUCKY CHINA TOWN (FC) BIR Certificate of Registration No. 1RC0001006511	09 October, 2017	Valid
BIR	FGI - SM Tuguegarao BIR Certificate of Registration No. 4RC0001072949	09 October, 2017	Valid

BIR	FGI - FAIRVIEW CENTER MALL BIR Certificate of Registration No. 3RC0000820929	11 October, 2017	Valid
BIR	FGI - SM SEASIDE CEBU (S) BIR Ce2RC0001269337	12 October, 2017	Valid
BIR	FGI - SM CHERRY CONGRESSIONAL BIR Certificate of Registration No. 3RC0000821989	18 October, 2017	Valid
BIR	FGI - SHOPWISE SAN PEDRO BIR Certificate of Registration No. 1RC0001007945	20 October, 2017	Valid
BIR	FGI - SM SEASIDE CEBU BIR Certificate of Registration No. 2RC0001273201	23 October, 2017	Valid
BIR	FGI - SM SEASIDE CEBU BIR Certificate of Registration No. 2RC0001273200	23 October, 2017	Valid
BIR	FGI - City Mall Danao (GF) BIR Certificate of Registration No. 2RC0001270756	23 October, 2017	Valid
BIR	FGI - SM BAGUIO (S) BIR Certificate of Registration No. 4RC0001027906	24 October, 2017	Valid
BIR	FGI - SM BAGUIO BIR Certificate of Registration No. 4RC0001078302	24 October, 2017	Valid
BIR	FGI - Citymall Passi BIR Certificate of Registration No. 2RC0001270194	23 October, 2017	Valid
BIR	FGI - SM LANANG (S) BIR Certificate of Registration No. 2RC0001302016	25 October, 2017	Valid
BIR	FGI - PARK SQUARE MAKATI BIR Certificate of Registration No. 9RC0000471648	25 October, 2017	Valid
BIR	FGI - TOWER ONE & EXCHANGE PLAZA BIR Certificate of Registration No. 9RC0000471728	26 October, 2017	Valid
BIR	FGI - NEW WASHINGTON BIR Certificate of Registration No. 2RC0001275021	03 November, 2017	Valid
BIR	FGI - SM SAN LAZARO BIR Certificate of Registration No. 1RC0001012873	07 November, 2016	Valid
BIR	FGI - ROBINSONS PLACE MANILA BIR Certificate of Registration No. 1RC0001022078	08 November, 2017	Valid
BIR	FGI - UNIVERSITY POD BIR Certificate of Registration	08 November, 2017	Valid
BIR	FGI - Le Village Food park BIR Certificate of Registration No. 3RC0000825628	09 November, 2017	Valid
BIR	FGI - Le Village Food park BIR Certificate of Registration No. 3RC0000825627	10 November, 2017	Valid

BIR	FGI - Le Village Food park BIR Certificate of Registration No. 3RC0000825626	10 November, 2017	Valid
BIR	FGI - Waltermart Bicutan BIR Certificate of Registration No. 9RC0000472342	17 November, 2017	Valid
BIR	FGI - CAPITOL COMMONS BIR Certificate of Registration No. 3RC0000857853	17 November, 2017	Valid
BIR	FGI - SM MARIKINA BIR Certificate of Registration No. 3RC0000825136	20 November, 2017	Valid
BIR	FGI - PRINCE PALAWAN BIR Certificate of Registration No. 1RC0001013707	20 November, 2017	Valid
BIR	FGI - PRINCE PALAWAN BIR Certificate of Registration No. 1RC0001013704	20 November, 2017	Valid
BIR	FGI - SM FTI (H) BIR Certificate of Registration No. 9RC0000472382	20 November, 2017	Valid
BIR	FGI - Times Square Makati BIR Certificate of Registration No. 9RC0000472431	21 November, 2017	Valid
BIR	FGI - SM PASIG (H) BIR Certificate of Registration No. 3RC0000826702	24 November, 2017	Valid
BIR	FGI - STA LUCIA BIR Certificate of Registration No. 3RC0000826039	27 November, 2017	Valid
BIR	FGI - ONE CENTRAL MALL (GF) BIR Certificate of Registration No. 2RC0001483426	27 November, 2017	Valid
BIR	FGI - JY SQUARE CEBU BIR Certificate of Registration No. 2RC0001286667	27 November, 2017	Valid
BIR	FGI - SAN CARLOS TOWN CENTER BIR Certificate of Registration No. 4RC0001082078	28 November, 2017	Valid
BIR	FGI - Ayala Malls Marikina BIR Certificate of Registration No. 3RC0000826200	28 November, 2017	Valid
BIR	FGI - SM CALAMBA BIR Certificate of Registration No. 1RC0001015628	29 November, 2017	Valid
BIR	FGI - GAISANO TISA (CEBU) BIR Certificate of Registration No. 2RC0001287027	29 November, 2017	Valid
BIR	FGI - LE VILLAGE THE LIFESTYLE PARK BIR Certificate of Registration No. 3RC0000827539	05 December, 2017	Valid
BIR	FGI - SHOPWISE ARANETA, CUBAO BIR Certificate of Registration No. 3RC0000827206	05 December, 2017	Valid

BIR	FGI - PUREGOLD QI BIR Certificate of Registration No. 3RC0000828480	06 December, 2017	Valid
BIR	FGI - ROBINSONS FORUM BIR Certificate of Registration No. 3RC0000827819	12 December, 2017	Valid
BIR	FGI - TORRE DE STO TOMAS BIR Certificate of Registration No. 1RC0001017696	13 December, 2017	Valid
BIR	FGI - TUTUBAN MALL BIR Certificate of Registration No. 1RC0001018117	13 December, 2017	Valid
BIR	FGI - ROBINSONS SUMMIT MAKATI (7F) BIR Certificate of Registration No. 9RC0000473171	14 December, 2017	Valid
BIR	FGI - ROBINSONS DUMAGUETE BIR Certificate of Registration No. 1RC0001288318	15 December, 2017	Valid
BIR	FGI - KCC Mall De Zamboanga BIR Certificate of Registration No. 2RC0001291833	28 December, 2017	Valid
BIR	FGI - SHOPWISE HARRISON PLAZA BIR Certificate of Registration	03 January, 2018	Valid
BIR	FGI - Gaisano Mall Balamban (S) BIR Certificate of Registration No. 2RC0001343332	25 January, 2018	Valid
BIR	FGI - Gaisano Mall Balamban (S) BIR Certificate of Registration No. 2RC0001343320	25 January, 2018	Valid
BIR	FGI - Gaisano Mall Balamban (S) BIR Certificate of Registration No. 2RC0001343321	25 January, 2018	Valid
BIR	FGI - Gaisano Mall Balamban (S) BIR Certificate of Registration No. 2RC0001343322	25 January, 2018	Valid
BIR	FGI - AYALA MALL FELIZ BIR Certificate of Registration No. 3RC0000832376	30 January, 2018	Valid
BIR	FGI - PRINCE SIBONGA BIR Certificate of Registration No. 2RC0001302705	31 January, 2018	Valid
BIR	FGI - PUREGOLD ZABARTE BIR Certificate of Registration No. 4RC0001096572	02 February, 2018	Valid
BIR	FGI - UNO CINQUENTA MAGINHAWA BIR Certificate of Registration No. 3RC0000833971	02 February, 2018	Valid
BIR	FGI - ORORAMA SUPERCENTER BIR Certificate of Registration No. 2RC0001311630	02 February, 2018	Valid

BIR	FGI - ORORAMA SUPERCENTER BIR Certificate of Registration No. 2RC0001329505	02 February, 2018	Valid
BIR	FGI - RUSTANS CENTRIO MALL CDO BIR Certificate of Registration No. 2RC0001311631	02 February, 2018	Valid
BIR	FGI - SM BACCOOR BIR Certificate of Registration No. 1RC0001031581	06 February, 2018	Valid
BIR	FGI - Shopwise Expres Newtown Cebu BIR Certificate of Registration No. 2RC0001311554	07 February, 2018	Valid
BIR	FGI - SM BACOLOD (WW) BIR Certificate of Registration No. 2RC0001307488	08 February, 2018	Valid
BIR	FGI - FASTBYTE ALABANG BIR Certificate of Registration No. 9RC0000475027	08 February, 2018	Valid
BIR	FGI - GAISANO CAPITAL DANAO BIR Certificate of Registration No. 2RC0001311553	08 February, 2018	Valid
BIR	FGI - Gaisano Grand Calbayog BIR Certificate of Registration No. 2RC0001308707	12 February, 2017	Valid
BIR	FGI - PRINCE CATBALOGAN BIR Certificate of Registration No. 2RC0001308713	12 February, 2017	Valid
BIR	FGI - Gaisano Grand Calbayog BIR Certificate of Registration No. 2RC0001214016	12 February, 2017	Valid
BIR	FGI - MARKET MARKET GAISANO (K) BIR Certificate of Registration No. 9RC0000475545	13 February, 2018	Valid
BIR	FGI - GT TOWN CENTER PAVIA BIR Certificate of Registration No. 2RC0001321126	22 February, 2018	Valid
BIR	FGI - ROBINSONS BALAGTAS BIR Certificate of Registration No. 4RC0001116511	23 February, 2018	Valid
BIR	FGI - VALENZUELA TOWN CENTER (GF) BIR Certificate of Registration No. 4RC0001110701	23 February, 2018	Valid
BIR	FGI - SM TAYTAY (FC) BIR Certificate of Registration No. 3RC0000842060	26 February, 2018	Valid
BIR	FGI - SM TAYTAY BIR Certificate of Registration No. 3RC0000842058	26 February, 2018	Valid
BIR	FGI – ALPHALAND BIR Certificate of Registration No. 9RC0001455493E	26 February, 2018	Valid

BIR	FGI - GAISANO CAPITAL SRP BIR Certificate of Registration No. 2RC0001320846	01 March, 2018	Valid
BIR	FGI - SM OLONGAPO BIR Certificate of Registration No. 4RC0001114960	02 March, 2018	Valid
BIR	FGI - Prince Siquijor (GF) BIR Certificate of Registration No. 2RC0001323503	05 March, 2018	Valid
BIR	FGI - SABROSO FOOD CENTER BIR Certificate of Registration No. 2RC0001334146	08 March, 2018	Valid
BIR	FGI - SM URDANETA BIR Certificate of Registration No. 4RC0001156851	09 March, 2018	Valid
BIR	FGI - SM URDANETA BIR Certificate of Registration No. 4RC0001119505	09 March, 2018	Valid
BIR	FGI - SM ANGONO BIR Certificate of Registration No. 3RC0000842734	13 March, 2018	Valid
BIR	FGI - IPC MCKINLEY BIR Certificate of Registration No. 9RC0000477092	13 March, 2018	Valid
BIR	FGI - WORLDWIDE CORPORATE CENTER BIR Certificate of Registration No. 3RC0000843496	16 March, 2018	Valid
BIR	FGI - ALABANG TOWN CENTER (FC) BIR Certificate of Registration No. 9RC0000478267	27 March, 2018	Valid
BIR	FGI - ROBINSONS CYBERGATE CEBU BIR Certificate of Registration No. 2RC0001551206	23 March, 2018	Valid
BIR	FGI - ROBINSONS ILOCOS BIR Certificate of Registration No. 4RC0001154405	11 April, 2018	Valid
BIR	FGI - ROBINSONS ILOCOS BIR Certificate of Registration No. 4RD0001154403	11 April, 2018	Valid
BIR	FGI - SABROSO FOOD CENTER BIR Certificate of Registration No. 2RC0001385385	12 April, 2018	Valid
BIR	FGI – CONGRESS BIR Certificate of Registration No. 3RC000085915	13 April, 2018	Valid
BIR	FGI - ALPHALAND SOUTHGATE BIR Certificate of Registration No. 9RC0000482772	16 April, 2018	Valid
BIR	FGI - Robinsons Ormoc (2F) BIR Certificate of Registration No. 2RC0001265816	18 April, 2018	Valid

BIR	FGI - HITOP QUEZON AVE BIR Certificate of Registration No. 3RC0000863474	25 April, 2018	Valid
BIR	FGI - PETRON NLEX BIR Certificate of Registration No. 4RC0001168547	26 April, 2018	Valid
BIR	FGI - MANULIFE MACTAN (2F) BIR Certificate of Registration No. 2RC0001385633	27 April, 2018	Valid
BIR	FGI - Ayala Cloverleaf Caloocan (3F) BIR Certificate of Registration No. 3RC0000862062	27 April, 2018	Valid
BIR	FGI - FISHERMALL BIR Certificate of Registration No. 3RC0000862061	27 April, 2018	Valid
BIR	FGI - GAISANO CORDOVA CEBU BIR Certificate of Registration No. 2RC0001391957	04 May, 2018	Valid
BIR	FGI - GAISANO CORDOVA CEBU BIR Certificate of Registration No. 2RC0001391956	04 May, 2018	Valid
BIR	FGI - FAIRVIEW CENTER MALL BIR Certificate of Registration No. 3RC0000864974	07 May, 2018	Valid
BIR	FGI - FAIRVIEW TERRACES (GF) BIR Certificate of Registration No. 3RC0000864977	07 May, 2018	Valid
BIR	FGI - PUREGOLD COMMONWEALTH BIR Certificate of Registration No. 3RC0000864975	07 May, 2018	Valid
BIR	FGI - FAIRVIEW TERRACES BIR Certificate of Registration No. 3RC0000867012	07 May, 2018	Valid
BIR	FGI - SM FAIRVIEW (M) BIR Certificate of Registration No. 3RC0000864973	07 May, 2018	Valid
BIR	FGI - SM MANDALUYONG (H) BIR Certificate of Registration No. 3RC0000864183	08 May, 2018	Valid
BIR	FGI - SM PAMPANGA BIR Certificate of Registration No. 4RC0001172338	08 May, 2018	Valid
BIR	FGI - SM TELABASTAGAN (2F) BIR Certificate of Registration No. 4RC0001172339	08 May, 2018	Valid
BIR	FGI - VICTORY PARK ANTIPOLO (2F) BIR Certificate of Registration No. 3RC0000865061	11 May, 2018	Valid
BIR	FGI - GAISANO CAPITAL ILOILO (GF) BIR Certificate of Registration No. 2RC0001432962	16 May, 2018	Valid

BIR	FGI - GAISANO CAPITAL ILOILO (GF) BIR Certificate of Registration No. 2RC0001432870	17 May, 2018	Valid
BIR	FGI - SM SAN LAZARO (3F) BIR 1RC0001109438	24 May, 2018	Valid
BIR	FGI - LANDMARK ALABANG (FC) BIR Certificate of Registration No. 9RC0000490168	31 May, 2018	Valid
BIR	FGI - FESTIVAL MALL (2F) BIR Certificate of Registration No. 9RC0000490146	04 June, 2018	Valid
BIR	FGI - AYALA MALL LEGAZPI BIR Certificate of Registration	08 June, 2018	Valid
BIR	FGI - SAVEMORE MARIBAGO CEBU BIR Certificate of Registration No. 2RC0001429655	11 June, 2018	Valid
BIR	FGI - J CENTRE BIR Certificate of Registration No. 2RC0001429656	11 June, 2018	Valid
BIR	FGI - PRINCE ARGAO (H) BIR Certificate of Registration No. 2RC0001424851	13 June, 2018	Valid
BIR	FGI - ONE CENTRAL MALL (GF) BIR Certificate of Registration No. 2RC0001434160	19 June, 2018	Valid
BIR	FGI - PRIMARK CAINTA, RIZAL BIR Certificate of Registration No. 3RC0000888376	20 June, 2018	Valid
BIR	FGI - SM CITY CDO UPTOWN (EX GF) BIR Certificate of Registration No. 2RC0001433104	25 June, 2018	Valid
BIR	FGI - GAISANO GRAND MALL TABUNOK BIR Certificate of Registration No. 2RC0001457398	26 June, 2018	Valid
BIR	FGI - SM CITY NORTH EDSA BIR Certificate of Registration No. 3RC0000875637	27 June, 2018	Valid
BIR	FGI - ROBINSONS PLACE PALAWAN BIR Certificate of Registration No. 1RC0001125912	02 July, 2018	Valid
BIR	FGI - EASTWOOD CITYWALK 2 CINEMA BIR Certificate of Registration No. 3RC0000877807	10 July, 2018	Valid
BIR	FGI - EASTWOOD CITYWALK 1 BIR Certificate of Registration No. 3RC0000877835	10 July, 2018	Valid
BIR	FGI - SM CITY CEBU BIR Certificate of Registration No. 2RC0001457904	12 July, 2018	Valid



BIR	FGI - ROBINSONS DUMAGUETE (2F) BIR Certificate of Registration No. 2RC0001450525	16 July, 2018	Valid
BIR	FGI - GAISANO GRANDMALL SILAY (GF) BIR Certificate of Registration No. 2RC0001456127	17 July, 2018	Valid
BIR	FGI - GAISANO GRANDMALL SILAY (GF) BIR Certificate of Registration No. 2019-10001012	17 July, 2018	Valid
BIR	FGI - GAISANO CATARMAN SAMAR BIR Certificate of Registration No. 2RC0001501907	18 July, 2018	Valid
BIR	FGI - GLORIETTA 2 BIR Certificate of Registration No. 9RC0000496121	20 July, 2018	Valid
BIR	FGI - GLORIETTA 3 BIR Certificate of Registration No. 9RC0000496123	20 July, 2018	Valid
BIR	FGI - GAISANO CATARMAN SAMAR BIR Certificate of Registration No. 2RC0001501903	23 July, 2018	Valid
BIR	FGI - GAISANO GRANDMALL LILOAN BIR Certificate of Registration No. 2RC0001471599	24 July, 2018	Valid
BIR	FGI - GAISANO GRANDMALL LILOAN BIR Certificate of Registration No. 2RC0001471597	24 July, 2018	Valid
BIR	FGI - SUPER METRO GAISANO CARMEN BIR Certificate of Registration No. 2RC0001471598	24 July, 2018	Valid
BIR	FGI - GAISANO GRAND MALL CARCAR BIR Certificate of Registration No. 2RC0001468995	25 July, 2018	Valid
BIR	FGI - SM CITY LUCENA BIR Certificate of Registration No. 1RC0001138595	27 July, 2018	Valid
BIR	FGI - SM CITY MARIKINA 3/F BIR Certificate of Registration No. 3RC0000881185	31 July, 2018	Valid
BIR	FGI - CITY MALL DIPOLOG BIR Certificate of Registration No. 2RC0001466667	31 July, 2018	Valid
BIR	FGI - CITY MALL DIPOLOG BIR Certificate of Registration No. 2RC0001466670	31 July, 2018	Valid
BIR	FGI - CITYMALL CALAPAN MINDORO BIR Certificate of Registration No. 1RC0001138638	31 July, 2018	Valid

BIR	FGI - CITYMALL CALAPAN MINDORO BIR Certificate of Registration No. 1RC0001138634	31 July, 2018	Valid
BIR	FGI - W MALL PASAY (4F) BIR Certificate of Registration No. 9RC0000497844	02 August, 2018	Valid
BIR	FGI – METROPOINT BIR Certificate of Registration No. 9RC0000497845	02 August, 2018	Valid
BIR	FGI - PUREGOLD KABANKALAN BIR Certificate of Registration No. 2RC0001467840	06 August, 2018	Valid
BIR	FGI - NAI A TERMINAL 3 DEPARTURE BIR Certificate of Registration No. 3RC0000888376	20 June, 2018	Valid
BIR	FGI - SM Taytay (2F) BIR Certificate of Registration No. 3RC0000883880	14 August, 2018	Valid
BIR	FGI - UNO CINQUENTA MAGINHAWA BIR Certificate of Registration No. 3RC0000884679	14 August, 2018	Valid
BIR	FGI - UNO CINQUENTA MAGINHAWA BIR Certificate of Registration No. 3RC0000884682	14 August, 2018	Valid
BIR	FGI - TRINOMA TERMINAL BIR Certificate of Registration No. 3RC0000884442	15 August, 2018	Valid
BIR	FGI - SM CEBU NRA BIR Certificate of Registration No. 2RC0001488632	16 August, 2018	Valid
BIR	FGI - GAISANO CAPITAL TISA BIR Certificate of Registration No. 2RC0001477450	16 August, 2018	Valid
BIR	FGI - SM CEBU (1F) BIR Certificate of Registration No. 2RC0001539754	17 August, 2018	Valid
BIR	FGI - GAISANO GRANDMALL MINGLANILLA BIR Certificate of Registration No. 2RC0001476625	20 August, 2018	Valid
BIR	FGI - DALAGIT CEBU (T) BIR Certificate of Registration No. 2RC0001476623	20 August, 2018	Valid
BIR	FGI - GAISANO PASSI BIR Certificate of Registration No. 2RC0001513959	30 August, 2018	Valid
BIR	FGI - BOOTH CAMP BIR Certificate of Registration No. 2RC0001485874	04 September, 2018	Valid
BIR	FGI - SHELL SLEX, BINAN BIR Certificate of Registration No. 1RC0001154323	06 September, 2018	Valid

BIR	FGI - ST THOMAS SQUARE BIR Certificate of Registration No. RC0001156528	10 September, 2018	Valid
BIR	FGI - SUPER METRO COLON CEBU BIR Certificate of Registration No. 2RC0001491919	11 September, 2018	Valid
BIR	FGI - SUPER METRO COLON CEBU BIR Certificate of Registration No. 2RC0001491923	11 September, 2018	Valid
BIR	FGI - LRT 2, RECTO STATION BIR Certificate of Registration No. 1RC0001159939	19 September, 2018	Valid
BIR	FGI - SM SAN LAZARO BIR Certificate of Registration No. 1RC0001159940	19 September, 2018	Valid
BIR	FGI - SM CITY LEGAZPI BIR Certificate of Registration No. 1RC0001160888	25 September, 2018	Valid
BIR	FGI - SM CITY LEGAZPI BIR Certificate of Registration No. 1RC0001160889	25 September, 2018	Valid
BIR	FGI - SM CENTER MUNTINLUPA BIR Certificate of Registration No. 9RC0000505024	01 October, 2018	Valid
BIR	FGI - PUREGOLD GUIHULNGAN BIR Certificate of Registration No. 2RC0001503298	03 October, 2018	Valid
BIR	FGI - PRINCE MANOLO FORTICH BIR Certificate of Registration No. 2RC0001505927	04 October, 2018	Valid
BIR	FGI - ALPHALAND MAKATI PLACE BIR Certificate of Registration No. 9RC0000505959	08 October, 2018	Valid
BIR	FGI - Capitol Site Kalibo Aklan near GCT BIR Certificate of Registration No. 2RC0001509120	11 October, 2018	Valid
BIR	FGI - SM CITY CAGAYAN DE ORO UPTOWN BIR Certificate of Registration No. 2RC0001510501	12 October, 2018	Valid
BIR	FGI - CITY MALL IPONAN BIR Certificate of Registration No. 2RC0001510468	12 October, 2018	Valid
BIR	FGI - CITY MALL IPONAN BIR Certificate of Registration No. 2RC0001510467	12 October, 2018	Valid
BIR	FGI - CITYMALL BULUA BIR Certificate of Registration No. 2RC0001512290	17 October, 2018	Valid
BIR	FGI - CITYMALL BULUA BIR Certificate of Registration No. 2RC0001512291	17 October, 2018	Valid

BIR	FGI - PRINCE HYPERMART BALINGASAG BIR Certificate of Registration No. 2RC0001516489	25 October, 2018	Valid
BIR	FGI - SM CITY BAGUIO SKYRANCH BIR Certificate of Registration No. 4RC0001263146	25 October, 2018	Valid
BIR	FGI - SM CITY BAGUIO SKYRANCH BIR Certificate of Registration No. 4RC000126314	25 October, 2018	Valid
BIR	FGI - SM CITY BF HOMES BIR Certificate of Registration No. 9RC0000508264	26 October, 2018	Valid
BIR	FGI - SM CITY STA. ROSA BIR Certificate of Registration No. 1RC0001170358	26 October, 2018	Valid
BIR	FGI - TRINOMA TERMINAL BIR Certificate of Registration No. 3RC0000897288	29 October, 2018	Valid
BIR	FGI - SM CENTER ORMOC BIR Certificate of Registration No. 2RC0001523640	06 November, 2018	Valid
BIR	FGI - SM CENTER ORMOC BIR Certificate of Registration No. 2RC0001523643	06 November, 2018	Valid
BIR	FGI - SM CENTER ORMOC BIR Certificate of Registration No. 2RC0001523633	11 November, 2018	Valid
BIR	FGI - GAISANO GRAND MANDAUE NORTH BIR Certificate of Registration No. 2RC0001539361	13 November, 2018	Valid
BIR	FGI - GAISANO GRAND MANDAUE NORTH BIR Certificate of Registration No. 2RC0001539346	13 November, 2018	Valid
BIR	FGI - GAISANO GRAND MANDAUE NORTH BIR Certificate of Registration No. 2RC0001539348	13 November, 2018	Valid
BIR	FGI - GAISANO SAN CARLOS BIR Certificate of Registration No. 2RC000152714	14 November, 2018	Valid
BIR	FGI - GAISANO SAN CARLOS BIR Certificate of Registration No. 2RC0001527148	14 November, 2018	Valid
BIR	FGI - GAISANO CAPITAL REAL BIR Certificate of Registration No. 2RC0001528435	16 November, 2018	Valid
BIR	FGI - GAISANO CAPITAL REAL BIR Certificate of Registration No. 2RC0001528443	16 November, 2018	Valid
BIR	FGI - TRINOMA TERMINAL BIR Certificate of Registration No. 3RC0000899536	19 November, 2018	Valid
BIR	FGI - SKYRANCH TAGAYTAY BIR Certificate of Registration No. 1RC0001176796	20 November, 2018	Valid

BIR	FGI - FISHER MALL MALABON FOODCOURT BIR Certificate of Registration No. 4RC0001263832	21 November, 2018	Valid
BIR	FGI - GAISANO GRAND MANDAUE NORTH BIR Certificate of Registration No. 2RC0001539362	21 November, 2018	Valid
BIR	FGI - PRINCE WAREHOUSE NEAR CITY HALL BIR Certificate of Registration No. 2RC0001546307	23 November, 2018	Valid
BIR	FGI - EASTWOOD CITYWALK 2 FOOD JUNCTION BIR Certificate of Registration No. 3RC0000900959	28 November, 2018	Valid
BIR	FGI - GAISANO EXPRESS PUNTA PRINSESA BIR Certificate of Registration No. 2RC0001546281	29 November, 2018	Valid
BIR	FGI - GAISANO EXPRESS PUNTA PRINSESA BIR Certificate of Registration No. 2RC0001546297	29 November, 2018	Valid
BIR	FGI - GAISANO EXPRESS PUNTA PRINSESA BIR Certificate of Registration No. 2RC0001546270	29 November, 2018	Valid
BIR	FGI - CITYMALL ROXAS BIR Certificate of Registration No. 2RC0001544194	03 December, 2018	Valid
BIR	FGI - SM SEASIDE CITY CEBU BIR Certificate of Registration No. 2RC0001546262	12 December, 2018	Valid
BIR	FGI - ROBINSONS PLACE VALENCIA BUKIDNON BIR Certificate of Registration No. 2RC0001545060	14 December, 2018	Valid
BIR	FGI - ROBINSONS PLACE VALENCIA BUKIDNON BIR Certificate of Registration No. 2RC0001545065	14 December, 2018	Valid
BIR	FGI - SM CITY NORTH EDSA BIR Certificate of Registration No. 3RC0000903494	19 December, 2018	Valid
BIR	FGI - SM SUPERMARKET CEBU BIR Certificate of Registration No. 2RC0001562584	23 January, 2019	Valid
BIR	FGI - LEGASPI BLDG. AKLAN BIR Certificate of Registration No. 2RC0001565649	30 January, 2019	Valid
BIR	FGI - GAISANO CAPITAL KALIBO BIR Certificate of Registration No. 2RC0001567273	31 January, 2019	Valid

BIR	FGI - POBLACION IBAJAY AKLAN BIR Certificate of Registration No. 2RC0001567284	31 January, 2019	Valid
BIR	FGI - MARKET!MARKET!TERMINAL BIR Certificate of Registration No. 9RC0000519687	12 February, 2019	Valid
BIR	FGI - PUREGOLD MINDANAO BIR Certificate of Registration No. 3RC0000915591	12 February, 2019	Valid
BIR	FGI - NCCC MALL PALAWAN BIR Certificate of Registration No. 1RC0001203836	12 February, 2019	Valid
BIR	FGI - PRINCE NARRA PALAWAN BIR Certificate of Registration No. 1RC0001203860	12 February, 2019	Valid
BIR	FGI - LANDMARK TRINOMA FOODCOURT BIR Certificate of Registration No. 3RC0000916074	14 February, 2019	Valid
BIR	FGI - GAISANO GRANDMALL LILOAN BIR Certificate of Registration No. 2RC00015791	14 February, 2019	Valid
BIR	FGI - GREENHILLS FX TERMINAL BIR Certificate of Registration No. 3RC0000924837	14 February, 2019	Valid
BIR	FGI - GAISANO CAPITAL PASSI BIR Certificate of Registration No. 2RC0001577544	15 February, 2019	Valid
BIR	FGI - SM CITY MARILAO BIR Certificate of Registration No. 4RC0001296578	18 February, 2019	Valid
BIR	FGI - EASTROAD ARCADE, TIKLING BIR Certificate of Registration No. 3RC0000916982	19 February, 2019	Valid
BIR	FGI - EASTROAD ARCADE, TIKLING BIR Certificate of Registration No. 3RC0000916983	19 February, 2019	Valid
BIR	FGI - GAISANO GRAND CITY GATE DAVAO BIR Certificate of Registration No. 2RC0001579705	19 February, 2019	Valid
BIR	FGI - GAISANO GRAND CITY GATE DAVAO BIR Certificate of Registration No. 2RC0001579706	19 February, 2019	Valid
BIR	FGI - GAISANO GRAND CITY GATE DAVAO BIR Certificate of Registration No. 2RC0001579708	19 February, 2019	Valid

BIR	FGI - GAISANO GRAND CITY GATE DAVAO BIR Certificate of Registration No. 2RC0001579709	19 February, 2019	Valid
BIR	FGI - GAISANO GRAND MOALBOAL BIR Certificate of Registration No. 2RC0001580436	19 February, 2019	Valid
BIR	FGI - PRINCE NARRA PALAWAN BIR Certificate of Registration No. 1RC0001218442	20 February, 2019	Valid
BIR	FGI - SM HYPERMARKET DAGUPAN BIR Certificate of Registration No. 4RC0001296761	27 February, 2019	Valid
BIR	FGI - GAISANO CAPITAL KALIBO BIR Certificate of Registration No. 2RC0001585128	27 February, 2019	Valid
BIR	FGI - Gaisano Capital Casuntingan BIR Certificate of Registration No. 2RC0001588925	05 March, 2019	Valid
BIR	FGI - Marymart Mall Ilo-ilo BIR Certificate of Registration No. 2RC0001594360	07 March, 2019	Valid
BIR	FGI - PUREGOLD OTON, ILOILO CITY BIR Certificate of Registration No. 2RC0001594352	07 March, 2019	Valid
BIR	FGI - PUREGOLD OTON, ILOILO CITY BIR Certificate of Registration No. 2RC0001594363	07 March, 2019	Valid
BIR	FGI - FISHERMALL BIR Certificate of Registration No. 3RC0000921451	08 March, 2019	Valid
BIR	FGI - CITYMALL CADIZ BIR Certificate of Registration No. 2RC0001593448	12 March, 2019	Valid
BIR	FGI - CITYMALL CADIZ BIR Certificate of Registration No. 2RC0001593446	12 March, 2019	Valid
BIR	FGI - PHILIPPINE STOCK EXCHANGE BIR Certificate of Registration No. 3RC0000922053	12 March, 2019	Valid
BIR	FGI - NEW FARMERS PLAZA BIR Certificate of Registration No. 3RC0000923221	13 March, 2019	Valid
BIR	FGI - URDANETA BIR Certificate of Registration No. 4RC0001312270	19 March, 2019	Valid
BIR	FGI - GAISANO SOUTH CEBU BIR Certificate of Registration No. 2RC0001606523	20 March, 2019	Valid

BIR	FGI - Market!Market! BIR Certificate of Registration No. 9RC0000525070	21 March, 2019	Valid
BIR	FGI - SM HYPERMARKET FAIRVIEW BIR Certificate of Registration No. 3RC0000923659	21 March, 2019	Valid
BIR	FGI - STELLAR GROUNDS PUERTO PRINCESA BIR Certificate of Registration No. 1RC0001217951	21 March, 2019	Valid
BIR	FGI - STELLAR GROUNDS PUERTO PRINCESA BIR Certificate of Registration No. 1RC0001217952	21 March, 2019	Valid
BIR	FGI - KCC MALL ZAMBOANGA BIR Certificate of Registration No. 2RC0001600442	21 March, 2019	Valid
BIR	FGI - YUBENCO SUPERMARKET BIR Certificate of Registration No. 2RC0001609200	21 March, 2019	Valid
BIR	FGI - STARMALL EDSA BIR Certificate of Registration No. 3RC0000924040	22 March, 2019	Valid
BIR	FGI - Prince Kapatagan BIR Certificate of Registration No. 2RC0001599862	22 March, 2019	Valid
BIR	FGI - Prince Kapatagan BIR Certificate of Registration No. 2RC0001599863	22 March, 2019	Valid
BIR	FGI - NATIONAL BOOKSTORE BIR Certificate of Registration No. 3RC0000926082	25 March, 2019	Valid
BIR	FGI - INTREPID PLAZA BIR Certificate of Registration No. 3RC0000925690	28 March, 2019	Valid
BIR	FGI - CEBU DOCTORS UNIVERSITY BIR Certificate of Registration No. 2RC0001606101	03 April, 2019	Valid
BIR	FGI - WELLS FARGO MCKINLEY HILLS BIR Certificate of Registration No. 9RC0000527358	05 April, 2019	Valid
BIR	FGI - PUREGOLD TAGUIG BIR Certificate of Registration No. 9RC0000527357	05 April, 2019	Valid
BIR	FGI - GAISANO GRANDMALL BALINGASAG BIR Certificate of Registration No. 2RC0001611156	10 April, 2019	Valid
BIR	FGI - GAISANO GRANDMALL BALINGASAG BIR Certificate of Registration No. 2RC0001611151	10 April, 2019	Valid



BIR	FGI - ALPHALAND MAKATI PLACE BIR Certificate of Registration No. 9RC0000528132	15 April, 2019	Valid
BIR	FGI - SHOPWISE EXPRESS MACTAN NEWTOWN BIR Certificate of Registration No. 2RC0001619226	30 April, 2019	Valid
BIR	FGI - LRT BACLARAN STATION BIR Certificate of Registration No. 9RC0000529795	03 May, 2019	Valid
BIR	FGI - LRT ROOSEVELT STATION BIR Certificate of Registration No. 3RC0000932403	07 May, 2019	Valid
BIR	FGI - GRANDMALL MOALBOAL BIR Certificate of Registration No. 2RC0001625652	08 May, 2019	Valid
BIR	FGI - TUTUBAN FIESTA MARKET MARKET BIR Certificate of Registration No. 1RC0001232659	09 May, 2019	Valid
BIR	FGI - SM CEBU NRA BIR Certificate of Registration No. 2RC0001625629	09 May, 2019	Valid
BIR	FGI - AYALA CENTER CEBU (T) BIR Certificate of Registration No. 2RC0001625625	09 May, 2019	Valid
BIR	FGI - CARARRUBIAS ST., TISA BIR Certificate of Registration No. 2RC0001626201	14 May, 2019	Valid
BIR	FGI - AYALA MALL FELIZ BIR Certificate of Registration No. 3RC0000934234	16 May, 2019	Valid
BIR	FGI - E-MALL CEBU BIR Certificate of Registration		Valid
BIR	FGI - SAVERS MART MACTAN BIR Certificate of Registration No. 2RC0001631282	24 May, 2019	Valid
BIR	FGI - SAVERS MART MACTAN BIR Certificate of Registration No. 2RC0001631284	24 May, 2019	Valid
BIR	FGI - TIENDESITAS BIR Certificate of Registration No. 3RC0000936224	28 May, 2019	Valid
BIR	FGI - SM ILOILO BIR Certificate of Registration No. 2RC0001639072	31 May, 2019	Valid
BIR	FGI - GRANDMALL MOALBOAL BIR Certificate of Registration No. 2RC0001635423	03 May, 2019	Valid
BIR	FGI - GAISANO GRAND MALL ESTANCIA BIR Certificate of Registration No. 2RC0001634910	06 June, 2019	Valid

BIR	FGI - GAISANO GRAND MALL ESTANCIA BIR Certificate of Registration No. 2RC0001634915	06 June, 2019	Valid
BIR	FGI - GAISANO GRAND MALL ESTANCIA BIR Certificate of Registration	06 June, 2019	Valid
BIR	FGI - Ayala Center Cebu BIR Certificate of Registration No. 2RC0001654309	11 June, 2019	Valid
BIR	FGI - PUREGOLD AYALA MALLS MARIKINA BIR Certificate of Registration No. 3RC0000939332	18 June, 2019	Valid
BIR	FGI - SM CITY SAN MATEO BIR Certificate of Registration No. 3RC0000940249	21 June, 2019	Valid
BIR	FGI - SM BAGUIO BIR Certificate of Registration No. 4RC0001341831	27 June, 2019	Valid
BIR	FGI - ROBINSONS SUMMIT CENTER MAKATI BIR Certificate of Registration No. 9RC0000536286	01 July, 2019	Valid
BIR	FGI - UNO CINQUENTA BIR Certificate of Registration No. 3RC0000943454	01 July, 2019	Valid
BIR	FGI - LRT RECTO STATION BIR Certificate of Registration No. 1RC0001356820	31 July, 2019	Valid
BIR	NTI - ALABANG TOWN CENTER (2F) BIR Certificate of Registration No. 9RC0000026164	23 December, 1999	Valid
BIR	NTI - GREENBELT 1 BIR Certificate of Registration No. 15440	17 March, 2000	Valid
BIR	NTI - SM MEGAMALL (S) BIR Certificate of Registration No. 9RC0000029791	26 April, 2000	Valid
BIR	NTI - ROBINSONS GALLERIA BIR Certificate of Registration No. 3RC0000070617	20 November, 2000	Valid
BIR	NTI - ROBINSONS PLACE MANILA BIR Certificate of Registration No. 3RC0000098340	15 September, 2004	Valid
BIR	NTI - MARKET MARKET GAISANO BIR Certificate of Registration No. 1RC0000174029	30 November, 2004	Valid
BIR	NTI - SM BICUTAN (H) BIR Certificate of Registration No. 9RC0000138034	09 March, 2005	Valid
BIR	NTI - GLORIETTA 4 (CI) BIR Certificate of Registration No. 9RC00002149	12 September, 2007	Valid

BIR	NTI - MRT AYALA BIR Certificate of Registration No. 9RC0000243996	18 November, 2008	Valid
BIR	NTI - SM PASIG (M) BIR Certificate of Registration No. 3RC0000533890	22 November, 2011	Valid
BIR	NTI - SM MAKATI (S) BIR Certificate of Registration No. 9RC0000408061	04 January, 2012	Valid
BIR	NTI - SM MOA (ARENA) BIR Certificate of Registration No. 9RC000335034	16 May, 2012	Valid
BIR	NTI - SM MOA (2F) BIR Certificate of Registration No. 9RC0000408419	26 June, 2014	Valid
BIR	NTI - SM SOUTHMALL (2F) BIR Certificate of Registration No. 9RC0000410525	10 July, 2014	Valid
BIR	NTI - ALABANG TOWN CENTER (CI) BIR Certificate of Registration No. 9RC0000415169	04 September, 2014	Valid
BIR	NTI - CASH & CARRY BIR Certificate of Registration No. 9RC0000415707	10 September, 2014	Valid
BIR	NTI - SM BICUTAN EXHIBIT BIR Certificate of Registration No. 9RC0001083190E	23 October, 2014	Valid
BIR	NTI - SM BACOR BIR Certificate of Registration No. 1RC0000764673	05 February, 2015	Valid
BIR	NTI - SM LIPA BIR Certificate of Registration No. 1RC0000765417	11 February, 2015	Valid
BIR	NTI - SM SUCAT (M) BIR Certificate of Registration No. 9RC0001083818E	13 July, 2017	Valid
BIR	NTI - CENTRAL SQUARE BGC BIR Certificate of Registration No. 9RC0000427758	18 February, 2015	Valid
BIR	NTI - MARKET MARKET (4F) BIR Certificate of Registration No. 9RC0000427760	18 February, 2015	Valid
BIR	NTI - CIRCLE C BIR Certificate of Registration No. 3RC0000686750	20 February, 2015	Valid
BIR	NTI - SM LUCENA BIR Certificate of Registration No. 1RC0000770526	23 February, 2015	Valid
BIR	NTI - SM MARILAO BIR Certificate of Registration No. 4RC0000859673	11 March, 2015	Valid
BIR	NTI - SM BAGUIO BIR Certificate of Registration No. 4RC0000865266	31 March, 2015	Valid
BIR	NTI - SM CENTER LAS PINAS (H) BIR Certificate of Registration No. 9RC0000487753	29 April, 2015	Valid

BIR	NTI - SM MARIKINA BIR Certificate of Registration No. 23RC0000701410	29 May, 2015	Valid
BIR	NTI - SM MUNTINLUPA BIR Certificate of Registration No. 9RC0000436152	03 June, 2015	Valid
BIR	NTI - SHOPWISE COMMONWEALTH BIR Certificate of Registration No. 3RC0000767649	16 June, 2015	Valid
BIR	NTI - SM ILOILO BIR Certificate of Registration No. 2RC0000901401	20 June, 2015	Valid
BIR	NTI - METRO GAISANO ATC BIR Certificate of Registration No. 9RC0000221181	01 October, 2015	Valid
BIR	NTI - SM MASINAG BIR Certificate of Registration No. 3RC0000828224	13 October, 2015	Valid
BIR	NTI - SM CEBU BIR Certificate of Registration No. 2RC0000954647	13 October, 2015	Valid
BIR	NTI - VICTORY CENTRAL MALL BIR Certificate of Registration No. 4RC0000905236	29 October, 2015	Valid
BIR	NTI – FISHERMALL BIR Certificate of Registration No. 3RC0000770274	04 November, 2015	Valid
BIR	NTI - SAVEMORE TACLOBAN BIR Certificate of Registration No. 2RC0000955548	13 November, 2015	Valid
BIR	NTI - ROBINSONS BUTUAN BIR Certificate of Registration No. 2RC0001294760	17 November, 2015	Valid
BIR	NTI - SM NAGA BIR Certificate of Registration No. 1RC0000854584	01 February, 2016	Valid
BIR	NTI - TOWER ONE & EXCHANGE PLAZA BIR Certificate of Registration No. 9RC0000445553	01 February, 2016	Valid
BIR	NTI - FESTIVAL MALL BIR Certificate of Registration No. 9RC0000378354	02 February, 2016	Valid
BIR	NTI - ROBINSONS MALOLOS BIR Certificate of Registration No. 4RC0000922177	10 February, 2016	Valid
BIR	NTI - SM FAIRVIEW (K) BIR Certificate of Registration No. 3RC0000756277	05 August, 2016	Valid
BIR	NTI - SM MOLINO (H) BIR Certificate of Registration No. 1RC0001083331	05 August, 2016	Valid
BIR	NTI - RUSTANS MAGALLANES BIR Certificate of Registration No. 9RC0000452809	22 August, 2016	Valid

BIR	NTI - SM TAGUIG (H) BIR Certificate of Registration No. 9RC0000452850	22 August, 2016	Valid
BIR	NTI - ROB JARO ILOILO BIR Certificate of Registration No. 2RC0001071520	13 September, 2016	Valid
BIR	NTI - MARQUEE MALL BIR Certificate of Registration No. RC0000972676	20 August, 2016	Valid
BIR	NTI - PHILIPPINE STOCK EXCHANGE BIR Certificate of Registration No. 3RC0000766250	17 October, 2016	Valid
BIR	NTI - SM EAST ORTIGAS BIR Certificate of Registration No. 3RC0000789391	05 April, 2017	Valid
BIR	NTI - Landmark Filinvest Alabang BIR Certificate of Registration No. 9RC0001323408E	28 June, 2017	Valid
BIR	NTI - ROBINSONS MALABON BIR Certificate of Registration No. 4RC0001047034	03 July, 2019	Valid
BIR	NTI - RUSTANS GATEWAY BIR Certificate of Registration No. 3RC0000818002	22 September, 2017	Valid
BIR	NTI - PIONEER CENTRE SVI BIR Certificate of Registration No. 3RC0000817882	26 September, 2017	Valid
BIR	NTI - TIMESQUARE BIR Certificate of Registration No. 9RC0000472851	05 December, 2017	Valid
BIR	NTI - WALTERMART MAKATI BIR Certificate of Registration No. 9RC00004723222	15 December, 2017	Valid
BIR	NTI - SM MANILA BIR Certificate of Registration No. 1RC00001019795	03 January, 2018	Valid
BIR	NTI - Gaisano Grand Calbayog BIR Certificate of Registration No. 2RC0001308716	12 February, 2018	Valid
BIR	NTI - IPC MCKINLEY BIR Certificate of Registration No. 9RC0000478299	27 March, 2018	Valid
BIR	NTI - DE LA SALLE LIPA BIR Certificate of Registration No. 1RC0001094668	07 May, 2018	Valid
BIR	NTI - FAIRVIEW TERRACES (2F) BIR Certificate of Registration No. 3RC0000870564	04 June, 2018	Valid
BIR	NTI - ROBINSONS PIONEER BIR Certificate of Registration No. 3RC00000871874	08 June, 2018	Valid
BIR	NTI - SM MEGAMALL (A) BIR Certificate of Registration No. 3RC0000872532	14 June, 2018	Valid

BIR	NTI - ROBINSONS MAGNOLIA BIR Certificate of Registration No. 3RC0000877296	09 July, 2018	Valid
BIR	NTI - SHOPWISE ARANETA CUBAO BIR Certificate of Registration No. 3RC0000877302	09 July, 2018	Valid
BIR	NTI - LE VILLAGE LIFESTYLE PARK BIR Certificate of Registration No. 3RC0000881629	24 July, 2018	Valid
BIR	NTI - TRINOMA (FC) BIR Certificate of Registration No. 3RC0000885902	27 July, 2018	Valid
BIR	NTI - SM CENTER LAS PINAS BIR Certificate of Registration No. 9RC0000497123	27 July, 2018	Valid
BIR	NTI - Ayala Cloverleaf Caloocan (3F) BIR Certificate of Registration No. 3RC0000882044	31 July, 2018	Valid
BIR	NTI - Landmark Trinoma Complex BIR Certificate of Registration No. 3RC0000882045	31 July, 2018	Valid
BIR	NTI - E RODRIGUEZ TOMAS MORATO BIR Certificate of Registration No. 3RC0000901818	31 July, 2018	Valid
BIR	NTI - KATIPUNAN AVENUE BIR Certificate of Registration No. 3RC0000882162	03 August, 2018	Valid
BIR	NTI - PUREGOLD QI BIR Certificate of Registration No. 18-010578	28 August, 2018	Valid
BIR	NTI - SKYRANCH TAGAYTAY BIR Certificate of Registration No. 3RC0000887750	03 September, 2018	Valid
BIR	NTI - AYALA MALLS MARIKINA BIR Certificate of Registration No. 1RC0001159488	05 September, 2018	Valid
BIR	NTI - TRINOMA TERMINAL BIR Certificate of Registration No. 3RC0000887440	20 September, 2018	Valid
BIR	NTI - FARMERS DAMPA BIR Certificate of Registration No. 3RC0000890146	20 September, 2018	Valid
BIR	NTI - WALTERMART MUNOZ BIR Certificate of Registration No. 18-011890	27 September, 2018	Valid
BIR	NTI - ALPHALAND MAKATI PLACE BIR Certificate of Registration No. 3RC0000890509	08 October, 2018	Valid
BIR	NTI - SM CITY CAGAYAN DE ORO, UPTOWN (GF) BIR Certificate of Registration No. 3RC0000891360	12 October, 2018	Valid

BIR	NTI - SM HYPERMARKET PASIG BIR Certificate of Registration No. 9RC0000505958	15 October, 2018	Valid
BIR	NTI - CITYMALL BULUA BIR Certificate of Registration No. 2RC0001510475	17 October, 2018	Valid
BIR	NTI - SM CENTER ORMOC BIR Certificate of Registration No. 3RC0000894267	00 January, 1900	Valid
BIR	NTI - PHILIPPINE STOCK EXCHANGE CENTER – TEKTITE BIR Certificate of Registration No. 2RC0001512289	21 November, 2018	Valid
BIR	NTI - LANDMARK ALABANG FOODCOURT BIR Certificate of Registration No. 2RC0001523647	29 November, 2018	Valid
BIR	NTI - ROBINSONS PLACE VALENCIA BUKIDNON BIR Certificate of Registration No. 3RC0000899769	14 December, 2018	Valid
BIR	NTI - GAISANO GRAND CITY GATE DAVAO BIR Certificate of Registration No. 9RC0000511510	19 December, 2018	Valid
BIR	NTI - ROBINSONS MAGNOLIA BIR Certificate of Registration No. 2RC0001545071	14 February, 2019	Valid
BIR	NTI - GREENHILLS FX TERMINAL BIR Certificate of Registration No. 2RC0001546460	14 February, 2019	Valid
BIR	NTI - Robinsons Malabon BIR Certificate of Registration No. 3RC0000916124	28 February, 2019	Valid
BIR	NTI - LANDMARK TRINOMA FOODCOURT BIR Certificate of Registration No. 3RC0000916396	08 March, 2019	Valid
BIR	NTI - SM HYPERMARKET FAIRVIEW BIR Certificate of Registration No. 4RC0001297137	11 March, 2019	Valid
BIR	NTI - SM CITY MEGAMALL BIR Certificate of Registration No. 3RC0000921450	22 March, 2019	Valid
BIR	NTI - LANDMARK TRINOMA COMPLEX BIR Certificate of Registration No. 3RC0000921717	28 March, 2019	Valid
BIR	NTI - Puregold Ayala Malls Marikina BIR Certificate of Registration No. 3RC0000924043	04 April, 2019	Valid
BIR	NTI - NATIONAL BOOK STORE BIR Certificate of Registration No. 3RC0000927698	15 April, 2019	Valid

BIR	NTI - AYALA MALL FELIZ (FC) BIR Certificate of Registration No. 3RC0000927340	06 May, 2019	Valid
BIR	NTI - SM SUPERMARKET SAN LAZARO BIR Certificate of Registration No. 3RC0000932326	06 May, 2019	Valid
BIR	NTI - SM NORTH (MB) BIR Certificate of Registration No. 3RC0000932172	06 May, 2019	Valid
BIR	NTI - TUTUBAN FIESTA MARKET MARKET BIR Certificate of Registration No. 1RC0001232657	09 May, 2019	Valid
BIR	NTI - NATIONAL BOOK STORE QUEZON AVE. BIR Certificate of Registration No. 3RC0000937068	20 May, 2019	Valid
BIR	NTI - LRT 2 RECTO BIR Certificate of Registration No. 1RC0001236373	21 May, 2019	Valid
BIR	NTI - Torre De Sto. Tomas BIR Certificate of Registration No. 1RC0001239208	31 May, 2019	Valid
BIR	NTI - WALTERMART CALAMBA BIR Certificate of Registration No. 1RC0001245173	04 June, 2019	Valid
BIR	NTI - SM SAN LAZARO BIR Certificate of Registration No. 117-1RC0001244056	20 June, 2019	Valid
BIR	NTI - TIMESQUARE CHINESE GENERAL HOSPITAL BIR Certificate of Registration No 1RC0001256193	31 July, 2019	Valid
BIR	FGI - VICTORY MALL TANAUAN, BATANGAS BIR Certificate of Registration	-	Pending application
BIR	FGI - VICTORY MALL TANAUAN, BATANGAS BIR Certificate of Registration	-	Pending application
BIR	FGI - XENTRO MALL BIR Certificate of Registration	-	Pending application
BIR	FGI - XENTRO MALL BIR Certificate of Registration	-	Pending application
BIR	FGI - GAISANO DAVAO BIR Certificate of Registration	-	Pending application
BIR	FGI - PRINCE HYPERMART CALINOG BIR Certificate of Registration	-	Pending application
BIR	FGI - SM OLONGAPO BIR Certificate of Registration	-	Pending application
BIR	FGI - J CENTRE BIR Certificate of Registration	-	Pending application
BIR	FGI - LIMKETKAI CDO BIR Certificate of Registration	-	Pending application



BIR	FGI - ROBINSONS PLACE ROXAS BIR Certificate of Registration	-	Pending application
BIR	FGI - ROBINSONS PLACE ROXAS BIR Certificate of Registration	-	Pending application
BIR	FGI - ROBINSONS PLACE ROXAS BIR Certificate of Registration	-	Pending application
BIR	FGI - APM SHOPPING MALL BIR Certificate of Registration No. 120039	-	Pending application
BIR	FGI - GAISANO GRANDMALL TALAMBAN BIR Certificate of Registration	-	Pending application
BIR	FGI - GAISANO MARKET PLACE ROXAS BIR Certificate of Registration	-	Pending application
BIR	FGI - METRO GAISANO NAGA BIR Certificate of Registration	-	Pending application
BIR	FGI - SM CEBU BIR Certificate of Registration	-	Pending application
BIR	FGI - SM SEASIDE CEBU BIR Certificate of Registration	-	Pending application
BIR	FGI - GAISANO OTON ILOILO BIR Certificate of Registration	-	Pending application
BIR	FGI - SM CEBU (2F) BIR Certificate of Registration	-	Pending application
BIR	FGI - SOUTH TOWN CENTER TALISAY BIR Certificate of Registration	-	Pending application
BIR	FGI - ROBINSONS PALAWAN BIR Certificate of Registration	-	Pending application
BIR	FGI - ROBINSONS PALAWAN BIR Certificate of Registration	-	Pending application
BIR	FGI - ROBINSONS PALAWAN BIR Certificate of Registration	-	Pending application
BIR	FGI - DE LA SALLE BINAN LAGUNA (INTEGRATED SCHOOL) BIR Certificate of Registration	-	Pending application
BIR	BNF - STA LUCIA NEW BLDG (FC) BIR Certificate of Registration	-	Pending application
BIR	FGI - SM FAIRVIEW (AVENGERS EXHIBIT) BIR Certificate of Registration	-	Pending application
BIR	FGI - AYALA MALLS MARIKINA BIR Certificate of Registration	-	Pending application
BIR	FGI - STA LUCIA NEW BLDG BIR Certificate of Registration	-	Pending application
BIR	FGI - PRINCE BAYAWAN NEGROS BIR Certificate of Registration	-	Pending application
BIR	FGI - Le Village Food park BIR Certificate of Registration	-	Pending application

BIR	FGI - SABROSO FOOD CENTRE CATICLAN BIR Certificate of Registration	-	Pending application
BIR	FGI - KCC MALL ZAMBOANGA BIR Certificate of Registration	-	Pending application
BIR	FGI - KCC MALL ZAMBOANGA BIR Certificate of Registration	-	Pending application
BIR	FGI - FOODA CONSOLACION BIR Certificate of Registration	-	Pending application
BIR	FGI - GATEWAY ZAMBOANGA BIR Certificate of Registration	-	Pending application
BIR	FGI - METRO GAISANO CARCAR BIR Certificate of Registration	-	Pending application
BIR	FGI - GATEWAY ZAMBOANGA BIR Certificate of Registration	-	Pending application
BIR	FGI - CITI MALL ZAMBOANGA BIR Certificate of Registration	-	Pending application
BIR	FGI - KCC MALL ZAM BIR Certificate of Registration BOANGA	-	Pending application
BIR	FGI - CITI MALL ZAMBOANGA BIR Certificate of Registration BIR Certificate of Registration	-	Pending application
BIR	FGI - SM CITY ILOILO BIR Certificate of Registration	-	Pending application
BIR	NTI - Assumption College Makati BIR Certificate of Registration	-	Pending application
BIR	NTI - Fishermall Extension BIR Certificate of Registration	-	Pending application
BIR	NTI -DE LA SALLE BINAN LAGUNA (COLLEGE & SENIOR HIGH SCHOOL) BIR Certificate of Registration	-	Pending application
BIR	NTI -GAISANO CAPIT BIR Certificate of Registration AL KALIBO	-	Pending application
BIR	NTI -CITY MALL DIPOLOG BIR Certificate of Registration	-	Pending application
BIR	NTI -BF HOMES AGUIRRE BIR Certificate of Registration	-	Pending application
BIR	BNF - FOOD AVE SUPER METRO MANDAUE BIR Certificate of Registration	-	Pending application
BIR	BNF - TIMESQUARE BIR Certificate of Registration	-	Pending application
BIR	FGI - SM CITY EAST ORTIGAS	-	Pending application
BIR	FGI - SOUTH TOWN CENTER TALISAY BIR Certificate of Registration BIR Certificate of Registration	-	Pending application
BIR	FGI - SM NORTH (A) BIR Certificate of Registration	-	Pending application

BIR	FGI - GAISANO GRAND MANDAUE NORTH BIR Certificate of Registration	-	Pending application
BIR	FGI - ROBINSONS PLACE VALENCIA BUKIDNON BIR Certificate of Registration	-	Pending application
BIR	NTI - SM SOUTHMALL (LG) BIR Certificate of Registration	-	Pending application
BIR	FGI - POBLACION DAANBANTAYAN BIR Certificate of Registration	-	Pending application
BIR	FGI - SM CENTER ORMOC BIR Certificate of Registration	-	Pending application
BIR	FGI - SM CENTER ORMOC BIR Certificate of Registration	-	Pending application
BIR	FGI - Parkmall Mandaue BIR Certificate of Registration	-	Pending application
BIR	FGI - GAISANO CASUNTINGAN CEBU BIR Certificate of Registration	-	Pending application
BIR	FGI - PACIFIC MALL CEBU BIR Certificate of Registration	-	Pending application
BIR	FGI - GAISANO GRANDMALL MANDAUE BIR Certificate of Registration	-	Pending application
BIR	FGI - ST JUDE MENDIOLA BIR Certificate of Registration	-	Pending application
BIR	FGI - SM Seaside Skypark BIR Certificate of Registration	-	Pending application
BIR	FGI - MAKATI MED (CAN) BIR Certificate of Registration	-	Pending application
BIR	FGI - LRT MONUMENTO STATION BIR Certificate of Registration	-	Pending application
BIR	FGI - Rustan Evia BIR Certificate of Registration	-	Pending application
BIR	FGI - CARDINAL SANTOS HOSPITAL BIR Certificate of Registration	-	Pending application
BIR	FGI - METRO GAISANO MAMBALING BIR Certificate of Registration	-	Pending application
BIR	FGI - SM SEASIDE CEBU (3F) BIR Certificate of Registration	-	Pending application
BIR	FGI - ISETANN RECTO BIR Certificate of Registration	-	Pending application
BIR	FGI - SM CITY NOVALICHES (GF) BIR Certificate of Registration	-	Pending application
BIR	FGI - FISHERMALL EXTENSION BIR Certificate of Registration	-	Pending application
BIR	FGI - SM ROSARIO (FC) BIR Certificate of Registration	-	Pending application

BIR	NTI - GREENHILLS DE LA SALLE BIR Certificate of Registration	-	Pending application
BIR	NTI - UNO CINQUENTA BIR Certificate of Registration	-	Pending application

**ISSUER**

**Fruitas Holdings, Inc.**  
60 Cordillera St.,  
Barangay Doña Josefa, Quezon City,  
Metro Manila, 1113 Philippines

**JOINT ISSUE MANAGERS, JOINT BOOKRUNNERS, AND JOINT LEAD UNDERWRITERS**

**BDO Capital & Investment Corporation**  
20/F South Tower BDO Corporate Center  
7899 Makati Ave.  
Makati City, 0726

**First Metro Investment Corporation**  
45/F GT Tower International  
6813 Ayala Ave. cor. H.V. Dela Costa St.  
Makati City, 1227 Philippines

**LEGAL ADVISORS**

*to the Issuer*

**Angara Abello Concepcion Regala & Cruz Law Offices**  
22/F ACCRALAW TOWER  
Second Avenue corner 30th Street, Crescent Park  
West Bonifacio Global City,  
1635 Taguig City, Philippines

*to the Joint Issue Managers, Joint Bookrunners,  
and Joint Lead Underwriters*

**Picazo Buyco Tan Fider and Santos Law**  
Penthouse, Liberty Center  
104 H.V. Dela Costa St., Salcedo Village  
Makati City, 1227 Philippines

**INDEPENDENT AUDITORS**

**Reyes Tacandong & Co.**  
26<sup>th</sup> Floor, Citibank Tower  
8741 Paseo de Roxas,  
Makati City, 1226 Philippines

# COVER SHEET

## for AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C S 2 0 1 5 0 3 0 1 4

**COMPANY NAME**

FRUITAS HOLDINGS, INC. (Formerly The Lush Company, Inc.; A Subsidiary of Lush Properties, Inc.)

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

No. 60 Cordillera St., Brgy. Dona Josefa, Quezon City, 1113

Form Type

S A F S

Department requiring the report

C R M D

Secondary License Type, if Applicable

N / A

**COMPANY INFORMATION**

Company's Email Address -	Company's Telephone Number/s (02) 243-1741	Mobile Number -
No. of Stockholders 16	Annual Meeting (Month / Day) Every second Monday of June	Calendar Year (Month / Day) December 31

**CONTACT PERSON INFORMATION**

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

Name of Contact Person Ms. Madelene Timbas-Sayson	Email Address madelene.sayson@fruitasholdings.com	Telephone Number/s (02) 243-1741	Mobile Number -
--	--	-------------------------------------	--------------------

**CONTACT PERSON'S ADDRESS**

No. 60 Cordillera St., Brgy. Dona Josefa, Quezon City, 1113

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

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

## FRUITAS HOLDINGS INC.

60 Cordillera St. Brgy Dona Josefa Quezon City, Philippines  
Tel: (63.2) 243-1741, (63.2) 330.2889 Mobile: +6396.7888.88  
Email: [info@fruitasholdings.com](mailto:info@fruitasholdings.com) / [www.fruitasholdings.com](http://www.fruitasholdings.com)


### "STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR ANNUAL INCOME TAX RETURN"

The Management of Frutas Holdings Inc. is responsible for all information and representations contained in the Annual Income Tax Return for the year ended December 31, 2018. Management is likewise responsible for all information and representations contained in the financial statements accompanying the Annual Income Tax Return covering the same reporting period. Furthermore, the Management is responsible for all information and representations contained in all the other tax returns filed for the reporting period, including, but not limited, to the value added tax and/or percentage tax returns, withholding tax returns, documentary stamp tax returns, and any and all other tax returns.

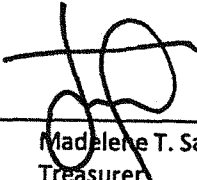
In this regard, the Management affirms that the attached audited financial statements for the year ended December 31, 2018 and the accompanying Annual Income Tax Return are in accordance with the books and records of, complete and correct in all material respects. Management likewise affirms that:

- (a) the Annual Income Tax Return has been prepared in accordance with the provisions of the National Internal Revenue Code, as amended, and pertinent tax regulations and other issuances of the Department of Finance and the Bureau of Internal Revenue;
- (b) any disparity of figures in the submitted reports arising from the preparation of financial statements pursuant to financial accounting standards (i.e. Philippine Financial Reporting Standards, or those applicable to Non-Publicly Accountable Entities) and the preparation of the income tax return pursuant to tax accounting rules has been reported as reconciling items and maintained in the Company's books and records in accordance with the requirements of Revenue Regulations No. 8-2007 and other relevant issuances;
- (c) the Company has filed all applicable tax returns, reports and statements required to be filed under Philippine tax laws for the reporting period, and all taxes and other impositions shown thereon to be due and payable have been paid for the reporting period, except those contested in good faith.

Signature: \_\_\_\_\_

  
Lester C. Yu  
Chairman and President

Signature: \_\_\_\_\_

  
Madelene T. Sayson  
Treasurer

Signed this 1<sup>st</sup> day of April 2019



**INDEPENDENT AUDITORS' REPORT**

The Stockholders and the Board of Directors  
FRUITAS HOLDINGS, INC.  
No. 60 Cordillera St., Brgy. Dona Josefa  
Quezon City, 1113

**Report on the Audit of the Separate Financial Statements**

*Opinion*

We have audited the separate financial statements of FRUITAS HOLDINGS, INC. (formerly The Lush Company, Inc.; a subsidiary of Lush Properties, Inc.) (the "Company"), which comprise the separate statements of financial position as at December 31, 2018 and 2017, and the separate statements of comprehensive income, separate statements of changes in equity and separate statements of cash flows for the years then ended, and notes to the separate financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying separate financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRSs).

*Basis for Opinion*

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

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

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

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

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

*Auditors' Responsibilities for the Audit of the Separate Financial Statements*

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

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

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

**Report on the Supplementary Information Required under Revenue Regulations No. 15-2010 of the Bureau of Internal Revenue**

Our audits were conducted for the purpose of forming an opinion on the basic separate financial statements taken as a whole. The supplementary information on taxes and licenses in Note 14 to the separate financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic separate financial statements. Such information is the responsibility of the management of FRUITAS HOLDINGS, INC. The information has been subjected to the auditing procedures applied in our audits of the basic separate financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic separate financial statements taken as a whole.

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**REYES TACANDONG & Co.**

WILSON P. TEO

Partner

CPA Certificate No. 92765

Tax Identification No. 191-520-944-000

BOA Accreditation No. 4782; Valid until August 15, 2021

SEC Accreditation No. 1614-A

Valid until March 1, 2020

BIR Accreditation No. 08-005144-014-2017

Valid until March 8, 2020

PTR No. 7334346

Issued January 3, 2019, Makati City

April 1, 2019

Makati City, Metro Manila

**FRUITAS HOLDINGS, INC.**  
(Formerly The Lush Company, Inc.;  
A Subsidiary of Lush Properties, Inc.)

**SEPARATE STATEMENTS OF FINANCIAL POSITION**

		December 31	
	Note	2018	2017
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash in banks	4	P2,774,938	P27,288,049
Due from related parties	7	31,508,608	8,110,652
Other current assets	5	1,083,426	838,955
<b>Total Current Assets</b>		<b>35,366,972</b>	<b>36,237,656</b>
<b>Noncurrent Assets</b>			
Investments in subsidiaries	6	328,968,675	328,968,675
Deposit for stock subscription	7	82,000,000	82,000,000
Deferred tax asset	10	3,565,262	-
<b>Total Noncurrent Assets</b>		<b>414,533,937</b>	<b>410,968,675</b>
		<b>P449,900,909</b>	<b>P447,206,331</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current Liabilities</b>			
Accounts and other payables		P477,063	P617,255
Notes payable	8	125,000,000	135,500,000
Due to related parties	7	271,694	825,675
Dividends payable	9	45,500,000	-
<b>Total Current Liabilities</b>		<b>171,248,757</b>	<b>136,942,930</b>
<b>Equity</b>			
Capital stock		160,000,000	160,000,000
Retained earnings		118,652,152	150,263,401
<b>Total Equity</b>		<b>278,652,152</b>	<b>310,263,401</b>
		<b>P449,900,909</b>	<b>P447,206,331</b>

See accompanying Notes to Separate Financial Statements.

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**FRUITAS HOLDINGS, INC.**  
 (Formerly The Lush Company, Inc.;  
 A Subsidiary of Lush Properties, Inc.)

**SEPARATE STATEMENTS OF COMPREHENSIVE INCOME**

	Note	Years Ended December 31	
		2018	2017
<b>INCOME</b>			
Dividend	6	P19,999,680	P269,076,542
Interest	4	22,926	628,448
		<b>20,022,606</b>	<b>269,704,990</b>
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>			
Salaries and wages		3,913,322	-
Taxes and licenses		388,184	570,493
Professional fees		120,000	680,000
Others		180,904	176,293
		<b>4,602,410</b>	<b>1,426,786</b>
<b>INTEREST EXPENSE</b>	<b>8</b>	<b>5,096,707</b>	<b>271,250</b>
<b>INCOME BEFORE INCOME TAX</b>		<b>10,323,489</b>	<b>268,006,954</b>
<b>BENEFIT FROM INCOME TAX - Deferred</b>	<b>10</b>	<b>3,565,262</b>	<b>-</b>
<b>NET INCOME</b>		<b>13,888,751</b>	<b>268,006,954</b>
<b>OTHER COMPREHENSIVE INCOME</b>		<b>-</b>	<b>-</b>
<b>TOTAL COMPREHENSIVE INCOME</b>		<b>P13,888,751</b>	<b>P268,006,954</b>

See accompanying Notes to Separate Financial Statements.

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**FRUITAS HOLDINGS, INC.**  
(Formerly The Lush Company, Inc.;  
A Subsidiary of Lush Properties, Inc.)

**SEPARATE STATEMENTS OF CHANGES IN EQUITY**

		Years Ended December 31			
		Number of Shares		Amount	
Note		2018	2017	2018	2017
<b>CAPITAL STOCK</b>					
9					
<b>Authorized</b>					
Common - ₱0.1 par value in 2018 (₱1.0 par value in 2017)					
	Balance at beginning of year	5,000,000,000	500,000,000	₱500,000,000	₱500,000,000
	Reclassification to preferred stock	(300,000,000)	-	(30,000,000)	-
	Effect of stock split	-	4,500,000,000	-	-
	Balance at end of year	4,700,000,000	5,000,000,000	470,000,000	500,000,000
Preferred - ₱0.01 par value					
	Reclassification to common stock	3,000,000,000	-	30,000,000	-
		7,700,000,000	5,000,000,000	₱500,000,000	₱500,000,000
<b>Issued - Common</b>					
	Balance at beginning of year	1,600,000,000	115,000,000	₱160,000,000	₱115,000,000
	Issuances	-	45,000,000	-	45,000,000
	Effect of stock split	-	1,440,000,000	-	-
	Balance at end of year	1,600,000,000	1,600,000,000	160,000,000	160,000,000
<b>Subscribed - Common</b>					
	Balance at beginning of year	-	17,250,000	-	17,250,000
	Cash subscriptions during the year	-	27,750,000	-	27,750,000
		-	45,000,000	-	45,000,000
Less subscriptions receivable:					
	Balance at beginning of year	-	-	-	500
	Collections	-	-	-	(500)
	Balance at end of year	-	-	-	-
		-	-	-	45,000,000
	Issuances	-	(45,000,000)	-	(45,000,000)
	Balance at end of year	-	-	-	-
		-	-	-	160,000,000
		-	-	-	160,000,000
<b>RETAINED EARNINGS</b>					
	Balance at beginning of year	-	-	150,263,401	579,474
	Net income	-	-	268,887,751	268,006,954
	Cash dividends	-	-	(150,000,000)	(118,323,027)
	Balance at end of year	-	-	118,652,152	150,263,401
		-	-	P278,652,152	P310,263,401

See accompanying Notes to Separate Financial Statements.

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**FRUITAS HOLDINGS, INC.**  
(Formerly The Lush Company, Inc.;  
A Subsidiary of Lush Properties, Inc.)

**SEPARATE STATEMENTS OF CASH FLOWS**

	Note	Years Ended December 31	
		2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax		P10,323,489	P268,006,954
Adjustments for:			
Dividend income	6	(19,999,680)	(269,076,542)
Interest expense	8	5,096,707	271,250
Interest income	4	(22,926)	(628,448)
Operating loss before working capital changes		(4,602,410)	(1,426,786)
Increase in other current assets		(244,471)	(837,955)
Increase (decrease) in accounts and other payables		(140,192)	617,255
Net cash used for operations		(4,987,073)	(1,647,486)
Interest received		22,926	628,448
Net cash flows from operating activities		(4,964,147)	(1,019,038)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Advances to related parties	7	(3,398,276)	(69,274,855)
Dividends received	6	-	269,076,542
Additional investments in subsidiaries	6	-	(246,134,275)
Collection of due from related parties	7	-	110,992,955
Deposit for stock subscription	6	-	(82,000,000)
Payment of subscriptions payable to subsidiaries		-	(51,290,350)
Net cash flows from investing activities		(3,398,276)	(68,629,983)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Payments of:			
Notes payable	8	(135,500,000)	-
Interest	8	(5,096,707)	(271,250)
Due to related parties	7	(719,179)	(137,115,545)
Dividends	9	-	(118,323,027)
Due to related parties	7	165,198	118,558,178
Collection of subscriptions receivable		-	500
Proceeds from:			
Issuance of promissory notes	8	125,000,000	135,500,000
Stock subscription		-	27,750,000
Net cash flows from financing activities		(16,150,688)	26,098,856
<b>NET DECREASE IN CASH IN BANKS</b>		(24,513,111)	(43,550,165)
<b>CASH IN BANKS AT BEGINNING OF YEAR</b>		27,288,049	70,838,214
<b>CASH IN BANKS AT END OF YEAR</b>		P2,704,938	P27,288,049

(Forward)

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Collection Section

	Years Ended December 31		
	Note	2018	2017
<b>NONCASH ACTIVITIES</b>			
Dividend receivable	7	\$19,999,680	
Dividends payable	7	45,500,000	
		<b>\$65,499,680</b>	

See accompanying Notes to Separate Financial Statements.

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**FRUITAS HOLDINGS, INC.**  
(Formerly The Lush Company, Inc.;  
A Subsidiary of Lush Properties, Inc.)

**NOTES TO SEPARATE FINANCIAL STATEMENTS**

**1. Corporate Information**

FRUITAS HOLDINGS, INC., (formerly The Lush Company, Inc.) (FHI or the "Company") was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on February 18, 2015. The Company's primary purpose is to invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise, dispose of real and personal properties of every kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, form or entity, domestic or foreign, where necessary or appropriate and to possess and exercise in respect thereof of all the rights, powers and privileges of ownership.

The Company has investments in the following subsidiaries as at December 31, 2018 and 2017:

Name of Subsidiary	Principal Activities	Equity Interest	Principal Place of Business
<i>Direct:</i>			
Negril Trading, Inc. (NTI)	Production, processing and distribution of goods	100%	Quezon City
Buko ni Fruitas Inc. (BNFI)	Trading of goods	100%	Quezon City
Fruitasgroup Incorporated (FGI)	Trading of goods	100%	Quezon City
<i>Indirect:</i>			
Green Empire International Limited (GEIL)*	Holding company	100%	British Virgin Islands
Oceanic Luck Limited (OLL)**	Holding company	100%	Samoa Islands

\*ownership through FGI

\*\*ownership through GEIL

In October 2017, the SEC approved the following amendments to the Company's Articles of Incorporation (AOI):

- change in Company's name to "Fruitas Holdings, Inc.";
- change in registered office address to No. 60 Cordillera St., Brgy. Dona Josefa, Quezon City, 1113;
- increase in the number of members of the Board of Directors (BOD) from five to seven; and
- 1:10 stock split resulting in a decrease in par value from ₱1.00 to ₱0.10 a share and increase in the authorized capital stock from 500.0 million to 5.0 billion shares.

In February 2017, Lush Properties, Inc. (LPI), a company incorporated and domiciled in the Philippines and engaged in leasing/real estate activities, subscribed to additional 12.8 million common shares of the Company at ₱1.0 par value a share equivalent to ₱12.8 million. Further, LPI acquired the existing shares held by individual and corporate stockholders and shares held by subsidiaries aggregating ₱87.1 million. The transaction increased LPI's equity interest in the Company to 87% and accordingly, makes LPI the parent company of FHI.

In November 2017, the Company received cash subscriptions aggregating ₱15.0 million from individual and corporate stockholders.



On February 26, 2018, the SEC approved the following amendments to the AOI:

- of the seven (7) directors, at least three (3) should be independent; and
- that the authorized capital stock of the Company amounting to ₱500.0 million is divided into (a) 3.0 billion preferred shares with a par value of one centavo (₱0.01) a share; and (b) 4.7 billion common shares with a par value of ten centavos (₱0.10) a share.

The above amendments and equity transactions are pursuant to the planned listing with the Philippine Stock Exchange (PSE) and the public offering of the shares of the Company. As at December 31, 2018, the Company is in the process of completing the required documentation with the SEC and PSE.

The separate financial statements of the Company were approved and authorized for issuance by the BOD on April 1, 2019.

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## 2. Summary of Significant Accounting and Reporting Policies

### **Basis of Preparation and Statement of Compliance**

The separate financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs) issued by the Philippine Financial Reporting Standards Council and adopted by the SEC, including SEC pronouncements. This financial reporting framework includes PFRSs, Philippine Accounting Standards (PASs) and Philippine interpretations from International Financial Reporting Interpretations Committee (IFRIC).

The Company also prepares and issues separate financial statements in compliance with PFRSs for the same period as the separate financial statements. These may be obtained at the registered office address of the Company or at the SEC.

### **Bases of Measurement**

The separate financial statements of the Company have been prepared on a historical cost basis and are presented in Philippine Peso (Peso), the Company's functional currency. All amounts are rounded to the nearest Peso, unless otherwise indicated.

Historical cost is generally based on the fair value of the consideration given in exchange for an asset and the fair value of the consideration received in exchange for incurring a liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company uses observable market data to the extent possible when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

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

- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 13 to the separate financial statements.

#### **New and Amended Standards and Interpretations**

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new and amended standards and interpretations which the Company adopted effective January 1, 2018:

- PFRS 9, *Financial Instruments*

PFRS 9 replaces PAS 39, *Financial Instruments: Recognition and Measurement* (and all the previous versions of PFRS 9), bringing together all aspects of the accounting for financial instruments: classification and measurement of financial assets and financial liabilities, impairment, hedge accounting, recognition and derecognition.

PFRS 9 requires all recognized financial assets to be subsequently measured at amortized cost or fair value (through profit or loss or through other comprehensive income), depending on the classification by reference to the business model within which these are held and the contractual cash flow characteristics.

For financial liabilities, the most significant effect of PFRS 9 relates to cases where the fair value option is taken: the amount of change in fair value of a financial liability designated as at fair value through profit or loss that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income (rather than in profit or loss), unless this creates an accounting mismatch.

For the impairment of financial assets, PFRS 9 introduces an "expected credit loss" (ECL) model based on the concept of providing for expected losses at the inception of a contract; recognition of a credit loss should no longer wait for there to be objective evidence of impairment.

For hedge accounting, PFRS 9 introduces a substantial overhaul allowing separate financial statements to better reflect how risk management activities are undertaken when hedging financial and non-financial risk exposures.

The derecognition provisions are carried over almost unchanged from PAS 39.

The Company has performed an assessment and determined the following impact of PFRS 9 on its financial instruments. As allowed under transitory provisions of PFRS 9, the Company applied the requirements of PFRS 9 retrospectively. The Company's retrospective application of PFRS 9, however, did not result in restatement of account balances in comparative periods or any adjustment in the opening retained earnings of the earliest period presented in the separate financial statements.

*Classification and Measurement.* Based on the Company's analysis of its business model and the contractual cash flow characteristics of its financial assets and liabilities as at December 31, 2018, the Company has concluded that all of its financial assets and financial liabilities shall continue to be measured on the same basis as under PAS 39, *Financial Instruments* but shall be classified under PFRS 9.

The application of the classification and measurement requirements under PFRS 9 did not materially affect the carrying amounts of the Company's financial instruments as at January 1, 2017.

*Impairment.* The adoption of PFRS 9 has fundamentally changed the Company's accounting for impairment losses for financial assets by replacing PAS 39 "incurred loss approach" with a forward-looking ECL approach. PFRS 9 requires the Company to recognize an allowance for ECL for all financial assets not held at fair value through profit or loss.

The Company assessed that the adoption of PFRS 9, specifically on determining impairment loss using simplified and general approach, has no significant impact on the carrying amounts of the Company's financial assets carried at amortized cost.

*Hedging.* The Company does not have transactions that will require the use of hedge accounting.

- **PFRS 15, Revenue from Contracts with Customers**

PFRS 15 supersedes PAS 11, *Construction Contracts*, PAS 18, *Revenue*, and related Interpretations and it applies, with limited exceptions, to all revenue arising from contracts with its customers. PFRS 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

PFRS 15 requires entities to exercise judgment, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

Dividend income is not under the scope of PFRS 15. Accordingly, the adoption of PFRS 15 has no impact on the timing of recognizing the Company's revenue.

- Amendments to PFRS 15, *Revenue from Contract with Customers - Clarifications to PFRS 15*

The amendments provide clarifications on the following topics: (a) identifying performance obligations; (b) principal versus agent considerations; and (c) licensing. The amendments also provide some transition relief for modified contracts and completed contracts.

The adoption of PFRS 15 and the amendments to PFRS 15 has no significant impact on the Company's separate financial statements.

Several other amendments and interpretations apply for the first time in 2018, but do not have an impact on the separate financial statements of the Company. The Company has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective as at December 31, 2018.

#### **New and Amended PFRSs Issued but not yet Effective**

Relevant new and amended PFRSs, which are not yet effective for the year ended December 31, 2018 and have not been applied in preparing the separate financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2019 -

- Amendments to PFRS 9, on prepayment features with negative compensation

Under PFRS 9, a debt instrument can be measured at amortized cost or at fair value through other comprehensive income (FVOCI), provided that the contractual cash flows are "solely payments of principal and interest (SPPI) on the principal amount outstanding" (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to PFRS 9 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract. These amendments further confirm that when a financial liability measured at amortized cost is modified without this resulting in de-recognition, a gain or loss should be recognized immediately in profit or loss. The gain or loss is calculated as the difference between the original contractual cash flows and the modified cash flows discounted at the original effective interest rate.

Under prevailing circumstances, the adoption of the amendments to PFRS 9 is not expected to have any material effect on the separate financial statements of the Company.

#### **Financial Assets and Liabilities**

##### **Recognition and Measurement**

*Date of Recognition.* The Company recognizes a financial asset or a financial liability in the separate statement of financial position when it becomes a party to the contractual provisions of a financial 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 and Measurement.* 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 initial measurement of financial instruments, except for those designated at fair value through profit and loss (FVPL), includes transaction cost.

**"Day 1" Difference.** Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a "Day 1" difference) in profit or loss. In cases where there is no observable data on inception, the Company deems the transaction price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the "Day 1" difference.

#### **Classification**

**Classification of Financial Instruments.** The Company classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost and (c) financial assets at FVOCI. Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or financial liabilities at amortized cost. The classification of a financial instrument largely depends on the Company's business model and its contractual cash flow characteristics.

As at December 31, 2018, the Company has no financial instruments classified as financial assets and liabilities at FVPL and financial assets at FVOCI.

**Classification of Financial Instruments between Liability and Equity.** A financial instrument is classified as liability if it provides for a contractual obligation to:

- Deliver cash or another financial asset to another entity;
- Exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the 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 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.

**Financial Assets at Amortized Cost.** Financial assets shall be measured at amortized cost if both of the following conditions are met:

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

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As at December 31, 2018 and 2017, the Company's cash in banks and due from related parties are classified under this category (see Notes 4 and 7).

**Financial Liabilities at Amortized Cost.** Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Company having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or through the amortization process.

As at December 31, 2018 and 2017, the Company's accounts and other payables (excluding statutory payable), notes payable, due to related parties and dividends payable are classified under this category (see Notes 7, 8 and 9).

#### **Reclassification**

The Company reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVPL, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in profit or loss.

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from a difference between the previous amortized cost of the financial asset and fair value is recognized in other comprehensive income.

#### **Impairment of Financial Assets at Amortized Cost**

The Company records an allowance for ECL which is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For receivables, the Company has applied the simplified approach in measuring ECLs. The Company also elected to apply simplified approach for receivables with significant financing component.

Simplified approach requires that ECL should always be based on the lifetime expected credit losses. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

**Other Financial Instruments Measured at Amortized Cost.** For these debt instruments, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date.

However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

#### **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 right to receive cash flows from the asset has expired;
- the Company retains the right to receive cash flows from the financial 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 Company has transferred its right to receive cash flows from the financial 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 Company has transferred its right to receive cash flows from a financial asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset nor transferred control of the financial asset, the financial asset is recognized to the extent of the Company's continuing involvement in the financial asset. Continuing involvement that takes the form of a guarantee over the transferred financial asset is measured at the lower of the original carrying amount of the financial asset and the maximum amount of consideration that the Company could be required to repay.

*Financial Liabilities.* A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the separate statement of comprehensive income.

A modification is considered substantial if the present value of the cash flows under the new terms, including net fees paid or received and discounted using the original effective interest rate, is different by at least 10% from the discounted present value of remaining cash flows of the original liability.

The fair value of the modified financial liability is determined based on its expected cash flows, discounted using the interest rate at which the Company could raise debt with similar terms and conditions in the market. The difference between the carrying value of the original liability and fair value of the new liability is recognized in the separate statement of comprehensive income.

On the other hand, if the difference does not meet the 10% threshold, the original debt is not extinguished but merely modified. In such case, the carrying amount is adjusted by the costs or fees paid or received in the restructuring.

**Offsetting of Financial Assets and Liabilities**

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

**Prepayments**

Prepayments are expenses paid in advance and recorded as assets before these are utilized. Prepayments are apportioned over the period covered by the payment and charged to profit or loss when incurred.

Prepayments that are expected to be realized within 12 months after the financial reporting period are classified as current asset. Otherwise, these are classified as noncurrent asset.

**Investments in Subsidiaries**

Investments in subsidiaries are accounted for under the cost method less any allowance for impairment losses. The Company recognizes income when its right to receive the dividends is established. Distributions received in excess of such profits are regarded as recovery of investment and are recognized as a reduction of the cost of the investment.

A subsidiary is an entity in which the Company has control. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if and only if the Company has:

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

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

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

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.



**Deposit for Stock Subscription**

Deposit for stock subscription, which represents payment for stock subscription where actual issuance is not yet made, is carried at cost, less any impairment in value.

The Company classifies its deposit for stock subscription as a separate account under noncurrent assets in the separate statement of financial position.

**Impairment of Nonfinancial Assets**

The carrying amounts of nonfinancial assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication exists and when the carrying amounts exceed the estimated recoverable amounts, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of the fair value less cost to sell or value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an orderly transaction between market participants less the cost of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax 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 are recognized in profit or loss.

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. In such instance, the carrying amount of the asset is increased to its recoverable amount. However, that increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss.

**Equity**

*Capital Stock.* Capital stock is measured at par value for all shares issued. The subscribed capital stock is recognized in equity at par less subscription receivable.

*Retained Earnings.* Retained earnings represent the cumulative balance of results of operations, net of any dividend declaration.

**Income Recognition**

*Dividend Income.* Dividend income is recognized when the right to receive the dividend is established.

*Interest Income.* Interest income is recognized as it accrues using the effective interest method.

**Expense Recognition**

Expenses are recognized in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably.

General and administrative expenses constitute costs of administering the business and are expensed as incurred.

### **Income Taxes**

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

*Deferred Tax.* Deferred tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and unused net operating loss carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized.

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

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

*Offsetting.* Current tax assets and current tax liabilities are offset, or deferred tax assets and deferred tax liabilities are offset if, and only if, an enforceable right exists to set off the amounts and it can be demonstrated without undue cost or effort that the Company plans either to settle on a net basis or to realize the asset and settle the liability simultaneously.

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

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. This includes: (a) individuals who, owning directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Company; (b) associates and, (c) individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company and close members of the family of any such individual. In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on legal form.

Related party transactions consist of transfers of resources, services or obligations between the Company and its related parties, regardless of whether a price is charged.

### **Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

**Contingencies**

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

**Events after the Reporting Date**

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

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**3. Significant Accounting Judgments and Estimates**

The preparation of the Company's separate financial statements requires management to make judgments and estimates that affect the amounts reported in the separate financial statements and accompanying notes. The judgments and estimates used in the separate financial statements are based upon management's evaluation of relevant facts and circumstances as at the reporting date.

While the Company believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

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

The following are the significant judgments and estimates made by the Company:

*Assessing ECL.* When the Company assessed that there is a significant change in the credit risk, the Company estimates expected credit losses using a provision matrix. Depending on the diversity of its debtor's base, the Company uses its historical credit loss experience adjusted for forward-looking factors, as appropriate. The information about the ECL assessment on the Company's receivables is disclosed in Note 12 to the separate financial statements.

The carrying amounts of the Company's cash in banks and due from related parties aggregated ₱34.3 million and ₱35.4 million as at December 31, 2018 and 2017, respectively (see Notes 4 and 7).

*Assessing Impairment of Nonfinancial Assets.* The Company assesses impairment on its nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Company considers important which could trigger an impairment review include significant underperformance relative to expected historical or projected future operating results and significant changes in the manner of use of the acquired assets or the strategy for overall business.

No provisions for impairment losses were recognized in 2018 and 2017. Investments in subsidiaries, deposit for stock subscription and other current assets aggregated ₱412.1 million and ₱411.8 million as at December 31, 2018 and 2017, respectively (see Notes 5, 6 and 7).

*Assessing Recognition of Deferred Tax Asset.* The Company reviews the carrying amount of deferred tax asset at each reporting date and reduces deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax asset recognized amounted to ₱3.6 million as at December 31, 2018 (see Note 10).

Deferred tax asset on NOLCO amounting to ₱669,012 as at December 31, 2017 was not recognized in the separate statement of financial position since management assessed that sufficient taxable income may not be available in the future against which the deferred tax asset can be utilized within the period allowed by the tax regulations (see Note 10).

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**4. Cash in Banks**

Cash in banks amounted to ₱2.8 million and ₱27.3 million as at December 31, 2018 and 2017, respectively. Cash in banks earn interest at prevailing bank deposit rates.

Interest income earned amounted to ₱22,926 and ₱628,448 in 2018 and 2017, respectively.

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**5. Other Current Assets**

This account consists of:

	2018	2017
Prepayments	₱1,068,026	₱837,955
Others	15,400	1,000
	<b>₱1,083,426</b>	<b>₱838,955</b>

Prepayments pertain to listing-related expenses.

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**6. Investments in Subsidiaries**

This account consists of investments in the following subsidiaries as at December 31, 2018 and 2017:

At cost:		
NTI		₱144,143,975
BNFI		134,672,100
FGI		50,152,600
		<b>₱328,968,675</b>

Movements in this account follows:

	2018	2017
Balance at beginning of year	₱328,968,675	₱82,834,400
Additions	-	246,134,275
Balance at end of year	<b>₱328,968,675</b>	<b>₱328,968,675</b>

*NTI.* In October 2017, the Company acquired 2,152 shares of NTI from the remaining individual stockholders for ₱470,200 to increase the Company's equity interest from 99% in 2016 to 100% in 2017. On the same date, the Company also subscribed to additional 436,625 shares of NTI at ₱255.0 per share or for a total consideration of ₱111.3 million.

*BNFI.* In October 2017, the Company acquired 13,494 shares of BNFI from the remaining individual stockholders for ₱4.0 million to increase the Company's equity interest from 92% in 2016 to 100% in 2017. On the same date, the Company also subscribed to additional 331,500 shares of BNFI at ₱355 per share or for a total consideration of ₱117.7 million.

*FGI.* In October 2017, the Company acquired 124,992 shares of FGI from the remaining individual stockholders for ₱12.7 million to increase the Company's equity interest in FGI from 75% in 2016 to 100% in 2017. Subsequently, the Company also subscribed to additional 400,000 shares of FGI at par and paid ₱82.0 million. Pending approval by the SEC on FGI's application for increase in authorized capital stock, the ₱82.0 million is presented as "Deposit for stock subscription" in the separate statement of financial position (see Note 7).

*Dividends.* The Company earned dividends from its subsidiaries as follows:

Date of Declaration	Subsidiary	Date of Payment	Amounts Received	
			Per Share	Total
December 27, 2018	FGI	March 31, 2019	₱0.20	₱19,999,680
October 10, 2017	BNFI	December 31, 2017	₱288.47	₱41,394,324
	NTI		180.65	38,545,911
	FGI		76.29	38,146,426
December 19, 2017	FGI	December 31, 2017	267.08	133,542,336
	BNFI		22.88	10,865,759
	NTI		10.13	6,581,786
				₱269,076,542

*Summarized Financial Information.* The summarized financial information of the Company's subsidiaries is as follows:

	2018				
	Assets	Liabilities	Equity	Revenue	Net Income
FGI	₱520,831,789	₱339,639,604	₱181,192,185	₱1,177,529,234	₱64,011,775
NTI	237,534,300	58,684,700	178,849,600	294,945,967	30,684,656
BNFI	152,042,207	12,473,883	139,568,324	210,161,975	4,513,073
	2017				
	Assets	Liabilities	Equity	Revenue	Net Income
FGI	₱399,154,415	₱261,974,005	₱137,180,410	₱865,442,910	₱138,753,336
NTI	178,049,653	29,884,709	148,164,944	194,082,256	22,066,871
BNFI	150,608,995	15,553,744	135,055,251	193,349,512	13,907,400

**7. Related Party Transactions**

The Company, in the normal course of business, has transactions with related parties as follows:

Related Party	Note	Nature	Amount of Transactions		Outstanding Balance	
			2018	2017	2018	2017
<b>Due from related parties</b>						
Subsidiaries	6	Dividends	₱19,999,680	₱-	₱19,999,680	₱-
		Advances	3,398,276	63,024,855		
		Collections	-	(61,164,203)	5,258,928	1,860,652
Entities under common control		Advances	-	6,250,000		
		Collections	-	(49,828,752)	6,250,000	6,250,000
					<b>₱31,508,608</b>	<b>₱8,110,652</b>
<b>Deposit for stock subscription</b>						
FGL	6	Deposit	₱-	₱82,000,000	₱82,000,000	₱82,000,000
<b>Due to related parties</b>						
Stockholders		Advances	₱-	₱769,182		
		Payments	(102,575)	(20,049,649)	₱-	₱102,575
Subsidiary		Advances	-	117,682,500		
		Payments	(616,604)	(117,065,896)	-	616,604
Entities under common control		Advances	165,198	106,496		
		Payments	-	-	271,694	106,496
					<b>₱271,694</b>	<b>₱825,675</b>
<b>Dividends payable</b>						
Subsidiaries		Declaration	₱45,500,000	₱269,076,542		
		Payments	-	(269,076,542)	₱45,500,000	₱-

**Terms and Conditions of Transactions with Related Parties**

Outstanding balances (except dividends receivable) are unsecured, noninterest-bearing, to be settled in cash and due on demand. An assessment is undertaken each financial year through examining financial position of the related party and the market in which the related party operates.

**Compensation of Key Management Personnel**

Compensation paid to the Company's key management personnel amounted to ₱4.1 million in 2018. In 2017, no compensation was paid to the Company's key management personnel.

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8. **Notes Payable**

Movements in this account are as follows:

	2018	2017
Balance at beginning of year	₱135,500,000	₱-
Payments	(135,500,000)	-
Availments	125,000,000	135,500,000
Balance at end of year	₱125,000,000	₱135,500,000

In December 2017, the Company issued 180-day and 270-day promissory notes to local commercial banks aggregating ₱135.5 million. The notes bear annual stated interest rate of 4.5%.

In December 2018, the Company settled promissory notes to local commercial banks aggregating ₱10.5 million. The notes bear annual stated interest rate of 4.5%.

Interest expense amounted to ₱5.1 million and ₱271,250 in 2018 and 2017, respectively.

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9. **Equity**

**Capital Stock**

*Common Shares.* In October 2017, the SEC approved the application for 1:10 stock split resulting in a decrease in par value from ₱1.00 to ₱0.10 a share and increasing the authorized capital stock from 500.0 million shares to 5,000.0 million shares.

In October 2017, the Company's BOD and stockholders approved the reclassification of common shares to preferred shares. The authorized capital stock of the Company amounting to ₱500.0 million is now divided into (a) 3.0 billion preferred shares with a par value of one centavo (₱0.01) a share; and (b) 4.7 billion common shares with a par value of ten centavos (₱0.10) a share. The application for the reclassification of common shares to preferred shares was approved by the SEC on February 26, 2018.

*Preferred Shares.* The features of the preferred shares are as follows:

- guaranteed dividend yield of 2.5% per annum
- voting, cumulative and non-participating
- shall not be convertible into common share

**Retained Earnings**

In 2018, the Company's BOD declared cash dividends of ₱0.0284 a share or ₱45.5 million to all stockholders of record as at December 27, 2018.

On November 2, 2017, the Company's BOD declared cash dividends of ₱0.082 a share or ₱118.3 million to all stockholders of record as at November 2, 2017.

## 10. Income Taxes

In 2018 and 2017, the Company has no taxable income. The Company will be subject to minimum corporate income tax starting in 2019.

The Company recognized deferred tax asset on NOLCO amounting to ₱3.6 million as at December 31, 2018. The deferred tax asset on NOLCO amounting to ₱669,012 as at December 31, 2017 was not recognized in the separate statement of financial position since management expects that it is not probable that sufficient taxable income may be available in the future against which the deferred tax asset can be utilized within the period allowed by the tax regulations.

The details of the Company's NOLCO, which can be claimed as deduction from future taxable income, follow:

Year Incurred	Amount	Incurred	Expired	Balance	Expiry Date
2018	₱-	₱9,689,565	₱-	₱9,689,565	2021
2017	1,438,801	-	-	1,438,801	2020
2016	755,840	-	-	755,840	2019
2015	35,400	-	35,400	-	2018
	<b>₱2,230,041</b>	<b>₱9,689,565</b>	<b>₱35,400</b>	<b>₱11,884,206</b>	

The reconciliation of provision for income tax computed at statutory tax rate and effective rate is shown below:

	2018	2017
Provision for income tax at statutory rate	₱3,097,047	₱80,402,086
Change in unrecognized deferred tax asset	(669,012)	431,640
Tax effects of:		
Dividend income exempt from income tax	(5,999,904)	(80,722,963)
Nondeductible interest expense	2,865	77,771
Interest income already subjected to a final tax	(6,878)	(188,534)
Expired NOLCO	10,620	-
	<b>(₱3,565,262)</b>	<b>₱-</b>

## 11. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Company's liabilities arising from financing activities:

	2018					Balance at end of year
	Balance at beginning of year	Dividends Declared	Proceeds	Payments	Interest Expense	
Notes payable	₱135,500,000	₱-	₱125,000,000	(₱135,500,000)	₱-	₱125,000,000
Accrued interest	-	-	-	(5,096,707)	5,096,707	-
Due to related parties	825,675	-	165,198	(719,179)	-	271,694
Dividends payable	-	45,500,000	-	-	-	45,500,000
	<b>₱136,325,675</b>	<b>₱45,500,000</b>	<b>₱165,198</b>	<b>(₱16,315,886)</b>	<b>₱5,096,707</b>	<b>₱170,771,694</b>



	Balance at beginning of year	2017 Financing Cash Flows		Interest Expense	Balance at end of year
		Proceeds	Payments		
Notes payable	P-	P135,500,000	P-	P-	P135,500,000
Accrued interest	-	-	(271,250)	271,250	-
Due to related parties	19,383,042	118,558,178	(137,115,545)	-	825,675
	P19,383,042	P254,058,178	(P137,386,795)	P271,250	P136,325,675

## 12. Financial Risk Management Objectives and Policies

### Financial Instruments Risk Management

The Company's financial assets comprise mainly of cash in banks and due from related parties. The Company's principal financial liabilities include accounts and other payables, notes payable, due to related parties and dividends payable. The main purpose of these financial liabilities is to finance the Company's operations.

The Company is exposed to credit risk, interest rate risk and liquidity risk. The Company's management oversees the management of these risks. The Company's BOD and management review and approve the policies for managing each of the risks, which are summarized below.

### Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities and from its deposits with banks and financial institutions.

The table below shows the gross maximum exposure of the Company to credit risk before taking into consideration collateral and other credit enhancements:

	2018	2017
Cash in banks	P2,774,938	P27,288,049
Due from related parties	31,508,608	8,110,652
	P34,283,546	P35,398,701

As at December 31, 2018 and 2017, the amount of cash in banks and due from related parties are neither past due nor impaired and were classified as "High Grade". The credit quality of such financial assets at amortized cost is managed by the Company using the internal credit quality ratings as follows:

*High Grade.* Pertains to counterparty who is not expected by the Company to default in settling its obligations, thus credit risk exposure is minimal. This normally includes large prime financial institutions and companies. Credit quality was determined based on the credit standing of the counterparty.

For due from related parties, credit risk is low since the Company only transacted with reputable companies with respect to these financial assets.

It is the Company's policy to measure ECL on the above instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

When determining if there has been a significant increase in credit risk, the Company considers reasonable and supportable information that is available without undue cost or effort and that is relevant for the particular financial instrument being assessed such as, but not limited to, the following factors:

- Actual or expected external and internal credit rating downgrade;
- Existing or forecasted adverse changes in business, financial or economic conditions; and
- Actual or expected significant adverse changes in the operating results of the borrower.

The Company also considers financial assets that are more than 30 days past due to be the latest point at which lifetime ECL should be recognized unless it can demonstrate that this does not represent a significant credit risk such as when non-payment arise from administrative oversight rather than resulting from financial difficulty of the borrower.

#### *Credit Quality Analysis of Other Financial Assets*

Financial assets at amortized cost aggregating ₱34.3 million and ₱35.3 million as at December 31, 2018 and 2017, respectively, were subject to a 12-month ECL allowance (see Notes 4 and 7).

#### **Interest Rate Risk**

The Company's exposure to the risk for changes in market interest rates relates primarily to the Company's short-term debt obligations.

As at December 31, 2018 and 2017, the Company's interest bearing debt obligations consist solely of loans payable to a local bank with fixed interest rate. In 2018 and 2017, the Company did not engage in any freestanding derivative transactions nor did the Company have any outstanding derivative contracts.

#### **Liquidity Risk**

Liquidity risk arises from the possibility that the Company may encounter difficulties in raising funds to meet commitments from financial instruments. It may result from either the inability to sell assets quickly at fair values or failure to collect from counterparty.

The Company's objective is to maintain a balance between continuity of funding and flexibility through local banks and aims to manage liquidity as follows:

- a. To ensure that adequate funding is available at all times;
- b. To meet commitments as they arise without incurring unnecessary costs; and
- c. To be able to assess funding when needed at the least possible cost.

The following tables detail the Company's remaining contractual maturities for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal.

	2018				Total
	Payable on Demand	1 to 120 days	121 to 240 days	Over 241 days	
Accounts and other payables*	P391,995	P-	P-	P-	P391,995
Notes payable	-	-	55,000,000	70,000,000	125,000,000
Due to related parties	271,694	-	-	-	271,694
Future interests	-	510,208	-	-	510,208
Dividends payable	45,500,000	-	-	-	45,500,000
	<b>P46,163,689</b>	<b>P510,208</b>	<b>P55,000,000</b>	<b>P70,000,000</b>	<b>P171,673,897</b>

\*Excluding statutory payable amounting to P85,068 as at December 31, 2018.

	2017				Total
	Payable on demand	1 to 120 days	121 to 240 days	Over 241 days	
Accounts and other payables	P-	P617,255	P-	P-	P617,255
Notes payable	-	-	65,500,000	70,000,000	135,500,000
Due to related parties	825,675	-	-	-	825,675
Future interests	-	3,312,760	2,341,238	443,502	6,097,500
	<b>P825,675</b>	<b>P3,930,015</b>	<b>P67,841,238</b>	<b>P70,443,502</b>	<b>P143,040,430</b>

#### **Capital Management**

The primary objective of the Company's capital management is to ensure that it maintains a strong credit standing and stable capital ratios in order to support its business and maximize shareholder value. The Company maintains its current capital structure and will make adjustments, if necessary, in order to generate a reasonable level of returns to stockholders over the long term. No changes were made in the objectives, policies or processes during the year.

The Company considers the equity presented in the separate statements of financial position as its core capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using debt-to-equity ratio, which is total debt divided by total equity.

The debt-to-equity ratio as at December 31, 2018 and 2017 follows:

	2018	2017
Debt	<b>P171,248,757</b>	P136,942,930
Equity	<b>278,652,152</b>	310,263,401
Debt-to-Equity Ratio	<b>P0.61:1</b>	P0.44:1

The Company is not subject to externally imposed capital requirements.

**13. Fair Value Measurement**

The table below presents the carrying amounts and fair values of the Company's financial instruments as at December 31, 2018 and 2017.

	2018		2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets at amortized cost:</b>				
Cash in banks	<b>₱2,774,938</b>	<b>₱2,774,938</b>	₱27,288,049	₱27,288,049
Due from related parties	<b>31,508,608</b>	<b>31,508,608</b>	8,110,652	8,110,652
	<b>₱34,283,546</b>	<b>₱34,283,546</b>	<b>₱35,398,701</b>	<b>₱35,398,701</b>
<b>Financial liabilities at amortized cost:</b>				
Accounts and other payables*	<b>₱391,995</b>	<b>₱391,995</b>	₱617,255	₱617,255
Notes payable	<b>125,000,000</b>	<b>125,000,000</b>	135,500,000	135,500,000
Due to related parties	<b>271,694</b>	<b>271,694</b>	825,675	825,675
Dividends payable	<b>45,500,000</b>	<b>45,500,000</b>	-	-
	<b>₱171,163,689</b>	<b>₱171,163,689</b>	<b>₱136,942,930</b>	<b>₱136,942,930</b>

\*Excluding statutory payable amounting to ₱85,068 as at December 31, 2018.

The carrying amounts of these financial instruments approximate fair values due to the relatively short-term maturity of these financial instruments.

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**14. Supplementary Information Required by the Bureau of Internal Revenue (BIR)**

The information for 2018 as required by Revenue Regulations No. 15-2010 is presented below:

**Output and Input Value-added Tax (VAT)**

The Company does not have transactions subject to VAT for the year ended December 31, 2018.

**Documentary Stamp Tax (DST)**

The Company incurred DST amounting to ₱376,643 in 2018. The amount was recorded as part of "Taxes and licenses" under "General and administrative expenses" in the 2018 statement of comprehensive income.

**All Other Local and National Taxes**

All other local and national taxes for the year ended December 31, 2018 consist of:

	Amount
Local -	
Business permit and fees	₱11,041
National -	
BIR annual registration	500
	<u>₱11,541</u>

The local and national taxes are classified as "Taxes and licenses" account under "General and administrative expenses" in the 2018 statement of comprehensive income.

**Withholding Taxes**

The Company has paid and accrued withholding taxes in 2018 amounting to ₱651,949 and ₱67,576, respectively.

**Tax Assessments and Tax Cases**

The Company has no pending deficiency tax assessments from the BIR or pending tax cases in courts or other regulatory bodies outside of the BIR as at and for the year ended December 31, 2018.



**REPORT OF INDEPENDENT AUDITORS  
TO ACCOMPANY SEPARATE FINANCIAL STATEMENTS FOR FILING WITH THE  
BUREAU OF INTERNAL REVENUE**

The Stockholders and the Board of Directors  
FRUITAS HOLDINGS, INC.  
No. 60 Cordillera St., Brgy. Dona Josefa  
Quezon City, 1113

We have audited the accompanying separate financial statements of FRUITAS HOLDINGS, INC. (formerly The Lush Company, Inc.; a subsidiary of Lush Properties, Inc.) (the "Company") as at and for the years ended December 31, 2018 and 2017, on which we have rendered our report dated April 1, 2019.

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

**REYES TACANDONG & Co.**

  
WILSON P. TEO  
Partner

CPA Certificate No. 92765  
Tax Identification No. 191-520-944-000  
BOA Accreditation No. 4782; Valid until August 15, 2021  
SEC Accreditation No. 1614-A  
Valid until March 1, 2020  
BIR Accreditation No. 08-005144-014-2017  
Valid until March 8, 2020  
PTR No. 7334346  
Issued January 3, 2019, Makati City

April 1, 2019  
Makati City, Metro Manila

# COVER SHEET

for  
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C S 2 0 1 5 0 3 0 1 4

## COMPANY NAME

F R U I T A S H O L D I N G S , I N C . ( A S u b s i d i a r y o f  
L u s h P r o p e r t i e s , I n c . ) A N D S U B S I D I A R I E  
S

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

N o . 6 0 C o r d i l l e r a S t . , B r g y . D o n a J o s e f  
a , Q u e z o n C i t y , 1 1 1 3

Form Type

A C F S

Department requiring the report

C R M D

Secondary License Type, if Applicable

N / A

## COMPANY INFORMATION

Company's Email Address

-

Company's Telephone Number/s

(02) 243-1741

Mobile Number

-

No. of Stockholders

16

Annual Meeting (Month / Day)

2<sup>nd</sup> Monday of June

Fiscal Year (Month / Day)

December 31

## CONTACT PERSON INFORMATION

The designated contact person MUST be an Officer of the Corporation

Name of Contact Person

Ms. Madelene Timbas-Sayson

Email Address

madelene.sayson@frutasholdings.com

Telephone Number/s

(02) 243-1741

Mobile Number

-

## CONTACT PERSON'S ADDRESS

No. 60 Cordillera St., Brgy. Dona Josefa, Quezon City, 1113

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

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



## INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors  
Fruitas Holdings, Inc. and Subsidiaries  
No. 60 Cordillera St., Brgy. Dona Josefa  
Quezon City, 1113

### *Opinion*

We have audited the consolidated financial statements of Fruitas Holdings, Inc. (a subsidiary of Lush Properties, Inc.) and Subsidiaries (the "Group"), which comprise the consolidated statements of financial position as at December 31, 2018 and 2017, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2018 and 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRSs).

### *Basis for Opinion*

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

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

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



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

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

*Auditors' Responsibilities for the Audit of the Consolidated Financial Statements*

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

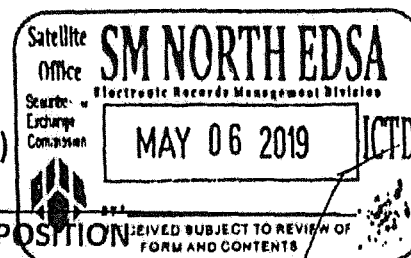
**REYES TACANDONG & Co.**

  
WILSON P. TEO  
Partner

CPA Certificate No. 92765  
Tax Identification No. 191-520-944-000  
BOA Accreditation No. 4782; Valid until August 15, 2021  
SEC Accreditation No. 1614-A  
Valid until March 1, 2020  
BIR Accreditation No. 08-005144-014-2017  
Valid until March 8, 2020  
PTR No. 7334346  
Issued January 3, 2019, Makati City

April 1, 2019  
Makati City, Metro Manila

**FRUITAS HOLDINGS, INC.**  
(A Subsidiary of Lush Properties, Inc.)  
**AND SUBSIDIARIES**



**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

December 31

	Note	2018	2017
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents		P260,497,779	P294,434,879
Trade receivables	5	55,638,257	19,207,562
Merchandise inventories	6	52,024,675	38,965,930
Due from related parties	14	40,571,161	7,082,438
Deposits and advance rentals	21	85,559,226	66,025,850
Financial assets at fair value through profit or loss (FVPL)	7	-	11,236,373
Other current assets	8	6,344,487	5,799,542
<b>Total Current Assets</b>		<b>500,635,585</b>	<b>442,752,574</b>
<b>Noncurrent Assets</b>			
Property and equipment	9	182,741,692	84,459,637
Intangible assets	10	207,871,944	201,335,217
Deferred input VAT		2,379,386	-
Deferred tax assets	22	4,334,274	610,686
<b>Total Noncurrent Assets</b>		<b>397,327,296</b>	<b>286,405,540</b>
		<b>P897,962,881</b>	<b>P729,158,114</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current Liabilities</b>			
Trade and other payables	11	P112,681,996	P48,400,446
Current portion of notes payable	12	283,689,470	311,750,000
Current portion of mortgage payable	13	2,589,472	1,131,261
Due to related parties	14	22,116,380	7,908,256
Dividends payable	16	45,500,320	-
Income tax payable		30,865,222	36,044,406
<b>Total Current Liabilities</b>		<b>497,442,860</b>	<b>405,234,369</b>
<b>Noncurrent Liabilities</b>			
Notes payable - net of current portion	12	27,624,634	-
Mortgage payable - net of current portion	13	3,371,936	3,294,327
Retirement benefits liability	15	2,229,865	1,702,112
<b>Total Noncurrent Liabilities</b>		<b>33,226,435</b>	<b>4,996,439</b>
<b>Total Liabilities</b>		<b>530,669,295</b>	<b>410,230,808</b>
<b>Equity Attributable to Equity Holders of the Parent Company</b>			
Capital stock	16	160,000,000	160,000,000
Retained earnings		152,147,292	103,781,012
Other equity reserves	4	55,192,582	55,192,582
Other comprehensive loss		(46,288)	(46,288)
<b>Total Equity</b>		<b>367,293,586</b>	<b>318,927,306</b>
		<b>P897,962,881</b>	<b>P729,158,114</b>

See accompanying Notes to Consolidated Financial Statements.

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Note	Years Ended December 31	
		2018	2017
REVENUE	17	P1,579,205,736	P1,152,567,060
COST OF SALES	18	(693,470,433)	(458,332,452)
GROSS PROFIT		885,735,303	694,234,608
SELLING AND DISTRIBUTION EXPENSES	19	(607,292,310)	(369,057,440)
GENERAL AND ADMINISTRATIVE EXPENSES	20	(131,451,739)	(79,205,890)
INTEREST EXPENSE	12	(16,065,157)	(1,232,519)
INTEREST INCOME		1,195,358	1,431,571
OTHER INCOME	7	1,361,007	1,230,261
INCOME BEFORE INCOME TAX		133,482,462	247,400,591
PROVISION FOR (BENEFIT FROM) INCOME TAX	22		
Current		43,339,450	74,871,611
Deferred		(3,723,588)	(361,015)
		39,615,862	74,510,596
NET INCOME		93,866,600	172,889,995
OTHER COMPREHENSIVE LOSS			
<i>Item not to be reclassified to profit or loss</i>			
Actuarial loss on retirement benefit obligation (net of tax of P19,838)	15	-	(46,288)
<b>TOTAL COMPREHENSIVE INCOME</b>		<b>P93,866,600</b>	<b>P172,843,707</b>
NET INCOME ATTRIBUTABLE TO:			
Equity holders of the Parent Company		P93,866,600	P138,569,320
Noncontrolling interests		-	34,320,675
		P93,866,600	P172,889,995
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
Equity holders of the Parent Company		P93,866,600	P138,523,032
Noncontrolling interests		-	34,320,675
		P93,866,600	P172,843,707
Basic and Diluted Earnings Per Share Attributable to the Equity Holders of the Parent Company	23	P0.0587	P0.1014

*See accompanying Notes to Consolidated Financial Statements.*

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

	Note	Years Ended December 31	
		2018	2017
<b>EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY</b>			
<b>CAPITAL STOCK</b>	16		
<b>Issued</b>			
Balance at beginning of year		P160,000,000	P115,000,000
Issuances		-	45,000,000
Balance at end of year		160,000,000	160,000,000
<b>Subscribed</b>			
Balance at beginning of year		-	17,250,000
Subscriptions during the year		-	27,750,000
		-	45,000,000
<b>Less subscriptions receivable:</b>			
Balance at beginning of year		-	500
Collections		-	(500)
Balance at end of year		-	-
		-	45,000,000
Issuances		-	(45,000,000)
Balance at end of year		-	-
<b>SHARES HELD BY SUBSIDIARIES - At Cost</b>			
	16		
Balance at beginning of year		-	(52,000,000)
Sale of shares		-	52,000,000
Balance at end of year		-	-
		160,000,000	160,000,000
<b>RETAINED EARNINGS</b>			
Balance at beginning of year		103,781,012	83,538,533
Net income		93,866,600	138,569,320
Cash dividends	16	(45,500,320)	(118,326,841)
Balance at end of year		152,147,292	103,781,012

(Forward)

	Note	Years Ended December 31	
		2018	2017
<b>OTHER EQUITY RESERVES</b>			
Effect of pooling of interests	4	₱4,219,471	₱4,219,471
Acquisition of noncontrolling interests		50,973,111	50,973,111
		<b>55,192,582</b>	<b>55,192,582</b>
<b>OTHER COMPREHENSIVE LOSS</b>			
<i>Not to be reclassified to profit or loss when realized - remeasurement adjustments on net retirement benefits liability, net of deferred tax</i>			
	15	(46,288)	(46,288)
<b>NONCONTROLLING INTERESTS</b>			
Balance at beginning of year		-	24,715,536
Acquisition of noncontrolling interests	4	-	(59,036,211)
Net income		-	34,320,675
Balance at end of year		-	-
		<b>₱367,293,586</b>	<b>₱318,927,306</b>

See accompanying Notes to Consolidated Financial Statements.

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Note	Years Ended December 31	
		2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax		P133,482,462	P247,400,591
Adjustments for:			
Depreciation and amortization	9	53,426,092	15,641,285
Interest expense	12	16,065,157	1,232,519
Interest income		(1,195,358)	(1,431,571)
Retirement benefits expense	15	527,753	1,203,384
Unrealized gain on changes in FVPL	7	-	(156,697)
Operating income before working capital changes		202,306,106	263,889,511
Decrease (increase) in:			
Financial assets carried at FVPL		11,236,373	-
Trade receivables		(36,430,695)	(12,349,113)
Merchandise inventories		(13,058,745)	(32,879,451)
Deposits and advance rentals		(19,533,376)	(31,029,718)
Other current assets		(4,440,945)	(5,798,542)
Deferred input VAT		(2,379,386)	-
Increase in trade and other payables		64,281,550	21,460,372
Net cash generated from operations		201,980,882	203,293,059
Income tax paid		(48,518,634)	(64,757,240)
Interest paid		(16,065,157)	(1,232,519)
Interest received		1,195,358	1,431,571
Net cash flows from operating activities		138,592,449	138,734,871
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisitions of:			
Property and equipment	9	(146,439,570)	(87,075,749)
Intangible assets	10	(7,909,304)	(201,442,050)
Advances to related parties	14	(40,571,161)	(7,451,848)
Collection of advances to related parties	14	7,082,438	46,065,236
Proceeds from sale of shares held by subsidiaries	16	-	52,000,000
Net cash flows from investing activities		(187,837,597)	(197,904,411)

(Forward)

		Years Ended December 31	
	Note	2018	2017
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from:			
Issuance of promissory notes	12	₱246,700,000	₱332,500,000
Due to related parties	14	15,462,843	3,107,071
Avallment of mortgage loan	13	3,987,769	4,804,228
Stock subscription	16	-	27,750,000
Payments of:			
Notes payable	12	(247,135,896)	(20,750,000)
Mortgage payable	13	(2,451,949)	(1,001,622)
Advances from related parties	14	(1,254,719)	(1,581,857)
Cash dividends		-	(118,326,841)
Acquisition of noncontrolling interests		-	(8,063,100)
Collection of subscriptions receivable		-	500
<b>Net cash flows from financing activities</b>		<b>15,308,048</b>	<b>218,438,379</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>(33,937,100)</b>	<b>159,268,839</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		<b>294,434,879</b>	<b>135,166,040</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>₱260,497,779</b>	<b>₱294,434,879</b>
<b>SUPPLEMENTARY INFORMATION ON NONCASH ACTIVITY</b>			
Reclassification of advances to suppliers to property and equipment	8	₱3,896,000	₱-
<b>COMPONENTS OF CASH AND CASH EQUIVALENTS</b>			
Cash on hand		₱1,460,954	₱379,818
Cash in banks		225,069,804	225,662,655
Cash equivalents		33,967,021	68,392,406
		<b>₱260,497,779</b>	<b>₱294,434,879</b>

See accompanying Notes to Consolidated Financial Statements.



**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**AS AT AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017**

**1. Corporate Information**

Fruitas Holdings, Inc. (herein referred to as "FHI" or the "Parent Company") and its subsidiaries, collectively referred to as the "Group", were incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on the following dates:

Name of Companies	Date of Incorporation
Parent Company	February 18, 2015
Subsidiaries with direct ownership:	
Negril Trading, Inc. ( <i>doing Business under the Name and Style of De Original Jamaican Pattie Shop &amp; Juice Bar</i> ) (NTI)	June 20, 1990
Buko ni Fruitas Inc. (BNFI)	May 17, 2005
Fruitasgroup Incorporated ( <i>doing Business under the Name and Style of Bukoloco, Fruitasicecandy and 7,107 Halo Halo Islands</i> ) (FGI)	July 13, 2010
Subsidiaries with indirect ownership:	
Green Empire International Limited (GEIL)*	May 10, 2017
Oceanic Luck Limited (OLL)**	April 25, 2016

\*ownership through FGI

\*\*ownership through GEIL

The Parent Company is engaged in investment activities.

The principal activities and percentage of ownership of the Parent Company's subsidiaries as at 2018 and 2017, respectively are presented below.

Subsidiaries	Principal Activities	Principal Place of Business	Percentage of Ownership
<u>Direct</u>			
NTI	Production, processing and distribution of goods	Quezon City	100%
BNFI	Trading of goods	Quezon City	100%
FGI	Trading of goods	Quezon City	100%
<u>Indirect</u>			
GEIL	Holding company	British Virgin Islands	100%
OLL	Holding company	Samoan Islands	100%

In October 2017, the SEC approved the following amendments to the Parent Company's Articles of Incorporation (AOI):

- change in the Parent Company's name to "Frutas Holdings, Inc.";
- change in the Parent Company's registered office address from 68 Data St., Brgy. Don Manuel, Quezon City to No. 60 Cordillera St., Brgy. Dona Josefa, Quezon City, 1113;
- increase in the number of members of the Board of Directors (BOD) from five (5) to seven (7); and,
- 1:10 stock split resulting to decrease in par value from ₱1.00 to ₱0.10 a share and increasing the authorized capital stock from 500.0 million to 5.0 billion shares.

In February 2017, Lush Properties, Inc. (LPI), a company engaged in leasing/real estate activities, subscribed to additional 12.7 million common shares of FHI at ₱1 par value a share equivalent to ₱12.7 million. Further, LPI acquired the existing shares aggregating ₱87.1 million held by individual and corporate stockholders and shares held by subsidiaries. The transaction increased LPI's ownership interest in FHI to 87% and accordingly, made LPI the parent company of FHI. LPI is an entity incorporated in the Philippines.

In November 2017, the Parent Company received cash subscriptions aggregating ₱15.0 million from individual and corporate stockholders.

In February 2018, the SEC approved the following amendments to the AOI:

- of the seven (7) directors, at least three (3) should be independent; and
- that the authorized capital stock of FHI amounting to ₱500.0 million shall be divided into (a) 3.0 billion preferred shares at one centavo (₱0.01) par value a share; and (b) 4.7 billion common shares at ten centavos (₱0.10) par value a share.

*NTI.* In July 2018, NTI acquired the assets, intellectual property rights, recipes and other know-how related to *Sabroso Lechon* brand from Sabroso Lechon Inc. (SLI). The acquisition was completed following the fulfillment of the closing conditions of the Contract to Sell and Deed of Assignment of Registered Trademark and the payment of the related consideration amounting to ₱28.3 million (see Note 4).

In October 2017, FHI acquired 2,152 shares of NTI from the remaining individual stockholders for ₱470,200 to increase FHI's ownership interest to 100%. On the same date, FHI also subscribed to additional 436,625 shares of NTI at ₱255 per share or for a total consideration of ₱111.3 million.

*BNFI.* In October 2017, FHI acquired 13,494 shares of BNFI from the remaining individual stockholders for ₱4.0 million to increase FHI's ownership interest to 100%. On the same date, FHI also subscribed to additional 331,500 shares of BNFI at ₱355 per share or for a total consideration of ₱117.7 million.

*FGI.* In October 2017, FHI acquired 124,992 shares of FGI from the remaining individual stockholders for ₱12.7 million to increase FHI's equity interest in FGI to 100%. Subsequently, FHI also subscribed to additional 400,000 shares of FGI at par and paid ₱82.0 million.

In August 2017, FGI subscribed to 1 share of GEIL for US\$1. In December 2017, FGI subscribed to additional 40,000 shares for US\$4.0 million (equivalent to ₱200.2 million) at US\$100 per share equivalent to 100% equity interest. GEIL then acquired 100% of OLL. OLL holds the intellectual property rights to certain brands including *Fruitas*, *The Mango Farm*, *Shou*, *Black Pearl*, *Friends Fries* and *Juice Avenue*. GEIL was incorporated and domiciled in the British Virgin Islands. OLL was incorporated and domiciled in the Samoan Islands.

In February 2017, the BOD of FGI and BNFI approved certain reorganization activities wherein FGI and BNFI obtained the rights to the lease of various outlets previously owned by related and third parties. The primary purpose of the reorganization activities is to integrate the operating activities of *Fruitas* brands to the Group, which will result in the economies of scale and efficiency of operations and more productive use of the properties of the Group. The obligations for rental deposits on leases were transferred to the Group through an assignment of lease agreement.

The above amendments and equity transactions are pursuant to the planned listing with the Philippine Stock Exchange (PSE) and the public offering of the shares of the Group. As at December 31, 2018, the Group is in the process of completing the required documentation with the SEC and PSE.

The consolidated financial statements of the Group as at and for the years ended December 31, 2018 and 2017 were approved and authorized for issuance by the BOD on April 1, 2019.

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## 2. Summary of Significant Accounting and Reporting Policies

The significant accounting policies used in the presentation of the consolidated financial statements are consistently applied to all the years presented, unless otherwise stated.

### **Basis of Preparation and Statement of Compliance**

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs) issued by the Philippine Financial Reporting Standards Council and adopted by the SEC, including SEC pronouncements. This financial reporting framework includes PFRSs, Philippine Accounting Standards (PASs) and Philippine interpretations from International Financial Reporting Interpretations Committee.

### **Bases of Measurement**

The consolidated financial statements of the Group have been prepared on a historical cost basis; except for financial assets at fair value through profit or loss (FVPL), and are presented in Philippine Peso (Peso), the Group's functional currency. All amounts are rounded to the nearest Peso unless otherwise indicated.

Historical cost is generally based on the fair value of the consideration given in exchange of assets and the fair value of the consideration received in exchange for incurring a liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group uses observable market data to the extent possible when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

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

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 26 to the consolidated financial statements.

#### **New and Amended Standards and Interpretations**

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new and amended standards and interpretations which the Group adopted effective January 1, 2018:

- PFRS 9, *Financial Instruments*

PFRS 9 replaces PAS 39, *Financial Instruments: Recognition and Measurement* (and all the previous versions of PFRS 9), bringing together all aspects of the accounting for financial instruments: classification and measurement of financial assets and financial liabilities, impairment, hedge accounting, recognition and derecognition.

PFRS 9 requires all recognized financial assets to be subsequently measured at amortized cost or fair value (through profit or loss or through other comprehensive income), depending on the classification by reference to the business model within which these are held and the contractual cash flow characteristics.

For financial liabilities, the most significant effect of PFRS 9 relates to cases where the fair value option is taken, the amount of change in fair value of a financial liability designated as at FVPL that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income (rather than in profit or loss), unless this creates an accounting mismatch.

For the impairment of financial assets, PFRS 9 introduces an "expected credit loss" (ECL) model based on the concept of providing for expected losses at the inception of a contract; recognition of a credit loss should no longer wait for there to be objective evidence of impairment.

For hedge accounting, PFRS 9 introduces a substantial overhaul allowing consolidated financial statements to better reflect how risk management activities are undertaken when hedging financial and non-financial risk exposures.

The derecognition provisions are carried over almost unchanged from PAS 39.

The Group has performed an assessment and determined the following impact of PFRS 9 on its financial instruments. As allowed under transitory provisions of PFRS 9, the Group applied the requirements of PFRS 9 retrospectively. The Group's retrospective application of PFRS 9, however, did not result in restatement of account balances in comparative periods or any adjustment in the opening retained earnings of the earliest period presented in the consolidated financial statements.

*Classification and Measurement.* Based on the Group's analysis of its business model and the contractual cash flow characteristics of its financial assets and liabilities as at December 31, 2018, the Group has concluded that all of its financial assets and financial liabilities shall continue to be measured on the same basis as under PAS 39, *Financial Instruments* but shall be classified under PFRS 9.

The application of the classification and measurement requirements under PFRS 9 did not materially affect the carrying amounts of the Group's financial instruments as at January 1, 2017.

*Impairment.* The adoption of PFRS 9 has fundamentally changed the Group's accounting for impairment losses for financial assets by replacing PAS 39 "incurred loss approach" with a forward-looking ECL approach. PFRS 9 requires the Group to recognize an allowance for ECL for all financial assets not held at FVPL.

The Group assessed that the adoption of PFRS 9, specifically on determining impairment loss using simplified and general approach, has no significant impact on the carrying amounts of the Group's financial assets carried at amortized cost.

*Hedging.* The Group does not have transactions that will require the use of hedge accounting.

- PFRS 15, *Revenue from Contracts with Customers*

PFRS 15 supersedes PAS 11, *Construction Contracts*, PAS 18, *Revenue*, and related Interpretations and it applies, with limited exceptions, to all revenue arising from contracts with its customers. PFRS 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

PFRS 15 requires entities to exercise judgment, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

- **Amendments to PFRS 15, *Revenue from Contract with Customers - Clarifications to PFRS 15***

The amendments provide clarifications on the following topics: (a) Identifying performance obligations; (b) principal versus agent considerations; and (c) licensing. The amendments also provide some transition relief for modified contracts and completed contracts.

All of the Group's contracts with customers generally undertake to provide single performance obligation, at a fixed price, which is mainly sale of goods and franchise fee. Thus, the allocation of transaction price to the single performance obligation is not applicable. The Group recognizes revenue as the goods are transferred to the customer at the point of delivery.

Based on the franchise agreement, the consideration for the payment of non-refundable franchise fee is related to the delivery of materials, store equipment and all expenses incurred by the Group in assisting the franchisees for setting up the related franchise at the inception of the agreement. The Group has assessed that the performance obligation under the franchise agreement is the delivery of materials and store equipment necessary to operate the franchise store. Accordingly, the performance obligation is satisfied upon delivery of the said materials and store equipment.

Whereas, the royalty fee paid by the franchisee throughout the term of the franchise agreement is the consideration for the continuing grant of the franchise until the expiration of the term of the franchise agreement.

The adoption of PFRS 15 has no significant impact on the Group's consolidated financial statements.

Several other amendments and interpretations apply for the first time in 2018, but do not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective as at December 31, 2018.

**New and Amended PFRS Issued But Not Yet Effective**

Relevant new and amended PFRS, which are not yet effective for the year ended December 31, 2018 and have not been applied in preparing the consolidated financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2019 -

- **PFRS 16, *Leases***

PFRS 16 replaces PAS 17 *Leases*, IFRIC 4, *Determining whether an Arrangement contains a Lease*, SIC-15, *Operating Leases-Incentives*, and SIC-27, *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. PFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under PAS 17. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will also be required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under PFRS 16 is substantially unchanged from today's accounting under PAS 17. Lessors will continue to classify all leases using the same classification principle as in PAS 17 and distinguish between two types of leases: operating and finance leases.

For the Group's operating lease commitments as at December 31, 2018, a preliminary assessment indicates that these arrangements will continue to meet the definition of a lease under PFRS 16. Thus, the Group will have to recognize a right-of-use asset and a corresponding liability in respect of all these leases - unless these qualify for low value or short-term leases upon the application of PFRS 16 - which might have a significant impact on the amounts recognized in the Group's consolidated financial statements.

Under prevailing circumstances, the adoption of PFRS 16 is not expected to have any material effect on the consolidated financial statements of the Group. However, it is not practicable to provide a reasonable estimate of that effect until the Group has completed the review.

#### **Basis of Consolidation**

The consolidated financial statements include the accounts of the Parent Company and its subsidiaries.

#### **Subsidiaries**

A subsidiary is an entity that is controlled by the Parent Company. A subsidiary is consolidated from the date when control is transferred to the Parent Company directly or through a holding company. Control is achieved when the Parent Company is exposed or has rights to variable returns from its investment with the investee and has the ability to affect those returns through its power over the investee. A subsidiary is deconsolidated from the date when control ceases.

The financial statements of the subsidiaries are prepared for the same reporting year as that of the Parent Company using uniform accounting policies. Significant intercompany transactions and balances, including intercompany profits, dividends and unrealized profits and losses, are eliminated in full.

A change in ownership interest of a subsidiary, without a change in control, is accounted for as an equity transaction.

If the Parent Company loses control over a subsidiary, the Group: (a) derecognizes the assets and liabilities of the subsidiary; (b) derecognizes the carrying amounts of any noncontrolling interest; (c) derecognizes the cumulative translation differences recorded in equity; (d) recognizes the fair value of consideration received; (e) recognizes the fair value of any investment retained; (f) recognizes any surplus or deficit in profit or loss; and (g) reclassifies the Parent Company's share of components previously recognized in other comprehensive income to profit or loss.

#### **Noncontrolling Interests**

Noncontrolling interests represent the equity interest of the subsidiaries not owned, directly or indirectly, by the Parent Company. The noncontrolling interests share in the losses of a subsidiary even if that results in a deficit balance.

#### **Business Combination**

Business combination is accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree. Acquisition-related costs incurred are expensed and included in general and administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date, including the separation of embedded derivatives in host contracts by the acquiree, if any.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with PFRS 9 either in statements of comprehensive income or as a change to other comprehensive income. If the contingent consideration is not within the scope of PFRS 9, it is measured in accordance with appropriate PFRS. Contingent consideration that is classified as equity is not remeasured until it is finally settled and accounted for within equity.

If necessary information, such as fair value of assets and liabilities acquired, is not available by the end of the reporting period in which the business combination occurs, provisional amounts are used for a period not exceeding one year from the date of acquisition or the measurement period. During this period, provisional amounts recognized for a business combination may be retrospectively adjusted if relevant information has been obtained or becomes available.

The Group also considers whether the acquisition represents an acquisition of a business or a group of assets. The Group accounts for an acquisition as a business if it acquires an integrated set of business processes in addition to the group of assets acquired.

#### **Financial Assets and Liabilities**

##### **Recognition and Measurement**

*Date of Recognition.* The Group recognizes a financial asset or a financial liability in the consolidated statements of financial position when it becomes a party to the contractual provisions of a financial 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 and Measurement.* 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 initial measurement of financial instruments, except for those designated at FVPL, includes transaction cost.



*"Day 1" Difference.* Where the transaction in a non-active market is different from the fair value of 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" difference) in profit or loss. In cases where there is no observable data on inception, the Group deems the transaction price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss 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" difference.

#### **Classification**

*Classification of Financial Instruments.* The Group classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost and (c) financial assets at FVOCI. Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or financial liabilities at amortized cost. The classification of a financial instrument largely depends on the Group's business model and its contractual cash flow characteristics.

As at December 31, 2018 and 2017, the Group has no financial instruments classified as financial assets at FVOCI and financial liabilities at FVPL.

*Classification of Financial Instruments between Liability and Equity.* A financial instrument is classified as liability if it provides for a contractual obligation to:

- Deliver cash or another financial asset to another entity;
- 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.

*Financial Assets at Amortized Cost.* Financial assets shall be measured at amortized cost if both of the following conditions are met:

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

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As at December 31, 2018 and 2017, the Group's cash and cash equivalents, trade receivables and due from related parties are classified under this category (see Notes 5 and 14).

*Financial Assets at FVPL.* Financial assets that do not meet the criteria for being measured at amortized cost or FVOCI are classified under this category. Specifically, financial assets at FVPL include financial assets that are (a) held for trading, (b) designated upon initial recognition at FVPL, or (c) mandatorily required to be measured at fair value.

Financial assets are classified as held for trading if these are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless these are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at FVOCI, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVPL are measured at fair value at each reporting date, with any fair value gains or losses recognized in profit or loss to the extent these are not part of a designated hedging relationship.

The Group's investments in Unit Investment Trust Funds (UITF) which are held for trading are included in this category.

*Financial Liabilities at Amortized Cost.* Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or through the amortization process.

As at December 31, 2018 and 2017, the Group's trade and other payables (except statutory payables), dividends payable, notes payable, mortgage payable and amounts due to related parties are classified under this category (see Notes 11, 12, 13, 14 and 16).

#### **Reclassification**

The Group reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVPL, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in profit or loss.

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from a difference between the previous amortized cost of the financial asset and fair value is recognized in other comprehensive income (OCI).

For a financial asset reclassified out of the financial assets at FVPL category to financial assets at amortized cost, its fair value at the reclassification date becomes its new gross carrying amount.

In the case of a financial asset that does not have a fixed maturity, the gain or loss shall be recognized in profit or loss when the financial asset is sold or disposed. If the financial asset is subsequently impaired, any previous gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

For a financial asset reclassified out of the financial assets at FVPL category to financial assets at FVOCI, its fair value at the reclassification date becomes its new gross carrying amount. Meanwhile, for a financial asset reclassified out of the financial assets at FVOCI category to financial assets at FVPL, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss as a reclassification adjustment at the reclassification date.

#### **Impairment of Financial Assets at Amortized Cost**

The Group records an allowance for ECL which is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

*Trade Receivables.* For trade receivables, the Group has applied the simplified approach in measuring ECLs.

Simplified approach requires that ECL should always be based on the lifetime ECL. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

*Other Financial Instruments Measured at Amortized Cost.* For these debt instruments, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date.

However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

### 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 right to receive cash flows from the asset has expired;
- the Group retains the right to receive cash flows from the financial 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 right to receive cash flows from the financial 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 right to receive cash flows from a financial asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset nor transferred control of the financial asset, the financial asset is recognized to the extent of the Group’s continuing involvement in the financial asset. Continuing involvement that takes the form of a guarantee over the transferred financial asset is measured at the lower of the original carrying amount of the financial asset and the maximum amount of consideration that the Group could be required to repay.

*Financial Liabilities.* A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income.

A modification is considered substantial if the present value of the cash flows under the new terms, including net fees paid or received and discounted using the original effective interest rate, is different by at least 10% from the discounted present value of remaining cash flows of the original liability.

The fair value of the modified financial liability is determined based on its expected cash flows, discounted using the interest rate at which the Group could raise debt with similar terms and conditions in the market. The difference between the carrying amount of the original liability and fair value of the new liability is recognized in the consolidated statement of comprehensive income.

On the other hand, if the difference does not meet the 10% threshold, the original debt is not extinguished but merely modified. In such case, the carrying amount is adjusted by the costs or fees paid or received in the restructuring.

#### **Offsetting of Financial Assets and Liabilities**

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

#### **Merchandise Inventories**

Merchandise inventories are carried at the lower of cost and net realizable value (NRV). The NRV of inventories is the estimated selling price in the ordinary course of business, less the estimated costs of completion and costs necessary to make the sale. Cost is determined using first-in, first-out method.

At each reporting date, inventories are assessed for impairment. If inventory is impaired, the carrying amount is reduced to its NRV. Impairment loss is recognized immediately in profit or loss.

When inventories are sold, the carrying amount of those inventories is recognized to profit or loss in the year when the related revenue is recognized.

#### **Deposits and Advance Rentals**

Deposits and advance rentals represent payments for security, utilities and other deposits made in relation to the lease agreements entered into by the Group. These are carried at face amounts and will generally be applied as lease payments toward the end of the lease terms.

#### **Other Current Assets**

Other current assets mainly pertain to prepayments, construction bond, advances to suppliers, advances to officers and employees, input VAT and others, which are stated at cost, less allowance for any impairment in value.

*Prepayments.* Prepayments are expenses paid in advance and recorded as assets before these are utilized. Prepayments are apportioned over the period covered by the payment and included in profit or loss when incurred. Prepayments that are expected to be realized for no more than 12 months after the financial reporting period are classified as current assets. Otherwise, these are classified as noncurrent assets.

*Construction Bond.* Construction bond is initially recorded at transaction price and subsequently measured at the undiscounted amount of cash or other consideration expected to be received.

*Advances to Suppliers.* Advances to suppliers are recognized whenever the Group pays in advance for its purchase of goods and supplies. The advances to suppliers are measured at transaction price less impairment in value, if any.

*Advances to Officers and Employees.* Advances to officers and employees pertain to advances made by the Group to employees to fund for working capital expenditures. These are subject to liquidation and are measured at transaction price less impairment in value, if any.

*Input VAT.* Revenue, expenses and assets are generally recognized net of the amount of VAT. The net amount of input VAT recoverable from the taxation authority is presented as "Input VAT".

### Property and Equipment

Property and equipment, except land, are stated at cost less accumulated depreciation and amortization and any impairment in value. Land is stated at cost less any impairment in value.

Cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the period the 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 is calculated on a straight-line basis over the following estimated useful lives of the property and equipment:

<u>Asset Type</u>	<u>Number of Years</u>
Leasehold improvements	5 years or term of lease, whichever is shorter
Transportation equipment	5-10
Office furniture, fixtures and equipment	2-5
Store furniture, fixtures and equipment	2-5

The useful lives and depreciation and amortization method are reviewed periodically to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits for the use of property and equipment.

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

When property and equipment are sold or retired, their cost, accumulated depreciation and amortization and any allowance for impairment in value are eliminated and any resulting gain or loss is included in profit or loss.

### Intangible Assets

Intangible assets are identifiable non-monetary assets of the Group without physical substance held for use in operations, the production of goods or services and for rental to others. This account includes the following:

*Brand Names.* The cost of an intangible asset acquired in a business combination is its fair value at the date of acquisition. Subsequently, intangible asset is carried at cost less any accumulated impairment losses.

The Group assessed the useful life of brand names to be indefinite. Based on an analysis of all the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate cash inflows for the Group.

Brand names with indefinite useful lives are tested for impairment annually, either individually or at the cash-generating unit level. Such intangibles are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

The Relief-from-Royalty Method was used in the valuation of the brands.

Under the relief-from-royalty method, the value of an intangible asset is determined by reference to the value of the hypothetical royalty payments that would be saved through owning the asset, as compared with licensing the intangible asset from a third party. The hypothetical royalty payments over the life of the intangible asset are adjusted for tax and discounted to present value at the valuation date. Conceptually, the method may also be viewed as a discounted cash flow method applied the cash flow that the owner of the intangible asset could receive through licensing the intangible asset to third parties.

*Software License.* Software license is measured initially at cost which is the amount of the purchase consideration. Following initial recognition, software license is carried at cost less accumulated amortization and any accumulated impairment losses. The Group's software license has a term of five years and is amortized over such period using the straight-line method. The useful life and amortization method for software license are reviewed at least at each reporting date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the software is accounted for by changing the useful life and amortization method, as appropriate, and treated as a change in accounting estimates. The amortization expense on software is recognized in the profit or loss.

Gains or losses arising from the disposal of intangible assets 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 Nonfinancial Assets**

The carrying amounts of nonfinancial assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Brand names with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. If any such indication exists and when the carrying amounts exceed the estimated recoverable amounts, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of the fair value less cost to sell or value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an orderly transaction between market participants less the cost of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax 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 are recognized in profit or loss.

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. In such instance, the carrying amount of the asset is increased to its recoverable amount. However, 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 reversal, the depreciation and amortization charges are adjusted in future years to allocate the asset's revised carrying amount, on a systematic basis over its remaining useful life.

### Operating Segments

The Group operates using different brand names on which operating results are regularly monitored by the chief operating decision-maker (CODM) for the purpose of making decisions regarding resource allocation and performance assessment. The CODM has been identified as the Chief Executive Officer of the Group. However, as permitted by PFRS 8, *Operating Segments*, the Group has aggregated these segments into a single operating segment to which it derives its revenues and incurs expenses as these segments have the same economic characteristics and are similar in the following respects:

- the nature of products and services;
- the nature of production processes;
- the type or class of customer for the products and services; and
- the methods used to distribute their products and services.

### Equity

*Common Stock.* Common stock represents the par value of issued common shares. Unpaid subscriptions are recognized as a reduction from subscribed capital shares.

*Preferred Stock.* Preferred shares are voting, cumulative, nonparticipating and nonconvertible and nonredeemable.

*Retained Earnings.* Retained earnings represent the cumulative balance of net income, net of any dividend declaration.

*Shares Held by Subsidiaries.* Shares of Parent Company held by subsidiaries are treated as treasury shares. These are recognized at cost and deducted from equity. No gain or loss is recognized in the Parent Company's consolidated statements of comprehensive income on the purchase, sale, issue or cancellation of the Parent Company's own equity instruments. When the shares are retired, the capital account is reduced by its par value and the excess of cost over par value upon retirement is debited to APIC, to the extent of the specific or average APIC when the shares were issued, and to retained earnings for the remaining balance. Voting rights related to treasury shares are nullified for the Parent Company and no dividends are allocated to them.

*Other Equity Reserves.* Other equity reserves consist of the difference between the equity of the subsidiaries attributable to the Parent Company's interest and the purchase price.

*Other Comprehensive Loss.* This pertains to the accumulated remeasurement loss on the Group's retirement benefits liability arising from experience adjustments and changes in financial assumptions. Remeasurements of retirement benefits liability, and the corresponding deferred tax component, are recognized immediately in other comprehensive loss and are included in equity. These are not reclassified to profit or loss in subsequent periods.

### Earnings Per Share (EPS) Attributable to the Equity Holders of the Parent

Basic EPS is calculated by dividing the net income by the weighted average number of common shares outstanding during the year, with retroactive adjustments for any stock dividends declared and stock split.

Diluted EPS is computed by adjusting the weighted average number of common shares outstanding to assume conversion of all the dilutive potential common shares into common shares.

The Group has no dilutive potential common shares.



## Income Recognition

### **Revenue**

The Group generates revenue primarily from sale of goods.

*Revenue from Contracts with Customers.* Revenue from contract with customers is recognized when the performance obligation in the contract has been satisfied, either at a point in time or over time. Revenue is recognized over time if one of the following criteria is met: (a) the customer simultaneously receives and consumes the benefits as the Group performs its obligations; (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

The Group also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Group has assessed that it acts as a principal in all of its revenue sources.

The following specific recognition criteria must also be met before revenue is recognized.

*Net Sales.* Revenue is recognized, net of sales returns and discounts, when the significant risks and rewards of ownership of the goods have passed to the customers, which is normally upon delivery to and acceptance of the goods by the buyer.

*Franchise Fees.* Revenue from franchisees includes continuing royalty and initial franchise fees. Royalty fees are recognized in the period earned. Initial franchise fees are recognized upon opening of a store when the Group has performed substantially all of the performance obligations required under the franchise agreement. These are presented net of final tax.

*Rental Income.* Rental income is recognized on a straight-line basis over the lease term.

### **Other Income**

*Interest Income.* Interest income is recognized as it accrues, using the effective interest method.

*Other Income.* Income from other sources is recognized when earned during the period.

## Cost and Expense Recognition

Costs and expenses are recognized in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably.

*Cost of Sales.* Cost of sales includes expenses directly related to the production and sale of food products. Cost of sales is recognized at the time the related inventories are sold to consumers.

*Selling and Distribution Expenses.* Selling and distribution expenses constitute costs of selling and distribution of the goods to customers that are not qualified as cost of sales. These are expensed as incurred.

*General and Administrative Expenses.* General and administrative expenses constitute costs of administering the business. These are expensed as incurred.

*Interest Expense.* Interest expense includes interest expense and other finance costs. These are expensed as incurred. Interest expense is recognized in profit or loss using the effective interest method.

#### Retirement Benefits

The Group has an unfunded, noncontributory defined benefit plan covering all qualified employees. The retirement benefits cost is determined using the projected unit credit method which reflects services rendered by employees to the date of valuation and incorporates assumptions concerning employees' projected salaries.

The Group recognizes current service costs and interest expense on the retirement benefits liability in profit or loss.

The Group determines the interest expense on retirement benefits liability by applying the discount rate to the retirement benefits liability at the beginning of the year, taking into account any changes in the liability during the period as a result of benefit payments.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding interest cost on defined benefits liability) are recognized immediately in consolidated OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

The retirement benefits liability recognized by the Group is the present value of the defined benefits obligation. This is determined by discounting the estimated future cash outflows using risk-free interest rates of government bonds that have terms to maturity approximating the terms of the related retirement benefits liability.

Actuarial valuations are made with sufficient regularity that the amounts recognized in the consolidated financial statements do not differ materially from the amounts that would be determined at the reporting date.

#### Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset. A reassessment is made after inception of the lease only if one of the following applies:

- a. there is a change in contractual terms, other than a renewal or extension of the arrangement;
- b. a renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term;
- c. there is a change in the determination of whether fulfillment is dependent on a specified asset;  
or
- d. there is a substantial change to the asset.

Where reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios (a), (c) or (d) and at the date of renewal or extension period for scenario (b).

*Group as Lessee.* Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognized as expense in profit or loss using straight-line basis over the lease term.

*Group as Lessor.* Leases where the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Rental income is recognized in profit or loss on a straight-line basis over the noncancellable lease term. If the arrangement is determined to be cancellable, the Group recognizes rental income when earned, based on the contractual terms of the lease agreements.

### Foreign Currency Translation

The functional currency of the entities of the Group is the Philippine Peso except for GEIL and OLL, with functional currency in the United States (US) dollar (\$). Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded using the prevailing exchange rate at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency rate of exchange at the reporting date. All differences are taken to the consolidated statements of comprehensive income. For income tax reporting purposes, foreign exchange gains or losses are treated as taxable income or deductible expenses in the year such are realized.

The assets and liabilities of GEIL and OLL are translated into Philippine Peso at the rate of exchange ruling at the reporting date and income and expenses are translated to Philippine Peso at monthly average exchange rates. The exchange differences arising on the translation are taken directly to OCI and presented as a separate component of equity under the "Accumulated translation adjustment" account. There are no exchange differences recognized as at December 31, 2018.

### Income Taxes

*Current Tax.* Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate and tax laws used to compute the amount are those that have been enacted or substantively enacted as at the reporting date.

*Deferred Tax.* Deferred tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and carryforward benefits of net operating loss carryover (NOLCO) and the excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carryforward benefits of NOLCO and MCIT can be utilized.

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

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

Deferred tax is recognized in profit or loss except to the extent that it relates to items directly recognized in OCI.

*Offsetting.* Current tax assets and current tax liabilities are offset, or deferred tax assets and deferred tax liabilities are offset if, and only if, an enforceable right exists to set off the amounts and it can be demonstrated without undue cost or effort that the Group plans either to settle on a net basis or to realize the asset and settle the liability simultaneously.

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

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

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

Related party transactions consist of transfers of resources, services or obligations between the Group and its related parties, regardless of whether a price is charged.

#### **Provisions**

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

#### **Contingencies**

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

#### **Events after the Reporting Date**

Events after the reporting date that provide additional information about the Group's financial position at the reporting 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 consolidated financial statements when material.

### 3. Significant Accounting Judgments and Estimates

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The preparation of the Group's consolidated financial statements requires management to make judgments and estimates that affect the amounts reported in the consolidated financial statements. The judgments and estimates used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as at the reporting date.

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 estimated amounts. Actual results could differ from such estimates.

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

The following are the significant judgments and estimates made by the Group:

*Determining Functional Currency.* The functional currency of the companies in the Group has been determined to be the Philippine Peso except for certain subsidiaries whose functional currency is the US dollar. The Philippine Peso is the currency that mainly influences the sale of goods and the costs of sales.

*Assessing Group Reorganization.* Group reorganization involving entities under common control is outside the scope of PFRS 3 and there is no other specific PFRSs guidance. Accordingly, management used its judgment to develop an accounting policy that is relevant and reliable, in accordance with PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

The management assessed that the substance of the group reorganization does not constitute "purchase" of companies but pooling or merging of the assets and liabilities of the Group. Hence, the most relevant and reliable accounting policy adopted by the Group is the pooling of interests method of accounting.

The Group elected a policy to restate the financial information in the consolidated financial statements for periods prior to the reorganization of the entities under common control to reflect the reorganization as if it had occurred from the beginning of the earliest period presented in the consolidated financial statements, regardless of the actual date of the reorganization.

*Accounting for Business Acquisition.* At the time of acquisition, the Group considers whether the acquisition represents an acquisition of a business or a group of assets. The Group accounts for an acquisition as a business combination if it acquires an integrated set of business processes in addition to the group of assets acquired.

The Group accounts for acquired businesses using the acquisition method of accounting which requires that the assets acquired and the liabilities assumed are recognized at the date of acquisition based on their respective fair values.

The application of the acquisition method requires certain estimates and assumptions concerning the determination of the fair values of acquired intangible assets and property and equipment, as well as liabilities assumed at the acquisition date. Moreover, the useful lives of the acquired intangible assets and property and equipment have to be determined. Accordingly, for significant acquisitions, the Group obtains assistance from valuation specialists. The valuations are based on information available at the acquisition date. The Group's acquisitions have resulted in the recognition of intangible assets with indefinite lives.

*Classifying Operating Segments.* The Group is organized into operating segments based on brand names but the Group has aggregated the brand names into a single operating segment as allowed under PFRS 8 due to their similar characteristics. This is evidenced by a consistent range of gross margin across all brand outlets as well as uniformity in sales increase and trending for all outlets, regardless of the brand name. Moreover, all brands have the following business characteristics:

- (a) Similar nature of products/services offered and methods to distribute products and provide services;
- (b) Similar class of target customers; and
- (c) Primary place of operations is in the Philippines.

*Identifying Performance Obligations and Timing of Satisfaction of Revenues.* The Group enters into contracts with its customers to sell goods where revenue from company-owned outlets and sale of goods are recognized. The Group determined that all the goods prior to transfer to its respective customers are in its full ownership. The Group concluded that it transfers control over its goods and services, at a point in time, upon receipt of the customer.

For revenue from franchise fee, the performance obligation under the franchise agreement is the delivery of materials and store equipment necessary to operate the franchise store, as this is deemed to be the time that the franchisee obtains control of the promised goods and therefore the benefits of unimpeded access.

*Assessing ECL of Trade Receivables.* When the Group assessed that there is a significant change in the credit risk, the Group estimates ECL using a provision matrix. Depending on the diversity of its debtor's base, the Group uses its historical credit loss experience adjusted for forward-looking factors, as appropriate. The information about the ECL assessment on the Group's trade and other receivables is disclosed in Note 25 to the consolidated financial statements.

The carrying amounts of the Group's trade receivables amounted to ₱55.6 million and ₱19.2 million as at December 31, 2018 and 2017, respectively (see Note 5).

*Assessing ECL on Other Financial Assets at Amortized Cost.* The Group determines the allowance for ECL using general approach based on the probability-weighted estimate of the present value of all cash shortfalls over the expected life of financial assets at amortized cost. ECL is provided for credit losses that result from possible default events within the next 12-months unless there has been a significant increase in credit risk since initial recognition in which case ECL are provided based on lifetime ECL.

When determining if there has been a significant increase in credit risk, the Group considers reasonable and supportable information that is available without undue cost or effort and that is relevant for the particular financial instrument being assessed such as, but not limited to, the following factors:

- Actual or expected external and internal credit rating downgrade;
- Existing or forecasted adverse changes in business, financial or economic conditions; and,
- Actual or expected significant adverse changes in the operating results of the borrower

The Group also considers financial assets that are more than 30 days past due to be the latest point at which lifetime ECL should be recognized unless it can demonstrate that this does not represent a significant risk in credit risk such as when non-payment was an administrative oversight rather than resulting from financial difficulty of the borrower.

The Group has assessed that the ECL on other financial assets at amortized cost is not material because the transactions with respect to these financial assets were entered into by the Group only with reputable banks and companies with good credit standing and relatively low risk of defaults. Accordingly, no provision for ECL on other financial assets at amortized cost was recognized in 2018 and 2017. The carrying amounts of other financial assets at amortized cost are as follows:

Asset Type	Note	2018	2017
Cash in banks		₱260,497,779	₱294,434,879
Due from related parties	14	40,571,161	7,082,438

*Classifying Leases - Group as Lessor.* The Group entered into a sublease agreement of foodpark spaces. The Group determined, based on the evaluation of terms and conditions of agreement, that the lessor retains all the significant risks and rewards of ownership of the foodpark spaces. Thus, the agreement is accounted for as an operating lease.

Rental income amounted to ₱9.4 million and ₱2.2 million in 2018 and 2017, respectively (see Note 21).

*Classifying Leases - Group as Lessee.* The Group has entered into commercial property leases for its stores. The Group has determined that the risks and rewards of ownership related to the leased property are retained by the lessor. Accordingly, the agreements are accounted for as operating leases.

Rental expense amounted to ₱228.5 million and ₱176.6 million in 2018 and 2017, respectively (see Note 21).

*Estimating Fair Value of Financial Assets Carried at FVPL.* The Group carries an investment in UITF, which requires extensive use of accounting estimates and judgments. Fair value determination is generally based on quoted market prices. If prices are not readily determinable or if liquidating the positions is reasonably expected to affect market prices, fair value is based on either internal valuation models or management's estimate of amounts that could be realized under current market conditions, assuming an orderly liquidation over a reasonable period of time. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair the value of these financial assets would affect asset, profit or loss and equity.

The fair value of the Group's financial assets carried at FVPL amounted to ₱11.2 million as at December 31, 2017 (see Note 7).

*Evaluating NRV of Merchandise Inventories.* The Group assesses at the end of each reporting period whether its merchandise inventories are impaired. Whenever the NRV becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes, the Group recognizes an impairment loss. A new assessment is made of the NRV in each subsequent period. When the circumstances that previously caused the inventories to be impaired no longer exist or when there is clear evidence of an increase in the NRV because of changed economic circumstances, the amount of the impairment loss is reversed (i.e., the reversal is limited to the amount of the original write-down) so that the new carrying amount is the lower of the cost and the NRV.

The cost of merchandise inventories is lower than its NRV. No impairment loss was recognized in 2018 and 2017. Merchandise inventories amounted to ₱52.0 million and ₱39.0 million as at December 31, 2018 and 2017, respectively (see Note 6).

*Estimating Useful Lives of Property and Equipment (Except Land) and Intangible Assets.* The useful lives of the Group's property and equipment (except land) and intangible asset are estimated based on the period over which the assets are expected to be available for use. Such estimation is based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful lives of each asset are reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

It is possible, however, that future results of operations could be materially affected by changes in the amounts and timing of recorded expenses brought about by the changes in the factors mentioned above. A reduction in the estimated useful lives of any property and equipment would increase the recorded operating expenses and decrease noncurrent assets. In 2018, the useful life of certain item of intangible assets was shortened from four years to one year and this resulted in additional amortization of ₱1.2 million.

The carrying amount of property and equipment and intangible assets aggregated to ₱390.6 million and ₱285.8 million as at December 31, 2018 and 2017, respectively (see Notes 9 and 10).

*Assessing Impairment of Brands with Indefinite Useful Life.* The Group tests annually whether any impairment in brand names is to be recognized in accordance with the related accounting policy in Note 2. The recoverable amounts of cash-generating units (CGUs) have been determined based on the higher of fair value less costs to sell and value in use calculations, which require the use of estimates. Based on the impairment testing conducted, the recoverable amounts of the CGUs as at December 31, 2018 and 2017, calculated based on value in use are greater than the corresponding carrying amounts of the CGUs as at the same dates.

No impairment loss was recognized in 2018 and 2017. The carrying amount of brand names amounted to ₱204.9 million and ₱200.2 million as at December 31, 2018 and 2017, respectively (see Note 10).

The carrying amount of intangible assets amounted to ₱207.9 million and ₱201.3 million as at December 31, 2018 and 2017, respectively (see Note 10).



*Determining Impairment Indicators for Other Nonfinancial Assets.* The Group assesses impairment on its deposits and advance rentals, other current assets, property and equipment and intangible assets whenever events or changes in circumstances indicate that the carrying amounts of the assets or group of assets may not be recoverable. The relevant factors that the Group considers in deciding whether to perform an asset impairment review include, among others, the following:

- significant underperformance of a business in relation to expectations;
- significant negative industry or economic trends; and
- significant changes or planned changes in the use of the assets.

Management has assessed that there are no indicators of impairment on the nonfinancial assets of the Group. Accordingly, no impairment was recognized in 2018 and 2017. The carrying amounts of the Group's nonfinancial assets aggregated ₱482.5 million and ₱357.6 million as at December 31, 2018 and 2017, respectively (see Notes 8, 9, 10 and 21).

*Estimating Retirement Benefits Liability.* The determination of the obligation and costs of retirement benefits is dependent on the assumptions used by the actuary in calculating such amounts. These assumptions are described in Note 15 to the consolidated financial statements and include, among others, discount rates and salary increase rates. 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 obligation.

The retirement benefits liability amounted to ₱2.2 million and ₱1.7 million as at December 31, 2018 and 2017, respectively. The cumulative remeasurement losses on retirement benefits liability (net of deferred tax) recognized in equity amounted to ₱46,288 as at December 31, 2018 and 2017 (see Note 15).

*Assessing Recognition of Deferred Tax Assets.* The Group reviews the carrying amount of deferred tax asset at each reporting date and reduces deferred tax asset 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. Deferred tax assets recognized amounted to ₱4.3 million and ₱610,686 as at December 31, 2018 and 2017, respectively (see Note 22).

Deferred tax asset pertaining to NOLCO of the Parent Company amounting to ₱669,012 as at December 31, 2017 was not recognized since management has assessed that it is not probable that sufficient future taxable income may be available in the future against which the deferred tax asset can be utilized within the period allowed by the tax regulations (see Note 22).

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#### 4. Accounting for Group Reorganization and Business Acquisition

##### Group Reorganization

The acquisition by the Parent Company of the subsidiaries was considered as a group reorganization of entities under common control. Accordingly, the acquisition is accounted for based on the recorded values of assets and liabilities of the subsidiaries at historical cost. As a result, the assets and liabilities of the Group were reflected at their carrying amounts and no goodwill was recognized.

In October 2017, FHI acquired the following shares from the remaining individual stockholders to increase its ownership to 100% (see Note 1):

- 2,152 shares of NTI for ₱470,200
- 13,494 shares of BNFI for ₱4.0 million
- 124,992 shares of FGI for ₱12.7 million

The excess of the carrying amount of noncontrolling interests at the date of acquisition (₱68.4 million) over the aggregate acquisition costs (₱17.4 million) amounting to ₱51.0 million was recognized as "Other equity reserves" in the consolidated statements of financial position as at December 31, 2018 and 2017.

Acquisition of noncontrolling interests in 2017 amounted to ₱59.0 million. The effect of pooling of interests amounting to ₱4.2 million as at December 31, 2018 and 2017 was recognized as part of "Other equity reserves".

Business Acquisition

As discussed in Note 1, NTI acquired the assets, intellectual property rights, recipes and other know-hows related to *Sabroso Lechon* for a total consideration of ₱28.3 million. The acquisition cost was derived after taking into account the valuation study of the brand which was agreed between NTI and SLI.

The provisional fair values of the identifiable assets acquired as at acquisition date are as follows:

	Note	Amount
Leasehold improvements		₱21,835,900
Brand name	10	4,751,491
Transportation equipment		1,010,083
Security deposit		720,000
		<u>₱28,317,474</u>

The purchase price allocation was determined pending the Group's complete accounting of the transaction. Reasonable changes are expected as additional information becomes available. This will be finalized in July 2019 as allowed by the PFRS.

**5. Trade Receivables**

This account consists of:

	2018	2017
Trade receivables	₱55,971,765	₱19,541,070
Less allowance for doubtful accounts	333,508	333,508
	<u>₱55,638,257</u>	<u>₱19,207,562</u>

This account represents outstanding receivables from franchisees. These are unsecured, noninterest-bearing and are normally collected on a 30-day term.

6. Merchandise Inventories

This account consists of:

	2018	2017
Food and beverages	₱30,353,277	₱20,432,540
Store supplies and others	21,671,398	18,533,390
	<u>₱52,024,675</u>	<u>₱38,965,930</u>

The Group's merchandise inventories are carried at cost. The cost of merchandise inventories is lower than its NRV. No inventory losses were recognized in 2018 and 2017.

Cost of merchandise inventories charged to cost of sales amounted to ₱590.1 million and ₱418.2 million in 2018 and 2017, respectively (see Note 18).

7. Financial Assets at FVPL

This account represents investments in UITF amounting to ₱11.2 million as at December 31, 2017. This was withdrawn in 2018.

The fair value of the investments is based on the financial report prepared by the bank (classified as Level 1). Unrealized gain on fair value changes amounted to ₱156,697 in 2017, and is presented as part of "Other income" in the consolidated statements of comprehensive income.

Details of other income are as follows:

	2018	2017
Unrealized gain on changes in FVPL	₱-	₱156,697
Others	1,361,007	1,073,564
	<u>₱1,361,007</u>	<u>₱1,230,261</u>

Others consist mainly of outlet cash overage.

8. Other Current Assets

This account consists of:

	2018	2017
CWTs	₱1,347,697	₱-
Prepayments	1,593,984	-
Construction bond	1,342,288	-
Input VAT	912,640	-
Advances to suppliers	727,253	4,386,042
Advances to officers and employees	315,422	-
Others	105,203	1,413,500
	<u>₱6,344,487</u>	<u>₱5,799,542</u>

Prepayments mainly consist of insurance and listing-related expenses.

Construction bond is collectible once the improvement has been completed and given by the Group to lessor for construction projects to protect the lessor against an adverse event.

Advances to suppliers pertain to advance payments made for goods pending delivery as at year-end. In 2018, advances amounting to ₱3.9 million were reclassified to property and equipment upon receipt of the assets (see Note 9).

Advances to officers and employees pertain to cash advances and are settled through liquidation.

## 9. Property and Equipment

The composition of and movements in this account are as follows:

	2018					Total
	Land	Leasehold Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Store Furniture, Fixtures and Equipment	
<b>Cost</b>						
Balance at beginning of year	₱13,000,000	₱61,451,228	₱13,491,465	₱2,832,610	₱33,618,677	₱124,393,980
Additions	-	43,039,381	7,724,112	8,902,914	86,773,163	146,439,570
Reclassification	-	3,896,000	-	-	-	3,896,000
Balance at end of year	13,000,000	108,386,609	21,215,577	11,735,524	120,391,840	274,729,550
<b>Accumulated Depreciation and Amortization</b>						
Balance at beginning of year	-	16,884,135	3,374,483	1,941,042	17,734,683	39,934,343
Depreciation and amortization	-	22,020,155	1,901,533	1,810,478	26,321,349	52,053,515
Balance at end of year	-	38,904,290	5,276,016	3,751,520	44,056,032	91,987,858
Carrying Amount	₱13,000,000	₱69,482,319	₱15,939,561	₱7,984,004	₱76,335,808	₱182,741,692
	2017					
	Land	Leasehold Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Store Furniture, Fixtures and Equipment	Total
<b>Cost</b>						
Balance at beginning of year	₱-	₱9,846,692	₱7,243,643	₱1,851,718	₱18,376,178	₱37,318,231
Additions	13,000,000	51,604,536	6,247,822	980,892	15,242,499	87,075,749
Balance at end of year	13,000,000	61,451,228	13,491,465	2,832,610	33,618,677	124,393,980
<b>Accumulated Depreciation and Amortization</b>						
Balance at beginning of year	-	9,846,692	2,235,956	1,585,626	10,731,617	24,399,891
Depreciation and amortization	-	7,037,443	1,138,527	355,416	7,003,066	15,534,452
Balance at end of year	-	16,884,135	3,374,483	1,941,042	17,734,683	39,934,343
Carrying Amount	₱13,000,000	₱44,567,093	₱10,116,982	₱891,568	₱15,883,994	₱84,459,637

In 2018, advances to suppliers amounting to P3.9 million were reclassified to property and equipment (see Note 8).

The cost of fully depreciated property and equipment still in use by the Group amounted to P17.4 million and P20.6 million as at December 31, 2018 and 2017, respectively.

Transportation equipment with carrying value of P2.9 million and P6.7 million as at December 31, 2018 and 2017, respectively, are held as security for the Group's mortgage payable (see Note 13).

Depreciation and amortization were derived from the following:

	Note	2018	2017
Property and equipment		P52,053,515	P15,534,452
Intangible asset	10	1,372,577	106,833
		<b>P53,426,092</b>	<b>P15,641,285</b>

Depreciation and amortization charged to operations consist of:

	Note	2018	2017
Cost of sales		P1,793,406	P-
Selling and distribution expenses	19	49,830,421	15,641,285
General and administrative expenses	20	1,802,265	-
		<b>P53,426,092</b>	<b>P15,641,285</b>

## 10. Intangible Assets

This account consists of the following:

	Note	2018		
		Brand Names	Software License	Total
<b>Cost</b>				
Balance at beginning of year		P200,160,050	P1,282,000	P201,442,050
Additions		4,751,491	3,157,813	7,909,304
Balance at end of year		<b>204,911,541</b>	<b>4,439,813</b>	<b>209,351,354</b>
<b>Accumulated Amortization</b>				
Balance at beginning of year		-	106,833	106,833
Amortization	9	-	1,372,577	1,372,577
Balance at end of year		-	<b>1,479,410</b>	<b>1,479,410</b>
<b>Carrying Amount</b>		<b>P204,911,541</b>	<b>P2,960,403</b>	<b>P207,871,944</b>

	Note	2017		
		Brand Names	Software License	Total
Acquisition cost		P200,160,050	P1,282,000	P201,442,050
Amortization	9	-	106,833	106,833
<b>Carrying Amount</b>		<b>P200,160,050</b>	<b>P1,175,167</b>	<b>P201,335,217</b>

**Brand Names**

In August 2017, FGI subscribed to 1 share of GEIL for US\$1. In December 2017, FGI subscribed to an additional 40,000 shares for US\$4.0 million (equivalent to ₱200.2 million) at US\$100 per share. GEIL then acquired 100% of OLL. OLL holds the Intellectual property rights to certain brands including *Fruitas, The Mango Farm, Shou, Black Pearl, Friends Frles and Julce Avenue*.

The difference between the net assets of OLL and acquisition cost was allocated to the value of identified Brands amounting to ₱200.2 million. The Relief-from-Royalty Method was used in the valuation of the Brands. Under this method, the value of brands is determined by reference to the value of the hypothetical royalty payments that would be saved through owning the asset, as compared with licensing the brands from a third party. The hypothetical royalty payments over the life of the brands are adjusted for tax and discounted to present value at the valuation date.

In 2018, the Group also recognized brand name amounting to ₱4.8 million following the completion of acquisition of *Sabroso* brand from SLI (see Note 4).

The fair values of the brand names were determined based on a valuation using cash flow projections (value-in-use) covering a five-year period based on long range plans approved by management. Cash flows beyond the five-year period are extrapolated using a determined constant growth rate to arrive at its terminal value. The range of the growth rates is consistent with the long-term average growth rate for the industry.

The discount rates applied to after-tax cash flow projections range from 15.6% to 17.6% in 2018 and 2017. As at December 31, 2018 and 2017, the recoverable amount of each CGU, calculated using value in use, exceeded the carrying amount of the CGU.

The Group used the weighted average cost of capital as the discount rate, which reflected management's estimate of the risk. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals.

*Sensitivity Analysis.* Generally, an increase (decrease) in the incremental after-tax cash flows will result in an increase (decrease) in the fair value of intangible asset. An increase (decrease) in discount rate will result in a decrease (increase) in the fair value of intangible asset.

**Software License**

In 2018, the useful life of certain intangible asset was shortened from the useful life of four years to one year upon management review of the operational efficiency of the intangible asset and this resulted additional amortization of ₱1.2 million.

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**11. Trade and Other Payables**

This account consists of:

	2018	2017
Trade payables	₱75,632,041	₱29,683,573
Statutory payables	32,997,081	13,426,577
Others	4,052,874	5,290,296
	<b>₱112,681,996</b>	<b>₱48,400,446</b>

Trade payables are unsecured, noninterest-bearing and generally settled on a 15 to 60-day term.

Statutory payables pertain to obligations to government agencies such as SSS, HDMF, PHIC and withholding taxes that are normally settled in the following month.

Other payables include accrual for various expenses such as professional fees, utilities and unpaid salaries which are noninterest-bearing and are normally settled within a year.

## 12. Notes Payable

In 2017, the Group obtained short-term promissory notes from local commercial banks to finance its working capital requirements and capital infusion. The notes bear interest at rates ranging from 3.13% to 5.50% per annum and interest is payable on a monthly basis. In 2018, the outstanding balances of the notes were rolled over under similar terms.

In 2018, the Group obtained additional promissory notes from local commercial banks and bear interest rates ranging from 4.25% to 7.5% per annum. The principal amount will mature in 2021.

Movements in this account are as follows:

	2018	2017
Balance at beginning of year	₱311,750,000	₱-
Availments	246,700,000	332,500,000
Payments	(247,135,896)	(20,750,000)
	311,314,104	311,750,000
Less current portion	283,689,470	311,750,000
	₱27,624,634	₱-

Interest on notes and mortgage payable is as follows:

	Note	2018	2017
Notes payable		₱10,525,857	₱1,077,820
Mortgage payable	13	5,539,300	154,699
		₱16,065,157	₱1,232,519

The schedule of maturities of the loans is as follows:

	Amount
2019	₱158,689,470
2020	143,416,423
2021	9,208,211
	₱311,314,104

### 13. Mortgage Payable

The Group obtained loans from local commercial banks aggregated ₱4.0 million and ₱4.8 million in 2018 and 2017, respectively, to finance its acquisition of transportation equipment.

Movements in this account are as follows:

	2018	2017
Balance at beginning of year	₱4,425,588	₱622,982
Availments	3,987,769	4,804,228
Payments	(2,451,949)	(1,001,622)
	5,961,408	4,425,588
Less current portion	2,589,472	1,131,261
Noncurrent portion	₱3,371,936	₱3,294,327

The loans are payable in monthly installments up to May 2023 and bear effective interest ranging from 7.66% to 9.6% per annum in 2018 and 2017. Interest expense amounted to ₱5.5 million and ₱154,699 in 2018 and 2017, respectively (see Note 12).

The loan is secured by a chattel mortgage on the transportation equipment with total carrying values of ₱2.9 million and ₱6.7 million as at December 31, 2018 and 2017, respectively (see Note 9).

The schedule of maturities of the mortgage payable is as follows:

	Amount
2019	₱2,589,472
2020	2,156,675
2021	672,809
2022	461,544
2023	80,908
	₱5,961,408

### 14. Related Party Transactions

The Group, in the normal course of business, has transactions with related parties as follows:

Related Party	Nature of Transactions	Transactions during the Year		Outstanding Balance	
		2018	2017	2018	2017
<i>Due from related parties</i>					
<i>Entities Under Common Management</i>	Advances	₱40,571,161	₱7,451,848		
	Collections	(7,082,438)	(46,065,236)		
	Reorganization costs	-	6,733,929	₱40,571,161	₱7,082,438



Related Party	Nature of Transactions	Transactions during the Year		Outstanding Balance	
		2018	2017	2018	2017
Due to related parties					
Stockholders	Advances	₱15,462,843	₱-		
	Payments	(1,254,719)	(1,581,857)	₱19,009,309	₱4,801,185
Entity Under Common Management	Advances	-	3,107,071		
	Payments	-	-	3,107,071	3,107,071
				₱22,116,380	₱7,908,256

#### Terms and Conditions of Transactions with Related Parties

Outstanding balances are unsecured, noninterest-bearing and due, demandable and settled in cash. Management makes an annual assessment of the financial position of the related parties and the market in which the related parties operates. There were no impairment losses recognized in 2018 and 2017.

#### Compensation of Key Management Personnel

Compensation of key management personnel, consisting of salaries and short-term benefits, amounted to ₱4.2 million and ₱3.7 million in 2018 and 2017, respectively.

#### 15. Retirement Benefits Liability

The Group's retirement plan is unfunded, noncontributory defined benefit plan with a single lump sum payment covering retirement based on Republic Act No. 7641.

The Group did not obtain an updated actuarial valuation in 2018 because management has assessed that the effect on the consolidated financial statements of the difference between the retirement expense recognized by the Group and that resulting from an updated actuarial valuation is not significant. The latest actuarial report is dated March 5, 2018.

The following tables summarize the components of retirement expense recognized in the consolidated statements of comprehensive income.

	2018	2017
Current service cost	₱429,177	₱405,264
Interest cost	98,576	65,942
Increase in transitional liability	-	732,178
	₱527,753	₱1,203,384

Movements in this account follows:

	2018	2017
Balance at beginning of year	₱1,702,112	₱432,602
Current service cost	429,177	405,264
Interest cost	98,576	65,942
Increase in transitional liability	-	732,178
Actuarial loss	-	66,126
Balance at end of year	₱2,229,865	₱1,702,112

The principal assumptions used in determining the retirement benefits liability for the Group's retirement liability in 2018 and 2017 are as follows:

Discount rate	5.8%
Future salary increases	4.0%

The projected unit credit method was applied to all the benefits without using one-year term cost. This sensitivity analysis shows the impact of changes in key actuarial assumptions in 2018.

	Effect on Retirement Benefits Liability	
	Discount Rate	Salary Projected Rate
+1%	₱1,449,336	₱2,038,259
-1%	2,026,953	1,437,006

Each sensitivity analysis on the significant actuarial assumptions was prepared by remeasuring the retirement benefits liability at the reporting date after adjusting one of the current assumptions according to the applicable sensitivity increment or decrement (based on changes in the relevant assumption that were reasonably possible at the valuation date) while all other assumptions remain unchanged. The corresponding change in the retirement benefits liability was expressed as a percentage change from the base amount.

The Group does not maintain a fund for its retirement liability. While funding is not a requirement of the law, there is a risk that the Group may not have the cash if several employees retire within the same year.

The average duration of the retirement liability as at December 31, 2018 and 2017 is 28 years.

The cumulative actuarial loss recognized in consolidated OCI amounted to ₱46,288, net of deferred tax asset of ₱19,838 as at December 31, 2017.

## 16. Equity

### Capital Stock

This account consists of:

	Number of Shares		Amount	
	2018	2017	2018	2017
<b>Authorized</b>				
Common - ₱0.1 par value in 2018 (₱1.0 par value in 2017)				
Balance at beginning of year	5,000,000,000	500,000,000	₱500,000,000	₱500,000,000
Reclassification to preferred stock	(300,000,000)	-	(30,000,000)	-
Effect of stock split	-	4,500,000,000	-	-
Balance at end of year	4,700,000,000	5,000,000,000	₱470,000,000	₱500,000,000

(Forward)

	Number of Shares		Amount	
	2018	2017	2018	2017
Preferred - ₱0.01 par value				
Reclassification to common stock	3,000,000,000	-	30,000,000	-
	7,700,000,000	5,000,000,000	₱500,000,000	₱500,000,000
<b>Issued - Common</b>				
Balance at beginning of year	1,600,000,000	115,000,000	160,000,000	115,000,000
Issuances	-	45,000,000	-	45,000,000
Effect of stock split	-	1,440,000,000	-	-
Balance at end of year	1,600,000,000	1,600,000,000	160,000,000	160,000,000
<b>Subscribed - Common</b>				
Balance at beginning of year	-	17,250,000	₱-	₱17,250,000
Subscription	-	27,750,000	-	27,750,000
Issuances	-	(45,000,000)	-	(45,000,000)
Balance at end of year	-	-	-	-
			₱160,000,000	₱160,000,000

Common Shares

On October 6, 2017, the SEC approved the application for 1:10 stock split resulting in a decrease in par value from ₱1.00 to ₱0.10 a share and increasing the authorized capital stock from 500.0 million shares to 5,000.0 million shares.

On February 26, 2018, the SEC approved the reclassification of common shares to preferred shares. The authorized capital stock of the Parent Company amounting to ₱500.0 million shall be divided into (a) 3.0 billion preferred shares with a par value of one centavo (₱0.01) a share; and (b) 4.7 billion common shares with a par value of ten centavos (₱0.10) a share.

Preferred Shares

The features of the preferred shares are as follows:

- guaranteed dividend yield of 2.5% per annum
- voting, cumulative and non-participating
- shall not be convertible into common share

Retained Earnings

The Group's BOD declared the following cash dividends in 2018 and 2017:

Date of declaration	Stockholders of record	Amount declared	
		Per Share	Total
December 27, 2018	December 27, 2018	₱0.0284	₱45,500,320
November 2, 2017	November 2, 2017	₱0.0820	₱118,326,841

As at December 31, 2018, dividends declared in 2018 are not yet paid.

Shares Held by Subsidiaries

In October 2017, LPI acquired the existing FHI shares held by subsidiaries for ₱52.0 million.

17. Revenue

This account consists of:

	Note	2018	2017
Net sales			
Franchise fees	21	₱1,533,709,139	₱1,138,995,249
Rental income	21	36,055,210	11,396,434
		9,441,387	2,175,377
		₱1,579,205,736	₱1,152,567,060

The Group derives sales upon delivery to customers or at a point in time when the Group has no more obligations that could affect the acceptance of goods by the customers.

Details of the Group's sales based on geographical markets are as follows:

	Note	2018	2017
Sale of goods:			
Luzon		₱1,267,576,409	₱1,033,140,479
Visayas		189,588,562	87,619,865
Mindanao		76,544,168	18,234,905
		1,533,709,139	1,138,995,249
Franchise fees	21	36,055,210	11,396,434
		₱1,569,764,349	₱1,150,391,683

18. Cost of Sales

This account consists of:

	Note	2018	2017
Inventories at beginning of year		₱38,965,930	₱6,086,479
Purchases		603,177,866	451,052,939
Cost of goods available for sale		642,143,796	457,139,418
Inventories at end of year	6	(52,024,675)	(38,965,930)
Inventories used		590,119,121	418,173,488
Direct labor		82,529,245	34,026,924
Manufacturing overhead		20,822,067	6,132,040
		₱693,470,433	₱458,332,452

Direct labor pertains to outside services and salaries and wages of personnel performing tasks directly related to the production of merchandise inventories.

Manufacturing overhead pertains to utilities, depreciation, taxes and licenses and rental expense incurred in the commissary.

**19. Selling and Distribution Expenses**

This account consists of:

	Note	2018	2017
Rental	21	₱211,686,714	₱161,713,927
Salaries, wages and other employees' benefits		188,469,514	103,350,931
Depreciation and amortization	9	49,830,421	15,641,285
Outside services		48,357,966	28,783,157
Utilities		41,418,652	11,884,292
Transportation and travel		15,421,832	13,370,152
Repairs and maintenance		15,404,542	7,044,152
Distribution supplies		14,750,705	9,943,815
Advertisement		7,248,047	9,336,745
Training and development		2,081,264	-
Insurance		1,534,864	2,965,493
Others		11,087,789	5,023,491
		<b>₱607,292,310</b>	<b>₱369,057,440</b>

Salaries, wages and other employees' benefits include government contributions and other allowances.

Outside services pertain to salaries of service crews from agencies.

**20. General and Administrative Expenses**

This account consists of:

	Note	2018	2017
Salaries, wages and other employees' benefits		₱65,597,885	₱31,818,831
Management fees		22,262,857	-
Taxes and licenses		20,484,457	8,109,562
Professional fees		6,374,823	9,303,601
Rental	21	5,033,819	14,861,325
Representation		4,211,521	4,195,454
Office supplies		3,462,367	2,523,154
Depreciation	9	1,802,265	-
Retirement benefits	15	527,753	1,203,384
Reorganization costs:			
Related parties	14	-	6,733,929
Third parties		221,599	380,357
Others		1,472,393	76,293
		<b>₱131,451,739</b>	<b>₱79,205,890</b>

Reorganization costs pertain to the amounts paid to the related parties in consideration for the assignment of lease contracts to the Group (see Note 1).

## 21. Significant Agreements

### Operating Leases - Group as Lessee

The Group entered into several lease agreements with third parties for its store spaces for varying periods of up to one year and renewable annually. The lease contracts for the stores provide for a monthly rental based on certain percentage of gross sales and a monthly fixed rental or an agreed minimum rental, whichever is higher. Lease agreements are generally renewable through a notice of lease renewal and upon mutual agreement with the lessors.

Details of rental deposits and advance rentals on lease contracts are as follows:

	2018	2017
Rental deposits	₱77,474,958	₱62,878,330
Advance rentals	8,084,268	3,147,520
	<u>₱85,559,226</u>	<u>₱66,025,850</u>

These will be applied against any unpaid rentals and other expenses relevant to the lease upon termination of the lease agreements.

Rental expense charged to operations is as follows:

	Note	2018	2017
Cost of sales		₱11,770,660	₱-
Selling and distribution	19	211,686,714	161,713,927
General and administrative	20	5,033,819	14,861,325
		<u>₱228,491,193</u>	<u>₱176,575,252</u>

### Operating Leases - Group as Lessor

In 2017, the Group entered into several sublease agreements with third parties for the lease of spaces in food parks for varying periods up to one year. Rental income amounted to ₱9.4 million and ₱2.2 million in 2018 and 2017, respectively (see Note 17).

### Franchise Agreements

The Group has granted its franchisees the right to operate outlets under various brands for acquired periods and subject to the terms and conditions specified in the franchise agreements. The agreements are renewable at the option of the Group. The agreements provide for an initial franchise fee payable upon execution of the agreements. The non-refundable initial franchise fee payment covers the renovation of franchisee's unit, signage, promotional materials and equipment. Franchise fees recognized as part of "Revenue" amounted to ₱36.1 million and ₱11.4 million in 2018 and 2017, respectively (see Note 17).

In 2017, the Group obtained the rights to the lease of 218 outlets from related parties. Rental deposits and advance rentals on leases were transferred to the Group through an assignment of lease agreements.

## 22. Income Tax

The Group's provision for current income tax amounting to ₱43.0 million and ₱74.9 million in 2018 and 2017, respectively, pertains to RCIT.

The details of the Group's deferred tax assets as at December 31, 2018 and 2017 are as follows:

	2018	2017
NOLCO		
Retirement benefits liability	₱3,565,262	₱-
Allowance for doubtful accounts	668,960	510,634
	100,052	100,052
	<b>₱4,334,274</b>	<b>₱610,686</b>

Deferred tax asset on the NOLCO of the Parent Company amounting to ₱669,012 as at December 31, 2017 was not recognized in the consolidated statements of financial position since management has assessed that it is not probable that sufficient future taxable income may be available against which the deferred tax asset can be utilized within the period allowed by the regulations.

The details of the NOLCO, which can be claimed as deduction from future taxable income, follow:

Year Incurred	Balance at beginning	Incurred	Expired	Amount	Expiry Date
2018	₱-	₱9,689,565	₱-	₱9,689,565	2021
2017	1,438,801	-	-	1,438,801	2020
2016	755,840	-	-	755,840	2019
2015	35,400	-	35,400	-	2018
	<b>₱2,230,041</b>	<b>₱9,689,565</b>	<b>₱35,400</b>	<b>₱11,884,206</b>	

The reconciliation between the income tax at statutory tax rate and the Group's provision for income tax shown in the consolidated statements of comprehensive income is as follows:

	2018	2017
Income tax at statutory tax rate	₱40,044,739	₱74,220,177
Change in unrecognized deferred tax asset	(669,012)	431,640
Effect of consolidation	(230,407)	230,407
Tax effects of:		
Nondeductible expenses	818,529	176,852
Interest income already subjected to final tax	(358,607)	(429,471)
Expired NOLCO	10,620	-
Nontaxable income	-	(119,009)
	<b>₱39,615,862</b>	<b>₱74,510,596</b>

### 23. Earnings Per Share

Basic and diluted earnings per share are computed as follows:

	2018	2017
Net income attributable to equity holders of the Parent Company	P93,866,600	P138,569,320
Divided by weighted average number of outstanding common shares	1,600,000,000	1,367,082,500
	<b>P0.0587</b>	<b>P0.1014</b>

Diluted earnings per share equals the basic earnings per share as the Parent Company does not have any dilutive potential common shares at the end of each of the two years presented.

### 24. Reconciliation of Liabilities Arising from Financing Activities

The tables below detail changes in the Group's liabilities arising from financing activities, including cash and noncash changes:

	2017	Financing Cash Flows		2018
		Proceeds	Payments	
Notes payable	P311,750,000	P246,700,000	(P247,135,896)	P311,314,104
Mortgage payable	4,425,588	3,987,769	(2,451,949)	5,961,408
Due to related parties	7,908,256	15,462,843	(1,254,719)	22,116,380
	<b>P324,083,844</b>	<b>P266,150,612</b>	<b>(P250,842,564)</b>	<b>P339,391,892</b>

	2016	Financing Cash Flows			2017
		Proceeds	Payments	Declaration of Dividends	
Notes payable	P-	P332,500,000	(P20,750,000)	P-	P311,750,000
Mortgage payable	622,982	4,804,228	(1,001,622)	-	4,425,588
Due to related parties	6,383,042	3,107,071	(1,581,857)	-	7,908,256
Dividends payable	-	-	(118,326,841)	118,326,841	-
	<b>P7,006,024</b>	<b>P340,411,299</b>	<b>(141,660,320)</b>	<b>P118,326,841</b>	<b>P324,083,844</b>

### 25. Financial Risk Management Objectives and Policies

#### Financial Instruments Risk Management

The Group's financial instruments comprise mainly of cash and cash equivalents, financial assets at FVPL, trade receivables, due from related parties, trade and other payables (excluding statutory payables), notes payable, mortgage payable, due to related parties and dividends payable. The main purpose of these financial liabilities is to finance the Group's operations.



The Group is exposed to credit risk, interest rate risk and liquidity risk. The Group's management oversees the management of these risks. The Group's BOD reviews and approves policies for managing each of these risks as summarized below.

**Credit Risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities and from its deposits with banks and financial institutions.

The table below shows the gross maximum exposure of the Group to credit risk before taking into consideration collateral and other credit enhancements:

	2018	2017
Cash and cash equivalents	P260,497,779	P294,434,879
Financial assets at FVPL	-	11,236,373
Trade receivables	55,971,765	19,207,562
Due from related parties	40,571,161	7,082,438
	<b>P357,040,705</b>	<b>P331,961,252</b>

*Risk Management.* The Group deals only with reputable banks and customer to limit this risk. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, the Group assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the management. The compliance with credit limits by customers is regularly monitored by management.

The table below shows the credit quality of financial assets as at December 31, 2018 and 2017:

	2018				
	Neither past due nor impaired		Past Due but Not Impaired	Impaired	Total
	High Grade	Standard Grade			
Cash and cash equivalents	P260,497,779	P-	P-	P-	P260,497,779
Trade receivables	-	47,912,069	7,726,188	333,508	55,971,765
Due from related parties	-	40,571,161	-	-	40,571,161
	<b>P260,497,779</b>	<b>P88,483,230</b>	<b>P7,726,188</b>	<b>P333,508</b>	<b>P357,040,705</b>

	2017				
	Neither past due nor impaired		Past Due but Not Impaired	Impaired	Total
	High Grade	Standard Grade			
Cash and cash equivalents	P294,434,879	P-	P-	P-	P294,434,879
Financial assets at FVPL	11,236,373	-	-	-	11,236,373
Trade receivables	-	19,207,562	-	333,508	19,541,070
Due from related parties	7,082,438	-	-	-	7,082,438
	<b>P312,753,690</b>	<b>P19,207,562</b>	<b>P-</b>	<b>P333,508</b>	<b>P332,294,760</b>

The credit quality of such financial assets at amortized cost is managed by the Group using the internal credit quality ratings as follows:

- *High Grade.* Pertains to counterparty who is not expected by the Group to default in settling its obligations, thus credit risk exposure is minimal. This normally includes large prime financial institutions and companies. Credit quality was determined based on the credit standing of the counterparty.
- *Standard Grade.* Other financial assets not belonging to high grade financial assets are included in this category.

*Impairment.* An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and other forms of credit insurance). The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one (1) year and are not subject to enforcement activity

Trade receivables arise mainly from transactions with its approved franchisees. Franchisees are subject to stringent financial, credit, and legal verification process. In addition, trade receivable balances are monitored on an on-going basis to ensure timely collections. The Group has assessed that the ECL on trade receivables is not material because substantial amount of receivables are normally collected within the Group's credit terms.

The Group's exposure to credit risk is insignificant due to the provision expressly stated in the franchise agreement that in case of breach of agreement which includes significant delay or non-payment of obligations, the franchise will be terminated and the Group will be given the rights to take-over the franchised outlets. Accordingly, this will allow the Group to have the earning rights over the outlets' assets. And this credit enhancement allows the Group to reduce its exposure to credit risk.

For other financial assets at amortized cost which is mainly comprised of cash and cash equivalents and due from related parties, the PFRS 9 impairment requirements do not result to significant expected credit loss. The following are considered in the assessment:

- Cash and cash equivalents are deposited with reputable counterparty banks that possess good credit ratings.
- For due from related parties, the Company considered the available liquid assets of the related parties.

#### Liquidity Risk

Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial instruments. It may result from either the inability to sell assets quickly at fair values or failure to collect from counterparty.

The Group's objective is to maintain a balance between continuity of funding and flexibility through related party advances and aims to manage liquidity as follows:

- To ensure that adequate funding is available at all times;
- To meet commitments as they arise without incurring unnecessary costs; and
- To be able to assess funding when needed at the least possible cost.

The table below summarizes the maturity profile of the Group's financial liabilities as at December 31, 2018 and 2017, based on undiscounted cash flows:

	December 31, 2018					Total
	Payable on demand	1 to 120 days	121 to 240 days	241 to 360 days	Over 360 days	
Trade and other payables*	P-	P79,684,915	P-	P-	P-	P79,684,915
Notes payable	-	136,411,855	141,138,807	6,138,808	27,624,634	311,314,104
Mortgage payable	-	855,170	853,697	880,606	3,371,935	5,961,408
Future interests	-	1,930,211	683,983	229,417	277,196	3,120,807
Due to related parties	22,116,380	-	-	-	-	22,116,380
	<b>P22,116,380</b>	<b>P218,882,151</b>	<b>P142,676,487</b>	<b>P7,248,831</b>	<b>P31,273,765</b>	<b>P422,197,614</b>

\* Excluding statutory payable amounting to P33.0 million as at December 31, 2018.

	December 31, 2017					Total
	Payable on demand	1 to 120 days	121 to 240 days	241 to 360 days	Over 360 days	
Trade and other payables*	P-	P34,973,869	P-	P-	P-	P34,973,869
Notes payable	-	19,500,000	65,500,000	226,750,000	-	311,750,000
Mortgage payable	-	744,301	199,888	175,530	3,305,869	4,425,588
Future interests	-	6,030,262	2,920,088	484,710	79,657	9,514,717
Due to related parties	7,908,256	-	-	-	-	7,908,256
	<b>P7,908,256</b>	<b>P61,248,432</b>	<b>P68,619,976</b>	<b>P227,410,240</b>	<b>P3,385,526</b>	<b>P368,572,430</b>

\* Excluding statutory payable amounting to P13.4 million as at December 31, 2017

### Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to its notes payable and mortgage payable. The Group obtains additional financing through bank borrowings. The Group's policy is to obtain the most favorable interest rates available.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, on the Group's income before tax.

	Change in Basis Points	Effect on Income Before Income Tax
2018	+3.34%	P688,805
	-3.34%	(688,805)
2017	+5.35%	1,014,924
	-5.35%	(1,014,924)

**Capital Management**

The primary objective of the Group's capital management is to ensure that it maintains a strong credit standing and stable capital ratios in order to support its business and maximize shareholder value. The Group maintains its current capital structure and will make adjustments, if necessary, in order to generate a reasonable level of returns to stockholders over the long term. No changes were made in the objectives, policies or processes during the year.

The Group considers the equity presented in the consolidated statements of financial position as its core capital.

The Group manages its capital structure and makes adjustments when there are changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using debt-to-equity ratio, which is total debt divided by total equity.

The debt-to-equity ratios as at December 31, 2018 and 2017 are as follows:

	2018	2017
Total debt	₱530,669,295	₱410,230,808
Total equity	367,293,586	318,927,306
Debt-to-equity ratio	1.44:1	1.29:1

Group is not subject to externally imposed capital requirements.

**25. Fair Value Measurement**

The table below presents the carrying amounts and fair values of the Group's financial instruments as at December 31, 2018 and 2017.

	2018		2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets at amortized cost:</b>				
Cash and cash equivalents	₱260,497,779	₱260,497,779	₱294,434,879	₱294,434,879
Trade receivables	55,638,257	55,638,257	19,207,562	19,207,562
Due from related parties	40,571,161	40,571,161	7,082,438	7,082,438
Financial assets at FVPL	-	-	11,236,373	11,236,373
	₱356,707,197	₱356,707,197	₱331,961,252	₱331,961,252
<b>Financial liabilities at amortized cost:</b>				
Trade and other payables*	₱79,684,915	₱79,684,915	₱34,973,869	₱34,973,869
Notes payable	311,314,104	319,133,518	311,750,000	311,750,000
Mortgage payable	5,961,408	6,312,896	4,425,588	4,446,834
Due to related parties	22,116,380	22,116,380	7,908,256	7,908,256
	₱419,076,807	₱427,247,709	₱359,057,713	₱359,078,959

\* Excluding statutory payable amounting to ₱33.0 million and ₱13.4 million as at December 31, 2018 and 2017, respectively.

The following methods and assumptions were used to estimate the fair values of each class of financial instruments.

*Cash and Cash Equivalents, Trade Receivables, Due from Related Parties, Trade and Other Payables (Excluding Statutory Payables), Notes Payable and Due to Related Parties.* The carrying amounts of these financial instruments approximate fair values due to the relatively short-term maturity of these financial instruments.

*Financial Assets at FVPL.* The fair value of financial assets at FVPL is based on financial report prepared by the bank (classified as Level 1).

*Mortgage Payable.* Fair value is determined based on the discounted cash flow analysis using effective interest rates for similar types of instruments. This financial instrument is classified under Level 2 of the fair value hierarchy groups of the consolidated financial statements (significant observable inputs).

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## 27. Operating Segment Information

For management purposes, the Group is organized into operating segments based on brand names. However, due to the similarity in the economic characteristics, such segments have been aggregated into a single operating segment for external reporting purposes.

Outlet stores sales reflected in the consolidated statements of comprehensive income are all from external customers and within the Philippines, which is the Group's domicile and primary place of operations. Additionally, the Group's noncurrent assets are also primarily acquired, located and used within the Philippines.

Outlet stores sales are attributable to revenue from the general public, which are generated through the Group's store outlets. Consequently, the Group has no concentrations of revenue from a single customer in 2018 and 2017.

**REPORT OF INDEPENDENT AUDITORS  
TO ACCOMPANY CONSOLIDATED FINANCIAL STATEMENTS FOR FILING WITH THE  
SECURITIES AND EXCHANGE COMMISSION**

The Stockholders and the Board of Directors  
Fruitas Holdings, Inc. and Subsidiaries  
No. 60 Cordillera St., Brgy. Dona Josefa  
Quezon City, 1113

We have audited the accompanying consolidated financial statements of Fruitas Holdings, Inc. (a subsidiary of Lush Properties, Inc.) and Subsidiaries as at and for the years ended December 31, 2018 and 2017, on which we have rendered our report dated April 1, 2019.

In compliance with Securities Regulation Code Rule 68, as amended, we are stating that Fruitas Holdings, Inc. has fifteen (15) stockholders owning one hundred (100) or more shares each as at December 31, 2018 and 2017.

**REYES TACANDONG & Co.**



**WILSON P. TEO**  
Partner

CPA Certificate No. 92765

Tax Identification No. 191-520-944-000

BOA Accreditation No. 4782; Valid until August 15, 2021

SEC Accreditation No. 1614-A

Valid until March 1, 2020

BIR Accreditation No. 08-005144-014-2017

Valid until March 8, 2020

PTR No. 7334346

Issued January 3, 2019, Makati City

April 1, 2019  
Makati City, Metro Manila



**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**SUPPLEMENTARY SCHEDULE OF ADOPTION OF  
EFFECTIVE ACCOUNTING STANDARDS AND INTERPRETATIONS  
DECEMBER 31, 2018**

Title	Adopted	Not Adopted	Not Applicable
<b>Framework for the Preparation and Presentation of Financial Statements</b>	✓		
Conceptual Framework Phase A: Objectives and qualitative characteristics			
PFRS Practice Statement Management Commentary			✓
PFRSs Practice Statement 2: Making Materiality Judgments			✓

**Philippine Financial Reporting Standards (PFRSs)**

PFRS	Title	Adopted	Not Adopted	Not Applicable
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards			✓
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			✓
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to PFRS 1: Government Loans			✓
	Amendments to PFRS 1: First-time Adoption of Philippine Financial Reporting Standards - Deletion of Short-term Exemptions for First-time Adopters			✓
PFRS 2	Share-based Payment			✓
	Amendments to PFRS 2: Vesting Conditions and Cancellations			✓
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			✓
	Amendments to PFRS 2: Classification and Measurement of Share-based Payment Transactions			✓



PFRS	Title	Adopted	Not Adopted	Not Applicable
PFRS 3 (Revised)	Business Combinations	✓		
	Amendment to PFRS 3: Accounting for Contingent Consideration in a Business Combination			✓
	Amendment to PFRS 3: Scope Exceptions for Joint Ventures			✓
PFRS 4	Insurance Contracts			✓
	Amendments to PFRS 4: Financial Guarantee Contracts			✓
	Amendments to PFRS 4: Applying PFRS 9, <i>Financial Instruments</i> with PFRS 4, <i>Insurance Contracts</i>			✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			✓
	Amendment to PFRS 5: Changes in Methods of Disposal			✓
PFRS 6	Exploration for and Evaluation of Mineral Resources			✓
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	✓		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	✓		
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	✓		
	Amendment to PFRS 7: Servicing Contracts			✓
	Amendment to PFRS 7: Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements			✓
PFRS 8	Operating Segments			✓
	Amendments to PFRS 8: Aggregation of Operating Segments			✓
	Amendments to PFRS 8: Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets			✓

PFRS	Title	Adopted	Not Adopted	Not Applicable
PFRS 9	Financial Instruments	✓		
PFRS 10	Consolidated Financial Statements	✓		
	Amendments to PFRS 10: Transition Guidance			✓
	Amendments to PFRS 10: Investment Entities			✓
	Amendments to PFRS 10: Investment Entities: Applying the Consolidation Exception			✓
PFRS 11	Joint Arrangements			✓
	Amendments to PFRS 11: Transition Guidance			✓
	Amendments to PFRS 11: Accounting for Acquisitions of Interests in Joint Operations			✓
PFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendments to PFRS 12: Transition Guidance			✓
	Amendments to PFRS 12: Investment Entities			✓
	Amendments to PFRS 12: Investment Entities: Applying the Consolidation Exception			✓
	Amendment to PFRS 12: Clarification of the Scope of the Standard			✓
PFRS 13	Fair Value Measurement	✓		
	Amendment to PFRS 13: Short-term receivables and Payables	✓		
	Amendment to PFRS 13: Portfolio Exception			✓
PFRS 14	Regulatory Deferral Accounts			✓
PFRS 15	Revenue from Contracts with Customers	✓		
	Amendments to PFRS 15: Clarifications to PFRS 15	✓		

**Philippine Accounting Standards (PAS)**

PAS	Title	Adopted	Not Adopted	Not Applicable
PAS 1 (Revised)	Presentation of Financial Statements	✓		
	Amendments to PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		

PAS	Title	Adopted	Not Adopted	Not Applicable
	Amendment to PAS 1: Clarification of the Requirements for Comparative Presentation	✓		
	Amendments to PAS 1: Disclosure Initiative	✓		
PAS 2	Inventories	✓		
PAS 7	Statement of Cash Flows	✓		
	Amendments to PAS 7: Disclosure Initiative	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Reporting Period	✓		
PAS 12	Income Taxes	✓		
	Amendments to PAS 12 - Deferred Tax: Recovery of Underlying Assets	✓		
	Amendments to PAS 12: Recognition of Deferred Tax Assets for Unrealized Losses	✓		
PAS 16	Property, Plant and Equipment	✓		
	Amendment to PAS 16: Classification of Servicing Equipment			✓
	Amendment to PAS 16: Revaluation Method - Proportionate Restatement of Accumulated Depreciation			✓
	Amendment to PAS 16: Property, Plant and Equipment - Clarification of Acceptable Methods of Depreciation and Amortization	✓		
	Amendment to PAS 16: Agriculture: Bearer Plants			✓
PAS 17	Leases	✓		
PAS 18	Revenue			✓
PAS 19 (Revised)	Employee Benefits	✓		
	Amendment to PAS 19: Defined Benefit Plans: Employee Contributions			✓
	Amendment to PAS 19: Discount Rate: Regional Market Issue	✓		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓

PAS	Title	Adopted	Not Adopted	Not Applicable
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	✓		
	Amendment to PAS 24: Key Management Personnel	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27 (Amended)	Separate Financial Statements	✓		
	Amendments to PAS 27: Investment Entities			✓
	Amendments to PAS 27: Equity Method in Separate Financial Statements			✓
PAS 28 (Amended)	Investments in Associates and Joint Ventures			✓
	Amendments to PAS 28: Investment Entities: Applying the Consolidation Exception			✓
	Amendments to PAS 28: Measuring an Associate or Joint Venture at Fair Value			✓
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 32	Financial Instruments: Disclosure and Presentation	✓		
	Financial Instruments: Presentation	✓		
	Amendments to PAS 32: 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	✓		
	Amendments to PAS 32: Tax Effect of Distribution to Holders of Equity Instruments			✓
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting			✓
	Amendment to PAS 34: Interim Financial Reporting and Segment Information for Total Assets and Liabilities			✓

PAS	Title	Adopted	Not Adopted	Not Applicable
	Amendment to PAS 34: Disclosure of Information 'Elsewhere in the Interim Financial Report'			✓
PAS 36	Impairment of Assets	✓		
	Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets	✓		
	Amendment to PAS 38: Revaluation Method - Proportionate Restatement of Accumulated Amortization			✓
	Amendment to PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization	✓		
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: Financial Guarantee Contracts			✓
	Amendments to PAS 39: Reclassification of Financial Assets			✓
	Amendments to PAS 39: Reclassification of Financial Assets - Effective Date and Transition			✓
	Amendments PAS 39: Embedded Derivatives			✓
	Amendment to PAS 39: Eligible Hedged Items			✓
	Amendments to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting			✓
PAS 40	Investment Property			✓
	Amendment to PAS 40: Clarifying the Interrelationship between PFRS 3 and PAS 40 when Classifying Property as Investment Property or Owner-occupied Property			✓
PAS 41	Agriculture			✓

PAS	Title	Adopted	Not Adopted	Not Applicable
	Amendment to PAS 41: Agriculture: Bearer Plants			✓

Philippine Interpretations

Interpretations	Title	Adopted	Not Adopted	Not Applicable
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	Determining Whether an Arrangement Contains a Lease	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			✓
IFRIC 7	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies			✓
IFRIC 9	Reassessment of Embedded Derivatives			✓
	Amendments to Philippine Interpretation IFRIC- 9: Embedded Derivatives			✓
IFRIC 10	Interim Financial Reporting and Impairment			✓
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	PAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			✓
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			✓
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			✓

Interpretations	Title	Adopted	Not Adopted	Not Applicable
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
IFRIC 21	Levies			✓
IFRIC 22	Foreign Currency Transactions and Advance Consideration			✓

**PHILIPPINE INTERPRETATIONS - SIC**

Interpretations	Title	Adopted	Not Adopted	Not Applicable
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-15	Operating Leases - Incentives	✓		
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			✓
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	✓		
SIC-29	Service Concession Arrangements: Disclosures			✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services			✓
SIC-32	Intangible Assets - Web Site Costs			✓

# COVER SHEET

## for AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C S 2 0 1 5 0 3 0 1 4

**COMPANY NAME**FRUITAS HOLDINGS, INC. (A Subsidiary of  
Lush Properties, Inc.) AND SUBSIDIARIE  
S**PRINCIPAL OFFICE** (No./Street/Barangay/City/Town/Province)No. 60 Cordillera St., Brgy. Dona Josefa,  
Quezon City, 1113

Form Type

A C F S

Department requiring the report

C R M D

Secondary License Type, If Applicable

N / A

**COMPANY INFORMATION**

Company's Email Address

-

Company's Telephone Number/s

(02) 243-1741

Mobile Number

-

No. of Stockholders

16

Annual Meeting (Month / Day)

2<sup>nd</sup> Monday of June

Fiscal Year (Month / Day)

December 31

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

Name of Contact Person

Ms. Madelene Timbas-Sayson

Email Address

madelene.sayson@fruitasholdings.com

Telephone Number/s

(02) 243-1741

Mobile Number

-

**CONTACT PERSON'S ADDRESS**

No. 60 Cordillera St., Brgy. Dona Josefa, Quezon City, 1113

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

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



FRUITAS HOLDINGS INC.  
60 Cordillera St. Brgy Dona Josefa Quezon City, Philippines  
Tel: (63.2) 243-1741, (63.2) 330.2889 Mobile: +6396.7888.88  
Email: [info@fruitasholdings.com](mailto:info@fruitasholdings.com) / [www.fruitasgholdings.com](http://www.fruitasgholdings.com)

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


The Management of **Fruitash Holdings, Inc. (a subsidiary of Lush Properties, Inc.) and Subsidiaries** (the "Group") is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein as at June 30, 2019 and December 31, 2018, and for the six months ended June 30, 2019 and 2018, and for the years ended December 31, 2018, 2017 and 2016, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.


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


The Board of Directors is responsible for overseeing the Group's financial reporting process.

The Board of Directors reviews and approves the consolidated financial statements including the schedules attached therein, and submits the same to the stockholders.

**Reyes Tacandong & Co.**, the independent auditors appointed by the stockholders, have examined the consolidated financial statements of the Group in accordance with Philippine Standards on Auditing, and in their reports to the stockholders, have expressed its opinion on the fairness of presentation upon completion of such examination.

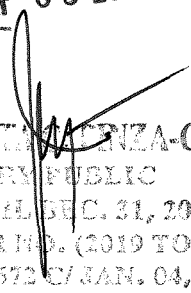
  
**ROGELIO M. GUADALQUIVER**  
Chairman of the Board

  
**LESTER C. YU**  
President and Chief Executive Officer

  
**IRENE O. CHUA**  
Treasurer and Chief Financial Officer

Signed this 24<sup>th</sup> day of August 2019

SUBSCRIBED AND SWORN TO  
BEFORE ME THIS \_\_\_\_\_  
AFFIANT EXHIBITING TO \_\_\_\_\_  
WITH VALID I.D. NO. \_\_\_\_\_ **SEP 05 2019**

  
**ATTY. MA. PERLITA VALENZUELA-CABRERA**  
NOTARY PUBLIC  
COMMISSION UNTIL DEC. 31, 2019 TO 2020  
ADM. MATTER NO. (2019 TO 2020)  
PTR NO. 7307572 C/ JAN. 04, 2019  
IEP NO. C73253/ JAN. 03, 2019  
ROLL NO. 4457?  
MCLE COMPLIANCE NO. V-8024699/JAN.4.2017 TO 2019  
ADDRESS, #57-B-IRIGA STREET BME, QUEZON CITY

DOC. NO. 1604  
PAGE NO. 55  
BOOK NO. XIX  
SERIES NO. ADG


**REPORT OF INDEPENDENT AUDITORS  
TO ACCOMPANY CONSOLIDATED FINANCIAL STATEMENTS FOR FILING WITH THE  
SECURITIES AND EXCHANGE COMMISSION**

The Stockholders and the Board of Directors  
Fruitas Holdings, Inc. and Subsidiaries  
No. 60 Cordillera St., Brgy. Dona Josefa  
Quezon City, 1113

We have audited the accompanying consolidated financial statements of Fruitas Holdings, Inc. (a subsidiary of Lush Properties, Inc.) and Subsidiaries as at June 30, 2019 and December 31, 2018 and 2017, and for the six months ended June 30, 2019 and 2018, and for the years ended December 31, 2018, 2017 and 2016, on which we have rendered our report dated August 24, 2019.

In compliance with Securities Regulation Code Rule 68, as amended, we are stating that Fruitas Holdings, Inc. has 15 stockholders owning one hundred (100) or more shares each as at June 30, 2019 and December 31, 2018 and 2017.

**REYES TACANDONG & Co.**

  
WILSON P. TEO  
Partner  
CPA Certificate No. 92765  
Tax Identification No. 191-520-944-000  
BOA Accreditation No. 4782; Valid until August 15, 2021  
SEC Accreditation No. 1614-A  
Valid until March 1, 2020  
BIR Accreditation No. 08-005144-014-2017  
Valid until March 8, 2020  
PTR No. 7334346  
Issued January 3, 2019, Makati City

August 24, 2019  
Makati City, Metro Manila



## REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTARY SCHEDULES

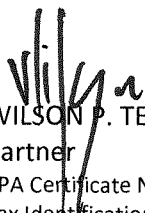
The Stockholders and the Board of Directors  
Fruitas Holdings, Inc. and Subsidiaries  
No. 60 Cordillera St., Brgy. Dona Josefa  
Quezon City, 1113

We have audited in accordance with Philippine Standards on Auditing, the basic consolidated financial statements of Fruitas Holdings, Inc. (a subsidiary of Lush Properties, Inc.) and Subsidiaries (the "Group") as at June 30, 2019 and December 31, 2018 and 2017, and for the six months ended June 30, 2019 and 2018, and for the years ended December 31, 2018, 2017 and 2016, and have issued our report thereon dated August 24, 2019. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The accompanying supplementary schedules are the responsibility of the Company's management. These supplementary schedules include the following:

- Supplementary Schedules as Required by Part II of Securities Regulation Code Rule 68, as Amended
- Reconciliation of Retained Earnings Available for Dividend Declaration
- Adoption of Effective Accounting Standards and Interpretations
- Financial Soundness Indicators
- Conglomerate Map

These schedules are presented for the purpose of complying with Securities Regulation Code Rule 68, as amended, and are not part of the basic consolidated financial statements. The information in these schedules has been subjected to the auditing procedures applied in our audits of the basic consolidated financial statements, including comparing such information directly to the underlying accounting and other records used to prepare the basic consolidated financial statements or to the basic consolidated financial statements themselves. In our opinion, the information is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

### REYES TACANDONG & Co.

  
WILSON P. TEO  
Partner  
CPA Certificate No. 92765  
Tax Identification No. 191-520-944-000  
BOA Accreditation No. 4782; Valid until August 15, 2021  
SEC Accreditation No. 1614-A  
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Valid until March 8, 2020  
PTR No. 7334346  
Issued January 3, 2019, Makati City

August 24, 2019  
Makati City, Metro Manila



## INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors  
Fruitas Holdings, Inc. and Subsidiaries  
No. 60 Cordillera St., Brgy. Dona Josefa  
Quezon City, 1113

### *Opinion*

We have audited the consolidated financial statements of Fruitas Holdings, Inc. (a subsidiary of Lush Properties, Inc.) and Subsidiaries (the "Group"), which comprise the consolidated statements of financial position as at June 30, 2019 and December 31, 2018 and 2017, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the six months ended June 30, 2019 and 2018, and for the years ended December 31, 2018, 2017 and 2016, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at June 30, 2019 and December 31, 2018 and 2017, and its consolidated financial performance and its consolidated cash flows for the six months ended June 30, 2019 and 2018, and for the years ended December 31, 2018, 2017 and 2016 in accordance with Philippine Financial Reporting Standards (PFRSs).

### *Basis for Opinion*

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

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

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



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

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

*Auditors' Responsibilities for the Audit of the Consolidated Financial Statements*

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

**REYES TACANDONG & Co.**

WILSON P. TEO

Partner

CPA Certificate No. 92765

Tax Identification No. 191-520-944-000

BOA Accreditation No. 4782; Valid until August 15, 2021

SEC Accreditation No. 1614-A

Valid until March 1, 2020

BIR Accreditation No. 08-005144-014-2017

Valid until March 8, 2020

PTR No. 7334346

Issued January 3, 2019, Makati City

August 24, 2019

Makati City, Metro Manila

**FRUITAS HOLDINGS, INC.**  
(A Subsidiary of Lush Properties, Inc.)  
**AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Amounts in Thousands)

		December 31	
		2018	
	Note	(As Restated - Note 4)	2017
	June 30, 2019		
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents		P204,251	P260,498
Trade and other receivables	5	72,690	55,638
Merchandise inventories	6	43,626	52,025
Due from related parties	14	107,322	40,571
Deposits and advance rentals	21	88,918	85,559
Financial assets at fair value through profit or loss (FVPL)	7	-	-
Other current assets	8	36,962	6,344
<b>Total Current Assets</b>		<b>553,769</b>	<b>500,635</b>
<b>Noncurrent Assets</b>			
Property and equipment	9	191,310	182,742
Intangible assets	10	214,023	214,309
Right-of-use (ROU) assets	21	108,931	-
Deferred tax assets	22	4,481	4,334
Deferred input value-added tax (VAT)		2,224	-
<b>Total Noncurrent Assets</b>		<b>520,969</b>	<b>403,764</b>
		<b>P1,074,738</b>	<b>P904,399</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current Liabilities</b>			
Trade and other payables	11	P104,260	P112,682
Current portion of:			
Notes payable	12	343,740	283,689
Lease liabilities	21	24,224	-
Mortgage payable	13	2,789	2,589
Due to related parties	14	11,906	22,117
Income tax payable		9,682	30,865
Dividends payable	16	-	45,500
<b>Total Current Liabilities</b>		<b>496,601</b>	<b>497,442</b>

(Forward)

			December 31	
			2018	
	Note	June 30, 2019	(As Restated - Note 4)	2017
<b>Noncurrent Liabilities</b>				
Noncurrent portion of:				
Notes payable	12	₱65,540	₱27,624	₱-
Lease liabilities	21	87,563	-	-
Mortgage payable	13	2,420	3,372	3,294
Retirement benefits liability	15	2,713	2,230	1,702
Deferred tax liability	22	8,196	-	-
Total Noncurrent Liabilities		166,432	33,226	4,996
Total Liabilities		663,033	530,668	410,231
<b>Equity Attributable to Equity Holders of the Parent Company</b>				
Capital stock	16	160,000	160,000	160,000
Retained earnings		196,558	158,584	103,781
Other equity reserves	4	55,193	55,193	55,193
Other comprehensive loss		(46)	(46)	(46)
Total Equity Attributable to Equity Holders of the Parent Company		411,705	373,731	318,928
<b>Non-controlling Interests</b>				
Total Equity		411,705	373,731	318,928
		₱1,074,738	₱904,399	₱729,159

See accompanying Notes to Consolidated Financial Statements.



**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(Amounts in Thousands, Except for Earnings per Share)**

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018 (As Restated - Note 4)	2017	2016
<b>REVENUE</b>	17	<b>₱941,188</b>	₱726,201	₱1,579,206	₱1,152,567	₱500,159
<b>COST OF SALES</b>	18	<b>(392,154)</b>	(328,804)	(693,470)	(458,332)	(189,112)
<b>GROSS PROFIT</b>		<b>549,034</b>	397,397	885,736	694,235	311,047
<b>SELLING AND DISTRIBUTION EXPENSES</b>	19	<b>(390,821)</b>	(277,757)	(607,294)	(369,057)	(170,052)
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	20	<b>(69,182)</b>	(57,376)	(131,452)	(79,206)	(25,702)
<b>INTEREST EXPENSE</b>	12	<b>(19,900)</b>	(7,409)	(16,065)	(1,233)	(49)
<b>INTEREST INCOME</b>		<b>241</b>	96	1,195	1,432	985
<b>GAIN FROM BARGAIN PURCHASE</b>	4	-	-	6,437	-	-
<b>OTHER INCOME - Net</b>	7	<b>4,838</b>	375	1,361	1,230	627
<b>INCOME BEFORE INCOME TAX</b>		<b>74,210</b>	55,326	139,918	247,401	116,856
<b>PROVISION FOR (BENEFIT FROM) INCOME TAX</b>	22					
Current		<b>14,187</b>	16,489	43,339	74,872	35,094
Deferred		<b>8,049</b>	(140)	(3,724)	(361)	(169)
		<b>22,236</b>	16,349	39,615	74,511	34,925
<b>NET INCOME</b>		<b>51,974</b>	38,977	100,303	172,890	81,931
<b>OTHER COMPREHENSIVE LOSS</b>						
<i>Item not to be reclassified to profit or loss</i>						
Actuarial loss on retirement benefits liability (net of tax of ₱20)	15	-	-	-	(46)	-
<b>TOTAL COMPREHENSIVE INCOME</b>		<b>₱51,974</b>	₱38,977	₱100,303	₱172,844	₱81,931
<b>NET INCOME ATTRIBUTABLE TO:</b>						
Equity holders of the Parent Company		<b>₱51,974</b>	₱38,977	₱100,303	₱138,569	₱70,568
Non-controlling interests		-	-	-	34,321	11,363
		<b>₱51,974</b>	₱38,977	₱100,303	₱172,890	₱81,931

		Six Months Ended June 30		Years Ended December 31		
	Note	2019	2018	2018 (As Restated - Note 4)	2017	2016
<b>TOTAL COMPREHENSIVE INCOME</b>						
<b>ATTRIBUTABLE TO:</b>						
Equity holders of the Parent						
Company		<b>₱51,974</b>	<b>₱38,977</b>	<b>₱100,303</b>	<b>₱138,523</b>	<b>₱70,568</b>
Non-controlling interests		-	-	-	34,321	11,363
		<b>₱51,974</b>	<b>₱38,977</b>	<b>₱100,303</b>	<b>₱172,844</b>	<b>₱81,931</b>
<b>Basic and Diluted Earnings Per</b>						
<b>Share (EPS) Attributable to the</b>						
<b>Equity Holders of the Parent</b>						
Company	23	<b>₱0.0325</b>	<b>₱0.0244</b>	<b>₱0.0627</b>	<b>₱0.1014</b>	<b>₱0.2349</b>

*See accompanying Notes to Consolidated Financial Statements.*

**FRUITAS HOLDINGS, INC.**  
(A Subsidiary of Lush Properties, Inc.)  
**AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Amounts in Thousands)

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018 (As Restated - Note 4)	2017	2016
<b>EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY</b>						
<b>Capital Stock</b>	16					
Issued						
Balance at beginning of period		₱160,000	₱160,000	₱160,000	₱115,000	₱-
Issuances		-	-	-	45,000	115,000
Balance at end of period		160,000	160,000	160,000	160,000	115,000
Subscribed						
Balance at beginning of period		-	-	-	17,250	125,000
Subscriptions		-	-	-	27,750	7,250
		-	-	-	45,000	132,250
Less subscriptions receivable:						
Balance at beginning of period		-	-	-	-	92,000
Collections		-	-	-	-	(92,000)
Balance at end of period		-	-	-	-	-
		-	-	-	45,000	132,250
Issuances		-	-	-	(45,000)	(115,000)
Balance at end of period		-	-	-	-	17,250
		160,000	160,000	160,000	160,000	132,250
<b>Retained Earnings</b>						
Balance at beginning of period, as previously reported		152,147	103,781	103,781	83,539	12,000
Gain from bargain purchase	4	6,437	-	-	-	-
Balance at beginning of period, as restated		158,584	103,781	103,781	83,539	12,000
Net income		51,974	38,977	100,303	138,569	70,568
Cash dividends	16	(14,000)	-	(45,500)	(118,327)	-
Acquisition of non-controlling interests		-	-	-	-	971
Balance at end of period		196,558	142,758	158,584	103,781	83,539
<b>Other Equity Reserves</b>						
Balance at beginning of period	4	55,193	55,193	55,193	4,220	4,220
Excess value over cost of investments		-	-	-	50,973	-
Balance at end of period		55,193	55,193	55,193	55,193	4,220

(Forward)

	Six Months Ended June 30		Years Ended December 31			
	Note	2019	2018	2018 (As Restated - Note 4)	2017	2016
<b>Other Comprehensive Loss</b>						
<i>Not to be reclassified to profit or loss when realized - remeasurement adjustments on net retirement benefits liability, net of deferred tax</i>						
	15	(P46)	(P46)	(P46)	(P46)	P-
<b>Shares Held By Subsidiaries -</b>						
<b>At Cost</b>						
	16					
Balance at beginning of period		-	-	-	(52,000)	(13,000)
Sale of shares		-	-	-	52,000	-
Additions		-	-	-	-	(39,000)
Balance at end of period		-	-	-	-	(52,000)
<b>NON-CONTROLLING INTERESTS</b>						
Balance at beginning of period		-	-	-	24,715	14,323
Acquisition of non-controlling interests	4	-	-	-	(59,036)	(971)
Net income		-	-	-	34,321	11,363
Balance at end of period		-	-	-	-	24,715
		<b>P411,705</b>	<b>P357,905</b>	<b>P373,731</b>	<b>P318,928</b>	<b>P192,724</b>

See accompanying Notes to Consolidated Financial Statements.

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Amounts in Thousands)**

		Six Months Ended June 30		Years Ended December 31		
				2018 (As Restated - Note 4)		
	Note	2019	2018		2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>						
Income before income tax		₱74,210	₱55,326	₱139,918	₱247,401	₱116,856
Adjustments for:						
Depreciation and amortization	9	47,474	26,159	53,425	15,641	4,727
Interest expense	12	19,900	7,409	16,065	1,233	49
Unrealized foreign exchange loss	7	908	-	-	-	-
Retirement benefits expense	15	483	467	528	1,203	230
Interest income		(241)	(96)	(1,195)	(1,432)	(985)
Gain from bargain purchase	4	-	-	(6,437)	-	-
Unrealized gain on changes in FVPL	7	-	-	-	(157)	(81)
Provision for doubtful accounts	5	-	-	-	-	333
Operating income before working capital changes		142,734	89,265	202,304	263,889	121,129
Decrease (increase) in:						
Trade and other receivables		(17,052)	(39,743)	(36,430)	(12,350)	(7,191)
Merchandise inventories		8,399	10,263	(13,059)	(32,880)	494
Deposits and advance rentals		(3,359)	12,957	(19,533)	(31,030)	(12,920)
Deferred input VAT		155	-	(2,379)	-	-
Financial assets carried at FVPL		-	-	11,236	-	(11,000)
Other current assets		(31,966)	(23,383)	(4,440)	(5,796)	-
Increase (decrease) in trade and other payables		(8,422)	15,577	64,282	21,460	(25,483)
Net cash generated from operations		90,489	64,936	201,981	203,293	65,029
Income tax paid		(34,022)	(39,604)	(48,517)	(64,758)	(11,772)
Interest paid		(19,900)	(7,409)	(16,065)	(1,233)	(49)
Interest received		241	96	1,195	1,432	985
Net cash flows from operating activities		36,808	18,019	138,594	138,734	54,193
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>						
Advances to related parties	14	(316,836)	(79,577)	(40,571)	(7,452)	(45,696)
Collections of due from related parties	14	250,085	-	7,082	46,065	-
Acquisitions of:						
Property and equipment	9	(43,165)	(63,386)	(146,439)	(87,076)	(6,448)
Intangible assets	10	-	-	(7,909)	(201,442)	-
Net cash flows from investing activities		(109,916)	(142,963)	(187,837)	(249,905)	(52,144)

(Forward)

		Six Months Ended June 30		Years Ended December 31		
				2018	2017	2016
	Note	2019	2018	(As Restated - Note 4)		
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>						
Proceeds from:						
Issuance of promissory notes	12	₱198,916	₱-	₱246,700	₱311,750	₱-
Availment of mortgage loan	13	500	2,623	3,988	4,804	872
Stock subscription	16	-	-	-	27,750	7,250
Payments of:						
Notes payable	12	(100,949)	(3,750)	(247,137)	-	-
Cash dividends		(59,500)	-	-	(118,327)	-
Due to related parties	14	(42,332)	-	(1,256)	(1,582)	(31,213)
Lease liabilities	21	(9,735)	-	-	-	-
Mortgage payable	13	(1,252)	(1,344)	(2,452)	(1,002)	(249)
Advances from related parties	14	32,121	18,351	15,463	3,109	-
Acquisitions of:						
Non-controlling interests		-	-	-	(8,063)	-
Shares held by subsidiaries	16	-	-	-	-	(39,000)
Proceeds from sale of shares held by subsidiaries	16	-	-	-	52,000	-
Collections of subscriptions receivable	16	-	-	-	1	92,000
Net cash flows from financing activities		17,769	15,880	15,306	270,440	29,660
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>						
		(908)	-	-	-	-
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>						
		(56,247)	(109,064)	(33,937)	159,269	31,709
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>						
		260,498	294,435	294,435	135,166	103,457
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>						
		₱204,251	₱185,371	₱260,498	₱294,435	₱135,166
<b>SUPPLEMENTARY INFORMATION ON NONCASH ACTIVITIES</b>						
Recognition of lease liabilities	21	₱111,787	₱-	₱-	₱-	₱-
Recognition of ROU assets	21	108,931	-	-	-	-
Reclassification of advances to suppliers to property and equipment	8	-	-	3,896	-	-
		₱220,718	₱-	₱3,896	₱-	₱-
<b>COMPONENTS OF CASH AND CASH EQUIVALENTS</b>						
Cash on hand		₱3,610	₱2,818	₱1,461	₱380	₱175
Cash in banks		200,641	94,411	225,070	225,663	103,669
Cash equivalents		-	88,142	33,967	68,392	31,322
		₱204,251	₱185,371	₱260,498	₱294,435	₱135,166

See accompanying Notes to Consolidated Financial Statements.

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Amounts in Thousands)**

**1. Corporate Information**

Fruitas Holdings, Inc. (herein referred to as FHI or the "Parent Company") and its subsidiaries, collectively referred to as the "Group", were incorporated in the Philippines (except GEIL and OLL) and registered with the Securities and Exchange Commission (SEC) on the following dates:

Name of Companies	Date of Incorporation
Parent Company	February 18, 2015
Subsidiaries with direct ownership:	
Negril Trading, Inc. <i>(doing business under the name and style of De Original Jamaican Pattie Shop &amp; Juice Bar)</i> (NTI)	June 20, 1990
Buko ni Fruitas Inc. (BNFI)	May 17, 2005
Fruitasgroup Incorporated <i>(doing business under the name and style of Bukoloco, Fruitasicecandy and 7,107 Halo Halo Islands)</i> (FGI)	July 13, 2010
Subsidiaries with indirect ownership:	
Green Empire International Limited (GEIL)*	May 10, 2017
Oceanic Luck Limited (OLL)**	April 25, 2016

\*ownership through FGI  
\*\*ownership through GEIL

The Parent Company is engaged in investment activities.

The principal activities and percentage of ownership of the Parent Company's subsidiaries are presented below.

Subsidiaries	Principal Activities	Principal Place of Business	Percentage of Ownership
Direct:			
NTI	Production, processing and distribution of goods	Quezon City	100%
BNFI	Trading of goods	Quezon City	100%
FGI	Trading of goods	Quezon City	100%
Indirect:			
GEIL	Holding company	British Virgin Islands	100%
OLL	Holding company	Samoa Islands	100%

**Amendments to the Articles of Incorporation (AOI)**

In February 2018, the SEC approved the following amendments to the AOI:

- of the seven (7) directors, at least three (3) should be independent; and
- that the authorized capital stock of FHI amounting to ₱500.0 million shall be divided into (a) 3.0 billion preferred shares at one centavo (₱0.01) par value a share; and (b) 4.7 billion common shares at ten centavos (₱0.10) par value a share (see Note 16).

In November 2017, the Parent Company received cash subscriptions aggregating ₱15.0 million from individual and corporate stockholders.

In October 2017, the SEC approved the following amendments to the Parent Company's AOI, among others:

- change in the Parent Company's name from "The Lush Company, Inc." to "Fruitas Holdings, Inc.";
- 1:10 stock split resulting to a decrease in par value from ₱1.00 to ₱0.10 a share and increasing the authorized capital stock from 500.0 million to 5.0 billion shares (see Note 16).

#### **Changes in Ownership Structure**

In February 2017, Lush Properties, Inc. (LPI), a domestic company engaged in the leasing/real estate activities, subscribed to additional 12.7 million common shares of FHI at ₱1.00 par value a share equivalent to ₱12.7 million. Further, LPI acquired for ₱87.1 million the existing shares held by individual and corporate stockholders and shares held by subsidiaries. The transaction increased LPI's ownership interest in FHI to 87% and accordingly, made LPI the parent company of FHI.

*NTI.* In July 2018, NTI acquired the assets and the brand name *Sabroso Lechon* from Sabroso Lechon Inc. (SLI). The acquisition was completed following the fulfillment of the closing conditions of the Contract to Sell and the Deed of Assignment of the registered trademark and the payment of the related consideration amounting to ₱28.3 million (see Note 4).

In October 2017, FHI acquired 2,152 shares of NTI from the remaining individual stockholders for ₱470 to increase FHI's ownership interest to 100% (see Note 4). On the same date, FHI also subscribed to additional 436,625 shares of NTI at ₱255 per share or equivalent to ₱111.3 million.

*BNFI.* In October 2017, FHI acquired 13,494 shares of BNFI from the remaining individual stockholders for ₱4.0 million to increase FHI's ownership interest to 100% (see Note 4). On the same date, FHI also subscribed to additional 331,500 shares of BNFI at ₱355 per share or equivalent to ₱117.7 million.

*FGI.* In October 2017, FHI acquired 124,992 shares of FGI from the remaining individual stockholders for ₱12.7 million to increase FHI's equity interest in FGI to 100% (see Note 4). Subsequently, FHI also subscribed to additional 400,000 shares of FGI at par and paid ₱82.0 million.

In August 2017, FGI subscribed to 1 share of GEIL for US\$1. In December 2017, FGI subscribed to additional 40,000 shares for US\$4.0 million (equivalent to ₱200.2 million) at US\$100 per share equivalent to 100% equity interest. GEIL then acquired 100% of OLL. OLL holds the intellectual property rights to certain brands including *Fruitas, The Mango Farm, Shou, Black Pearl, Friends Fries* and *Juice Avenue*. GEIL was incorporated and domiciled in the British Virgin Islands. OLL was incorporated and domiciled in the Samoan Islands.

In February 2017, the Board of Directors (BOD) of FGI and BNFI approved certain reorganization activities wherein FGI and BNFI obtained the rights to the lease of various outlets previously owned by related and third parties. The primary purpose of the reorganization activities is to integrate the operating activities of Fruitas brands to the Group, which will result in the economies of scale and efficiency of operations and more productive use of the properties of the Group. The obligations for rental deposits on leases were transferred to the Group through an assignment of lease agreements.



The above amendments and equity transactions are pursuant to the planned listing with the Philippine Stock Exchange (PSE) and the public offering of the shares of the Group. The stockholders and BOD subsequently approved the planned application for the listing of the Parent Company's shares of stock in the PSE on August 24, 2019. As at August 24, 2019, the Group is in the process of completing the required documentation with the SEC and the PSE.

The consolidated financial statements of the Group as at June 30, 2019 and December 31, 2018, and 2017, and for the six months ended June 30, 2019 and 2018 and the years ended December 31, 2018, 2017 and 2016 were approved and authorized for issuance by the BOD on August 24, 2019.

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## 2. Summary of Significant Accounting and Reporting Policies

The significant accounting policies used in the presentation of the consolidated financial statements have been consistently applied to all the years presented, unless otherwise stated.

### **Basis of Preparation and Statement of Compliance**

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs) issued by the Philippine Financial Reporting Standards Council and adopted by the SEC, including SEC pronouncements. This financial reporting framework includes PFRSs, Philippine Accounting Standards (PASs) and Philippine interpretations from International Financial Reporting Interpretations Committee.

The consolidated financial statements were also prepared in compliance with Securities and Regulations Code Rule 68, as amended, for statutory filing and in relation to the Group's planned application for listing its common shares with the PSE.

### **Bases of Measurement**

The consolidated financial statements of the Group have been prepared on a historical cost basis; except for financial assets at FVPL, and are presented in Philippine Peso (Peso), the Group's functional currency. All amounts are rounded to the nearest thousands unless otherwise indicated.

Historical cost is generally based on the fair value of the consideration given in exchange for an asset and the fair value of the consideration received in exchange for incurring a liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group uses observable market data to the extent possible when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

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

If the inputs used to measure the fair value of an asset or a liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 26 to the consolidated financial statements.

#### **Adoption of New PFRS**

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standard which the Group adopted effective January 1, 2019 -

- **PFRS 16, *Leases***

PFRS 16 replaced PAS 17, *Leases*, IFRIC 4, *Determining whether an Arrangement contains a Lease*, SIC-15, *Operating Leases-Incentives*, and SIC-27, *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. PFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under PAS 17. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases (i.e., leases with a lease term of 12 months or less).

At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term [i.e., ROU asset]. Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the ROU asset.

Lessees will also be required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the ROU asset.

Lessor accounting under PFRS 16 is substantially unchanged from accounting under PAS 17. Lessors will continue to classify all leases using the same classification principle as in PAS 17 and distinguish between two types of leases: operating and finance leases.

The Group generally leases spaces for the retail establishments for a term ranging from six months to 24 months from various entities. These are renewable upon mutual agreement of the parties and do not contain any purchase options. These retail establishments include kiosks, carts and inline food stalls. The Group has assessed that at commencement date, it is not reasonably certain to exercise the extension option on the lease of the kiosks and carts because these are movable improvements and can be relocated any time without undue costs, and the renewal option will be exercised after a complete evaluation of the financial performance of an outlet or a store. Accordingly, the Group decided to apply the recognition exemption on short-term leases and the related lease expenses are recognized in the profit or loss on a straight-line basis.

For the Group's outlets with permanent and significant improvement and other non-cancellable operating lease commitments, the Group recognized ROU assets and lease liabilities. These liabilities were measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate as at January 1, 2019. The incremental borrowing rate applied to the lease liabilities ranges from 10.87% to 11.00%, depending on the lease term. ROU assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments.

The Group has adopted PFRS 16 using the modified retrospective method, which requires that the cumulative effect of applying the new standard is recognized at the beginning of the year of initial application. Accordingly, the comparative information presented for 2018 and 2017 have not been restated.

The following table summarizes the ROU assets and lease liabilities recognized as at January 1, 2019:

Outlets spaces	₱46,459
Land and building	66,968
<u>Total ROU assets</u>	<u>₱113,427</u>
Current portion of lease liabilities	₱46,459
Noncurrent portion of lease liabilities	66,968
<u>Total lease liabilities</u>	<u>₱113,427</u>

#### **New and Amended PFRSs Issued But Not Yet Effective**

Relevant new and amended PFRSs, which are not yet effective as at June 30, 2019 and have not been applied in preparing the consolidated financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2019:

- Philippine Interpretation IFRIC 23, *Uncertainty Over Income Tax Treatments* – The interpretation provides guidance on how to reflect the effects of uncertainty in accounting for income taxes under PAS 12, *Income Taxes*, in particular (i) whether uncertain tax treatments should be considered separately, (ii) assumptions for taxation authorities' examinations, (iii) determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, and (iv) effect of changes in facts and circumstances.

Deferred effectivity -

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

The amendments address a current conflict between the two standards and clarify that a gain or loss should be recognized fully when the transaction involves a business, and partially if it involves assets that do not constitute a business. The effective date of the amendments, initially set for annual periods beginning on or after January 1, 2016, was deferred indefinitely in December 2015 but earlier application is still permitted.

Under prevailing circumstances, the adoption of the foregoing new and amended PFRSs is not expected to have any material effect on the consolidated financial statements of the Group. Additional disclosures will be included in the consolidated financial statements as necessary.

### **Basis of Consolidation**

The consolidated financial statements include the accounts of the Parent Company and its subsidiaries.

### **Subsidiaries**

A subsidiary is an entity that is controlled by the Parent Company. A subsidiary is consolidated from the date when control is transferred to the Parent Company directly or through a holding company. Control is achieved when the Parent Company is exposed or has rights to variable returns from its investment with the investee and has the ability to affect those returns through its power over the investee. A subsidiary is deconsolidated from the date when control ceases.

The separate financial statements of the subsidiaries are prepared for the same reporting year as that of the Parent Company using uniform accounting policies. Significant intercompany transactions and balances, including intercompany profits, dividends and unrealized profits and losses, are eliminated in full.

A change in ownership interest of a subsidiary, without a change in control, is accounted for as an equity transaction.

If the Parent Company loses control over a subsidiary, the Group: (a) derecognizes the assets and liabilities of the subsidiary; (b) derecognizes the carrying amounts of any non-controlling interest; (c) derecognizes the cumulative translation differences recorded in equity; (d) recognizes the fair value of consideration received; (e) recognizes the fair value of any investment retained; (f) recognizes any surplus or deficit in profit or loss; and (g) reclassifies the Parent Company's share of components previously recognized in other comprehensive income in relation to that subsidiary on same basis as would be required if the Parent Company had directly disposed of the related assets and liabilities.

### **Non-controlling Interests**

Non-controlling interests represent the equity interest of the subsidiaries not owned, directly or indirectly, by the Parent Company. The non-controlling interests share in the losses of a subsidiary even if that results in a deficit balance. Non-controlling interests represent the interests of minority shareholders of FGI, BNFI and NTI in 2016.

### **Business Combination**

Business combination is accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree. Acquisition-related costs incurred are expensed and included in general and administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date, including the separation of embedded derivatives in host contracts by the acquiree, if any.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized in accordance with PFRS 9 either in the consolidated statement of comprehensive income or as a change to other comprehensive income. If the contingent consideration is not within the scope of PFRS 9, it is measured in accordance with appropriate PFRS. Contingent consideration that is classified as equity is not remeasured until it is finally settled and accounted for within equity.

If necessary information, such as the fair value of assets and liabilities acquired, is not available by the end of the reporting period in which the business combination occurs, provisional amounts are used for a period not exceeding one year from the date of acquisition or the measurement period. During this period, provisional amounts recognized for a business combination may be retrospectively adjusted if relevant information has been obtained or becomes available.

The Group also considers whether the acquisition represents an acquisition of a business or a group of assets. The Group accounts for an acquisition as a business if it acquires an integrated set of business processes in addition to the group of assets acquired.

A gain from bargain purchase is generated when the fair value of the net assets acquired by the Group exceeds the acquisition price, and is recognized in the consolidated statement of comprehensive income in the year of acquisition.

Business combination arising from transfers of interest involving entities under common control is accounted for using book values. Any difference between the purchase price and the net assets of acquired entity is presented separately within equity on consolidation. Any non-controlling interest is measured as a proportionate share of the book values of the related assets and liabilities. The acquiree's assets and liabilities are recognized at book values and results of operations are included in the consolidated financial statements as if the acquisition has occurred at the beginning of the latest comparative period.

## **Financial Assets and Liabilities**

### **Recognition and Measurement**

*Date of Recognition.* The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of a financial 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 and Measurement.* 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 initial measurement of financial instruments, except for those designated at FVPL, includes transaction cost.

*"Day 1" Difference.* Where the transaction in a non-active market is different from the fair value of 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" difference) in profit or loss. In cases where there is no observable data on inception, the Group deems the transaction price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss 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" difference.

## Classification

*Classification of Financial Instruments.* The Group classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost and (c) financial assets at fair value through other comprehensive income (FVOCI). Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or financial liabilities at amortized cost. The classification of a financial instrument largely depends on the Group's business model and its contractual cash flow characteristics.

As at June 30, 2019 and December 31, 2018 and 2017, the Group has no financial instruments classified as financial assets at FVOCI and financial liabilities at FVPL.

*Classification of Financial Instruments between Liability and Equity.* A financial instrument is classified as liability if it provides for a contractual obligation to:

- Deliver cash or another financial asset to another entity;
- 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.

*Financial Assets at Amortized Cost.* Financial assets shall be measured at amortized cost if both of the following conditions are met:

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

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As at June 30, 2019 and December 31, 2018 and 2017, the Group's cash and cash equivalents, trade and other receivables, due from related parties and construction bond are classified under this category (see Notes 5, 8 and 14).

*Financial Assets at FVPL.* Financial assets that do not meet the criteria for being measured at amortized cost or FVOCI are classified under this category. Specifically, financial assets at FVPL include financial assets that are (a) held for trading, (b) designated upon initial recognition at FVPL, or (c) mandatorily required to be measured at fair value.

Financial assets are classified as held for trading if these are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless these are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at FVOCI, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVPL are measured at fair value at each reporting date, with any fair value gains or losses recognized in profit or loss to the extent these are not part of a designated hedging relationship.

As at December 31, 2017, the Group's investments in Unit Investment Trust Funds (UITF) are classified under this category.

*Financial Liabilities at Amortized Cost.* Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or through the amortization process.

As at June 30, 2019 and December 31, 2018 and 2017, the Group's trade and other payables (except statutory payable), notes payable, lease liabilities, mortgage payable, amounts due to related parties and dividends payable are classified under this category (see Notes 11, 12, 13, 14, 16 and 21).

#### **Reclassification**

The Group reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVPL, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in profit or loss.

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from a difference between the previous amortized cost of the financial asset and fair value is recognized in other comprehensive income (OCI).

For a financial asset reclassified out of the financial assets at FVPL category to financial assets at amortized cost, its fair value at the reclassification date becomes its new gross carrying amount.

In the case of a financial asset that does not have a fixed maturity, the gain or loss shall be recognized in profit or loss when the financial asset is sold or disposed of. If the financial asset is subsequently impaired, any previous gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

For a financial asset reclassified out of the financial assets at FVPL category to financial assets at FVOCI, its fair value at the reclassification date becomes its new gross carrying amount. Meanwhile, for a financial asset reclassified out of the financial assets at FVOCI category to financial assets at FVPL, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss as a reclassification adjustment at the reclassification date.

#### **Impairment of Financial Assets at Amortized Cost**

The Group records an allowance for ECL based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

*Trade and Other Receivables.* For trade and other receivables, the Group has applied the simplified approach in measuring ECL.

Simplified approach requires that ECL should always be based on the lifetime ECL. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

*Other Financial Assets at Amortized Cost.* For these debt instruments the Group has applied the general approach in measuring ECL.

Under the general approach, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECL that result from default events on a financial instrument that are possible within 12 months after the reporting date.

However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

#### **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 right to receive cash flows from the asset has expired;
- the Group retains the right to receive cash flows from the financial 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 right to receive cash flows from the financial 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 right to receive cash flows from a financial asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset nor transferred control of the financial asset, the financial asset is recognized to the extent of the Group's continuing involvement in the financial asset. Continuing involvement that takes the form of a guarantee over the transferred financial asset is measured at the lower of the original carrying amount of the financial asset and the maximum amount of consideration that the Group could be required to repay.

*Financial Liabilities.* A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income.

A modification is considered substantial if the present value of the cash flows under the new terms, including net fees paid or received and discounted using the original effective interest rate, is different by at least 10% from the discounted present value of remaining cash flows of the original liability.

The fair value of the modified financial liability is determined based on its expected cash flows, discounted using the interest rate at which the Group could raise debt with similar terms and conditions in the market. The difference between the carrying amount of the original liability and fair value of the new liability is recognized in the consolidated statement of comprehensive income.

On the other hand, if the difference does not meet the 10% threshold, the original debt is not extinguished but merely modified. In such case, the carrying amount is adjusted by the costs or fees paid or received in the restructuring.

#### **Offsetting of Financial Assets and Liabilities**

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

#### **Merchandise Inventories**

Merchandise inventories are carried at the lower of cost and net realizable value (NRV). The NRV of inventories is the estimated selling price in the ordinary course of business, less the estimated costs of completion and costs necessary to make the sale. Cost is determined using first-in, first-out method.

At each reporting date, merchandise inventories are assessed for impairment. If inventory is impaired, the carrying amount is reduced to its NRV. Impairment loss is recognized immediately in profit or loss.

When merchandise inventories are sold, the carrying amount of those merchandise inventories is recognized to profit or loss in the year when the related revenue is recognized.

**Deposits and Advance Rentals**

Deposits and advance rentals represent payments for security, utilities and other deposits made in relation to the lease agreements entered into by the Group. These are carried at face amounts and will generally be applied as lease payments toward the end of the lease terms.

**Other Current Assets**

Other current assets mainly pertain to prepayments, advances to suppliers, advances to officers and employees and creditable withholding taxes (CWTs), which are stated at cost, less allowance for any impairment in value.

*Prepayments.* Prepayments are expenses paid in advance and recorded as assets before these are utilized. Prepayments are apportioned over the period covered by the payment and included in profit or loss when incurred. Prepayments that are expected to be realized for no more than 12 months after the financial reporting period are classified as current assets. Otherwise, these are classified as noncurrent assets.

*Advances to Suppliers.* Advances to suppliers are recognized whenever the Group pays in advance for its purchase of goods and supplies. The advances to suppliers are measured at transaction price less impairment in value, if any.

*Advances to Officers and Employees.* Advances to officers and employees pertain to advances made by the Group to employees to fund for working capital expenditures. These are subject to liquidation and are measured at transaction price less impairment in value, if any.

*CWTs.* CWTs are deducted from income tax payable in the same year the revenue was recognized and are carried forward to the succeeding year when in excess of income tax payable. CWTs are stated at face amount less impairment in value, if any.

**VAT**

*VAT.* Revenue, expenses and assets are generally recognized net of the amount of VAT. The net amount of VAT recoverable from or payable to the taxation authority is presented as "Input VAT" under "Other current assets" account or "Output VAT" under "Trade and other payables" account in the consolidated statements of financial position.

*Deferred input VAT.* In accordance with the Revenue Regulation (RR) No. 16-2005, input VAT on purchases or imports of the Group of capital goods (depreciable assets for income tax purposes) with an aggregate acquisition cost (exclusive of VAT) in each of the calendar month exceeding ₱1.0 million is claimed as credit against output VAT over 60 months or the estimated useful lives of capital goods, whichever is shorter.

Deferred input VAT represents the unamortized amount of input VAT on capital goods. Deferred input VAT on capital goods is classified as current asset if it is expected to be claimed against output VAT no more than 12 months after the reporting date. Otherwise, it is classified as noncurrent asset.

**Property and Equipment**

Property and equipment, except land, are stated at cost less accumulated depreciation and amortization and any impairment in value. Land is stated at cost less impairment in value, if any.

Cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the period the 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 are calculated on a straight-line basis over the following estimated useful lives of the property and equipment:

<u>Asset Type</u>	<u>Number of Years</u>
Leasehold improvements	3 years or term of lease, whichever is shorter
Transportation equipment	5-10
Office furniture, fixtures and equipment	2-5
Store furniture, fixtures and equipment	2-5

The estimated useful lives and depreciation and amortization method are reviewed periodically to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits for the use of property and equipment.

Fully depreciated and amortized assets are retained in the accounts until these are no longer in use.

When property and equipment are sold or retired, their cost, accumulated depreciation and amortization and any allowance for impairment in value are eliminated and any resulting gain or loss is included in profit or loss.

**Intangible Assets**

Intangible assets are identifiable non-monetary assets of the Group without physical substance held for use in operations, the production of goods or services and for rental to others. This account includes the following:

*Brand Names.* The cost of an intangible asset acquired in a business combination is its fair value at the date of acquisition. Subsequently, intangible asset is carried at cost less any accumulated impairment losses.

The Group assessed the useful life of brand names to be indefinite. Based on an analysis of all the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate cash inflows for the Group.

Brand names with indefinite useful lives are tested for impairment annually, either individually or at the cash-generating unit level. Such intangibles are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

The Relief-from-Royalty method was used in the valuation of the brands. Under this method, the value of an intangible asset is determined by reference to the value of the hypothetical royalty payments that would be saved through owning the asset, as compared with licensing the intangible asset from a third party. The hypothetical royalty payments over the life of the intangible asset are adjusted for tax and discounted to present value at the valuation date. Conceptually, the method may also be viewed as a discounted cash flow method applied the cash flow that the owner of the intangible asset could receive through licensing the intangible asset to third parties.

*Software License.* Software license is measured initially at cost, which is the amount of the purchase consideration. Following initial recognition, software license is carried at cost less accumulated amortization and any accumulated impairment losses. The Group's software license has a term of five years and is amortized over such period using the straight-line method. The useful life and amortization method for software license are reviewed at least at each reporting date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the software is accounted for by changing the useful life and amortization method, as appropriate, and treated as a change in accounting estimates. The amortization expense on software is recognized in the profit or loss.

Gains or losses arising from the disposal of intangible assets 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 Nonfinancial Assets**

The carrying amounts of nonfinancial assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Brand names with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. When the carrying amounts exceed the estimated recoverable amounts, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of the fair value less cost to sell or value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an orderly transaction between market participants less the cost of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax 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 are recognized in profit or loss.

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. In such instance, the carrying amount of the asset is increased to its recoverable amount. However, 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 reversal, the depreciation and amortization charges are adjusted in future years to allocate the asset's revised carrying amount, on a systematic basis over its remaining useful life.

### **Operating Segments**

The Group operates using different brand names on which operating results are regularly monitored by the chief operating decision-maker (CODM) for the purpose of making decisions regarding resource allocation and performance assessment. The CODM has been identified as the Chief Executive Officer of the Group. However, as permitted by PFRS 8, *Operating Segments*, the Group has aggregated these segments into a single operating segment to which it derives its revenues and incurs expenses as these segments have the same economic characteristics and are similar in the following respects:

- the nature of products and services;
- the nature of production processes;
- the type or class of customer for the products and services; and
- the methods used to distribute their products and services.

### **Equity**

*Common Stock.* Common stock represents the par value of issued common shares. Unpaid subscriptions are recognized as a reduction from subscribed capital shares.

*Preferred Stock.* Preferred shares are voting, cumulative, nonparticipating and nonconvertible and nonredeemable.

*Retained Earnings.* Retained earnings represent the cumulative balance of net income, net of any dividend declaration.

*Other Equity Reserves.* Other equity reserves consist of the difference between the equity of the subsidiaries attributable to the Parent Company's interest and the purchase price.

*Other Comprehensive Loss.* This pertains to the accumulated remeasurement gain or loss on the Group's retirement benefits liability arising from experience adjustments and changes in financial assumptions. Remeasurements of retirement benefits liability, and the corresponding deferred tax component, are recognized immediately in other comprehensive loss and are included in equity. These are not reclassified to profit or loss in subsequent periods.

*Shares Held by Subsidiaries.* Shares of the Parent Company held by subsidiaries are treated as treasury shares. These are recognized at cost and deducted from equity. No gain or loss is recognized in the Parent Company's consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Parent Company's own equity instruments. When the shares are retired, the capital account is reduced by its par value and the excess of cost over par value upon retirement is debited to Additional Paid-in Capital (APIC), to the extent of the specific or average APIC when the shares were issued, and to retained earnings for the remaining balance. Voting rights related to treasury shares are nullified for the Parent Company and no dividends are allocated to them.

### **EPS Attributable to the Equity Holders of the Parent Company**

Basic EPS is calculated by dividing the net income attributable to equity holders of the Parent Company by the weighted average number of common shares outstanding during the year, with retroactive adjustments for any stock dividends declared and stock split.

Diluted EPS is computed by adjusting the weighted average number of common shares outstanding to assume conversion of all the dilutive potential common shares into common shares.

The Parent Company has no dilutive potential common shares.

## **Income Recognition**

### **Revenue**

The Group generates revenue primarily from sale of goods.

*Revenue from Contracts with Customers.* Revenue from contract with customers is recognized when the performance obligation in the contract has been satisfied, either at a point in time or over time. Revenue is recognized over time if one of the following criteria is met: (a) the customer simultaneously receives and consumes the benefits as the Group performs its obligations; (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

The Group also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Group has assessed that it acts as a principal in all of its revenue sources.

The following specific recognition criteria must also be met before revenue is recognized.

*Net Sales.* Revenue is recognized, net of sales discounts, at a point in time when the control over the goods has transferred to the customers, which is normally upon delivery to and acceptance of the goods by the buyer.

*Franchise Fees.* Revenue from franchisees includes continuing royalty and initial franchise fees. Royalty fees are recognized in the period earned. Initial franchise fees are recognized upon opening of a store when the Group has performed substantially all of the performance obligations required under the franchise agreement.

*Rental Income.* Rental income is recognized on a straight-line basis over the lease term.

### **Other Income**

*Interest Income.* Interest income is recognized as it accrues, net of final tax, using the effective interest method.

*Other Income.* Income from other sources is recognized when earned during the period.

### **Contract Balances**

*Receivables.* A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

*Contract Assets.* A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays a consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

As at June 30, 2019 and December 31, 2018 and 2017, the Group does not have outstanding contract assets.

*Contract Liabilities.* A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays a consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made by the customer or when the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs under the contract. Contract liabilities also include payments received by the Group from the customers for which revenue recognition has not yet commenced and payments in excess of revenue recognized based on percentage of completion.

As at June 30, 2019 and December 31, 2018 and 2017, the Group does not have outstanding contract liabilities.

*Cost to Obtain a Contract.* The incremental costs of obtaining a contract with a customer are recognized as an asset if the Group expects to recover them. Otherwise, these are treated as expense. The Group has determined that commissions paid on the sale of its goods are recognized as part of "Direct labor" under "Cost of sales" in the consolidated statement of comprehensive income.

*Contract Fulfillment Asset.* Contract fulfillment costs are divided into: (i) costs that give rise to an asset; and (ii) costs that are expensed as incurred. When determining the appropriate accounting treatment for such costs, the Group first considers any other applicable standards. If those standards preclude capitalization of a particular cost, then an asset is not recognized under PFRS 15. If other standards are not applicable to contract fulfillment costs, the Group applies the following criteria which, if met, result in capitalization: (i) the costs directly relate to a contract or to a specifically identifiable anticipated contract; (ii) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and (iii) the costs are expected to be recovered. The assessment of these criteria requires the application of judgment, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recoverable.

As at June 30, 2019 and December 31, 2018 and 2017, the Group does not have contract fulfillment assets.

#### **Cost and Expense Recognition**

Costs and expenses are recognized in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably.

*Cost of Sales.* Cost of sales includes expenses directly related to the production and sale of food products. Cost of sales is recognized at the time the related merchandise inventories are sold to consumers.

*Selling and Distribution Expenses.* Selling and distribution expenses constitute costs of selling and distribution of the goods to customers that are not qualified as cost of sales. These are expensed as incurred.

*General and Administrative Expenses.* General and administrative expenses constitute costs of administering the business. These are expensed as incurred.

*Interest Expense.* Interest expense includes interest expense and other finance costs. These are expensed as incurred. Interest expense is recognized in profit or loss using the effective interest method.

### **Retirement Benefits**

The Group has an unfunded, noncontributory defined benefit plan covering all qualified employees. The retirement benefits cost is determined using the projected unit credit method, which reflects services rendered by employees to the date of valuation and incorporates assumptions concerning employees' projected salaries.

The Group recognizes current service costs and interest expense on the retirement benefits liability in profit or loss.

The Group determines the interest expense on retirement benefits liability by applying the discount rate to the retirement benefits liability at the beginning of the year, taking into account any changes in the liability during the period as a result of benefit payments.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding interest cost on defined benefits liability) are recognized immediately in consolidated OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

The retirement benefits liability recognized by the Group is the present value of the defined benefits obligation. This is determined by discounting the estimated future cash outflows using risk-free interest rates of government bonds that have terms to maturity approximating the terms of the related retirement benefits liability.

Actuarial valuations are made with sufficient regularity that the amounts recognized in the consolidated financial statements do not differ materially from the amounts that would be determined at the reporting date.

### **Leases**

a. Accounting policies prior to January 1, 2019

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

A reassessment is made after inception of the lease only if one of the following applies:

- i. there is a change in contractual terms, other than a renewal or extension of the arrangement;
- ii. a renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term;
- iii. there is a change in the determination of whether fulfillment is dependent on a specified asset; or
- iv. there is a substantial change to the asset.

Where reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios (i), (ii) or (iv) and at the date of renewal or extension period for scenario (ii).



*The Group as a Lessee.* Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognized as an expense in profit or loss on a straight-line basis over the lease term.

*The Group as a Lessor.* Leases where the Group retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which these are earned.

b. Accounting policies beginning January 1, 2019

The Group assesses whether the contract is, or contains, a lease. To assess whether a contract conveys the right to control the use of an identified asset for a period of time, the Group assesses whether, throughout the period of use, it has both of the following:

- i. the right to obtain substantially all of the economic benefits from the use of the identified asset; and
- ii. the right to direct the use of the identified asset.

If the Group has the right to control the use of an identified asset for only a portion of the term of the contract, the contract contains a lease for that portion of the term.

The Group also assesses whether a contract contains a lease for each potential separate lease component.

*The Group as a Lessee.* At the commencement date, the Group recognizes ROU assets and lease liabilities for all leases, except for leases with lease terms of 12 months or less (short-term leases) and leases for which the underlying asset is of low value in which case the lease payments associated with those leases are recognized as an expense on a straight-line basis.

*ROU Assets.* At commencement date, the Group measures ROU assets at cost. The cost comprises:

- i. the amount of the initial measurement of lease liabilities;
- ii. any lease payments made at or before the commencement date less any lease incentives received;
- iii. any initial direct costs; and
- iv. an estimation of costs to be incurred by the Group in dismantling and removing the underlying asset, when applicable.

The ROU assets are recognized at the present value of the liability at the commencement date of the lease, adding any directly attributable costs. After the commencement date, the ROU assets are carried at cost less any accumulated amortization and accumulated impairment losses, and adjusted for any remeasurement of the related lease liabilities. The ROU assets are amortized over the shorter of the lease terms or the useful lives of the underlying assets ranging from three to five years.

*Lease Liabilities.* At commencement date, the Group measures a lease liability at the present value of future lease payments using the interest rate implicit in the lease, if that rate can be readily determined. Otherwise, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of a lease liability comprise the following:

- i. fixed payments, including in-substance fixed payments;
- ii. variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- iii. amounts expected to be payable by the lessee under residual value guarantees; and
- iv. the exercise price under a purchase option that the Group is reasonably certain to exercise; lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option; and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

A lease liability is subsequently measured at amortized cost. Interest on the lease liability and any variable lease payments not included in the measurement of lease liability are recognized in profit or loss unless these are capitalized as costs of another asset. Variable lease payments not included in the measurement of the lease liability are recognized in profit or loss when the event or condition that triggers those payments occurs.

If there is a change in the lease term or if there is a change in the assessment of an option to purchase the underlying asset, the lease liability is remeasured using a revised discount rate considering the revised lease payments on the basis of the revised lease term or reflecting the change in amounts payable under the purchase option. The lease liability is also remeasured using the revised lease payments if there is a change in the amounts expected to be payable under a residual value guarantee or a change in future lease payments resulting from a change in an index or a rate used to determine those payments.

*The Group as a Lessor.* Leases where the Group retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which these are earned.

#### **Foreign Currency Translation**

The functional currency of the entities of the Group is Peso except for GEIL and OLL, with functional currency in the United States (US) dollar (\$). Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded using the prevailing exchange rate at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency rate of exchange at the reporting date. All differences are taken to the consolidated statement of comprehensive income. For income tax reporting purposes, foreign exchange gains or losses are treated as taxable income or deductible expenses in the year such are realized.

The assets and liabilities of GEIL and OLL are translated into Peso at the rate of exchange ruling at the reporting date and income and expenses are translated to Peso at monthly average exchange rates. The exchange differences arising on the translation are taken directly to OCI. There are no exchange differences recognized as at June 30, 2019 and December 31, 2018 and 2017.

### **Income Taxes**

*Current Tax.* Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate and tax laws used to compute the amount are those that have been enacted or substantively enacted as at the reporting date.

*Deferred Tax.* Deferred tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and carryforward benefits of net operating loss carryover (NOLCO) and the excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT), if any, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carryforward benefits of NOLCO and MCIT can be utilized.

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

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

Deferred tax is recognized in profit or loss except to the extent that it relates to items directly recognized in OCI.

*Offsetting.* Current tax assets and current tax liabilities are offset, or deferred tax assets and deferred tax liabilities are offset if, and only if, an enforceable right exists to set off the amounts and it can be demonstrated without undue cost or effort that the Group plans either to settle on a net basis or to realize the asset and settle the liability simultaneously.

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

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

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

Related party transactions consist of transfers of resources, services or obligations between the Group and its related parties, regardless of whether a price is charged.

#### **Provisions**

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

#### **Contingencies**

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

#### **Events after the Reporting Date**

Events after the reporting date that provide additional information about the Group's consolidated financial position at the reporting 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 consolidated financial statements when material.

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### **3. Significant Accounting Judgments and Estimates**

The preparation of the Group's consolidated financial statements requires management to make judgments and estimates that affect the amounts reported in the consolidated financial statements. The judgments and estimates used in the consolidated financial statements are based on management's evaluation of relevant facts and circumstances as at the reporting date.

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 estimated amounts. Actual results could differ from such estimates.

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

The following are the significant judgments and estimates made by the Group:

*Determining Functional Currency.* The functional currency of the companies in the Group has been determined to be Peso except for certain subsidiaries whose functional currency is the US dollar. Peso is the currency that mainly influences the sale of goods and the costs of sales.

*Assessing Group Reorganization.* Group reorganization involving entities under common control is outside the scope of PFRS 3 and there is no other specific PFRSs guidance. Accordingly, management used its judgment to develop an accounting policy that is relevant and reliable, in accordance with PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*.

The management assessed that the substance of the group reorganization does not constitute “purchase” of companies but pooling or merging of the assets and liabilities of the Group. Hence, the most relevant and reliable accounting policy adopted by the Group is the pooling of interests method of accounting.

The Group elected a policy to restate the financial information in the consolidated financial statements for periods prior to the reorganization of the entities under common control to reflect the reorganization as if it had occurred from the beginning of the earliest period presented in the consolidated financial statements, regardless of the actual date of the reorganization. The acquisition by the Parent Company of the subsidiaries was considered as a group reorganization of entities under common control (see Note 4).

*Accounting for Business Acquisition.* At the time of acquisition, the Group considers whether the acquisition represents an acquisition of a business or a group of assets. The Group accounts for an acquisition as a business combination if it acquires an integrated set of business processes in addition to the group of assets acquired.

The Group accounts for acquired businesses using the acquisition method of accounting, which requires that the assets acquired and the liabilities assumed are recognized at the date of acquisition based on their respective fair values.

The application of the acquisition method requires certain estimates and assumptions concerning the determination of the fair values of acquired intangible assets and property and equipment, as well as liabilities assumed at the acquisition date. Moreover, the useful lives of the acquired intangible assets and property and equipment have to be determined. Accordingly, for significant acquisitions, the Group obtains assistance from valuation specialists. The valuations are based on information available at the acquisition date. The Group’s acquisitions have resulted in the recognition of intangible assets with indefinite lives (see Note 4).

*Classifying Operating Segments.* The Group is organized into operating segments based on brand names but the Group has aggregated the brand names into a single operating segment as allowed under PFRS 8 due to their similar characteristics. This is evidenced by a consistent range of gross margin across all brand outlets as well as uniformity in sales increase and trending for all outlets, regardless of the brand name. Moreover, all brands have the following business characteristics:

- (a) Similar nature of products/services offered and methods to distribute products and provide services;
- (b) Similar class of target customers; and
- (c) Primary place of operations is in the Philippines.

*Identifying Performance Obligations and Timing of Satisfaction of Revenues.* The Group enters into contracts with its customers to sell goods where revenue from company-owned outlets and sale of goods are recognized. The Group determined that all the goods prior to transfer to its respective customers are in its full ownership. The Group concluded that it transfers control over its goods and services, at a point in time, upon receipt of the goods and services by the customer.

For revenue from franchise fee, the performance obligation under the franchise agreement is the delivery of materials and store equipment necessary to operate the franchise store, as this is deemed to be the time that the franchisee obtains control of the promised goods and therefore the benefits of unimpeded access.

*Assessing ECL of Trade and Other Receivables.* The Group estimates ECL using a provision matrix. Depending on the diversity of its debtor's base, the Group uses its historical credit loss experience adjusted for forward-looking factors, as appropriate. The information about the ECL assessment on the Group's trade and other receivables is disclosed in Note 25 to the consolidated financial statements.

The carrying amounts of the Group's trade and other receivables amounted to ₱72.7 million, ₱55.6 million and ₱19.2 million as at June 30, 2019 and December 31, 2018 and 2017, respectively (see Note 5).

*Assessing ECL on Other Financial Assets at Amortized Cost.* The Group determines the allowance for ECL using general approach based on the probability-weighted estimate of the present value of all cash shortfalls over the expected life of financial assets at amortized cost. ECL is provided for credit losses that result from possible default events within the next 12-months unless there has been a significant increase in credit risk since initial recognition in which case ECL are provided based on lifetime ECL.

When determining if there has been a significant increase in credit risk, the Group considers reasonable and supportable information that is available without undue cost or effort and that is relevant for the particular financial instrument being assessed such as, but not limited to, the following factors:

- Actual or expected external and internal credit rating downgrade;
- Existing or forecasted adverse changes in business, financial or economic conditions; and
- Actual or expected significant adverse changes in the operating results of the borrower.

The Group also considers financial assets that are more than 30 days past due to be the latest point at which lifetime ECL should be recognized unless it can demonstrate that this does not represent a significant risk in credit risk such as when non-payment was an administrative oversight rather than resulting from financial difficulty of the borrower.

The Group has assessed that the ECL on other financial assets at amortized cost is not material because the transactions with respect to these financial assets were entered into by the Group only with reputable banks and companies with good credit standing and relatively low risk of defaults. Accordingly, no provision for ECL on other financial assets at amortized cost was recognized for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016. The carrying amounts of other financial assets at amortized cost are as follows:

Asset Type	Note	June 30, 2019	December 31	
			2018	2017
Cash and cash equivalents		<b>₱204,251</b>	₱260,498	₱294,435
Due from related parties	14	<b>107,322</b>	40,571	7,082

*Classifying Lease Commitments - Group as a Lessor.* Lessor accounting under PFRS 16 is substantially unchanged from accounting under PAS 17. The Group entered into a sublease agreement of food park spaces. The Group determined, based on the evaluation of terms and conditions of agreement, that the lessor retains all the significant risks and rewards of ownership of the food park spaces. Thus, the agreement is accounted for as an operating lease.

Rental income amounted to ₱4.1 million, ₱4.8 million, ₱9.4 million, ₱2.2 million and nil for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016, respectively (see Note 21).

*Classifying Lease Commitments prior to January 1, 2019 - Group as a Lessee.* The Group has entered into lease agreements with various lessors for its outlets spaces and warehouse. The Group has determined that the arrangements are operating leases as the risks and rewards of ownership are retained by the lessor.

Rental expense amounted to ₱124.5 million, ₱104.9 million, ₱228.5 million, ₱176.6 million and ₱94.4 million for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016, respectively (see Note 21).

*Classifying Lease Commitments beginning January 1, 2019 - Group as a Lessee.* The Group has entered into commercial property leases for its stores. For the Group's non-cancellable lease, the Group recognizes ROU assets and lease liabilities measured at the present value of lease payments to be made over the lease term using the Group's incremental borrowing rate. The Group availed exemption for the short-term lease with term of 12 months or less. Accordingly, lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

ROU assets and lease liabilities amounted to ₱108.9 million and ₱111.8 million, respectively, as at June 30, 2019 (see Note 21).

*Estimating Fair Value of Financial Assets Carried at FVPL.* The Group carries an investments in UITF at fair value. Fair value determination is generally based on quoted market prices. If prices are not readily determinable or if liquidating the positions is reasonably expected to affect market prices, fair value is based on either internal valuation models or management's estimate of amounts that could be realized under current market conditions, assuming an orderly liquidation over a reasonable period of time. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair the value of these financial assets would affect asset, profit or loss and equity.

The fair value of the Group's financial assets carried at FVPL amounted to ₱11.2 million as at December 31, 2017 (see Note 7).

*Evaluating NRV of Merchandise Inventories.* The Group assesses at the end of each reporting period whether its merchandise inventories are impaired. Whenever the NRV becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes, the Group recognizes an impairment loss. A new assessment is made of the NRV in each subsequent period. When the circumstances that previously caused the merchandise inventories to be impaired no longer exist or when there is clear evidence of an increase in the NRV because of changed economic circumstances, the amount of the impairment loss is reversed (i.e., the reversal is limited to the amount of the original write-down) so that the new carrying amount is the lower of the cost and the NRV.

The cost of merchandise inventories is lower than its NRV. No impairment loss was recognized for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016. Merchandise inventories amounted to ₱43.6 million, ₱52.0 million and ₱39.0 million as at June 30, 2019 and December 31, 2018 and 2017, respectively (see Note 6).

*Estimating Useful Lives of Property and Equipment (Except Land), ROU Assets and Intangible Assets.* The useful lives of the Group's property and equipment (except land), ROU assets and intangible assets are estimated based on the period over which the assets are expected to be available for use. Such estimation is based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful lives of each asset are reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

It is possible, however, that future results of operations could be materially affected by changes in the amounts and timing of recorded expenses brought about by the changes in the factors mentioned above. A reduction in the estimated useful lives would increase the recorded operating expenses and decrease noncurrent assets. In 2018, the useful life of certain item of intangible assets was shortened from four years to one year, which resulted in additional amortization of ₱1.2 million.

The carrying amount of property and equipment, ROU assets and intangible assets aggregated ₱514.3 million, ₱397.1 million and ₱285.8 million as at June 30, 2019 and December 31, 2018 and 2017, respectively (see Notes 9, 10 and 21).

*Assessing Impairment of Brand Names with Indefinite Useful Life.* The Group tests annually whether any impairment in brand names is to be recognized in accordance with the related accounting policy in Note 2. The recoverable amounts of cash-generating units (CGUs) have been determined based on the higher of fair value less costs to sell and value in use calculations, which require the use of estimates. Based on the impairment testing conducted, the recoverable amounts of the CGUs calculated based on value in use as at June 30, 2019 and December 31, 2018 and 2017 are greater than the corresponding carrying amounts of the CGUs as at the same dates.

No impairment loss was recognized for the six months ended June 30, 2019 and 2018 and the years ended December 31, 2018, 2017 and 2016. The carrying amount of brand names amounted to ₱211.3 million, ₱211.3 million and ₱200.2 million as at June 30, 2019 and December 31, 2018 and 2017, respectively (see Note 10).

*Determining Impairment Indicators for Other Nonfinancial Assets.* The Group assesses impairment on its advance rentals, other current assets (except construction bond), property and equipment, ROU assets, software license and deferred input VAT whenever events or changes in circumstances indicate that the carrying amounts of the assets or group of assets may not be recoverable. The relevant factors that the Group considers in deciding whether to perform an asset impairment review include, among others, the following:

- significant underperformance of a business in relation to expectations;
- significant negative industry or economic trends; and
- significant changes or planned changes in the use of the assets.



No impairment indicators were identified for the six months ended June 30, 2019 and 2018 and the years ended December 31, 2018, 2017 and 2016. The carrying amounts of nonfinancial assets are as follows:

	Note	June 30, 2019	December 31	
			2018	2017
Property and equipment	9	<b>₱191,310</b>	₱182,742	₱84,460
ROU assets	21	<b>108,931</b>	–	–
Advance rental	21	<b>8,216</b>	8,084	3,148
Software license	10	<b>2,675</b>	2,961	1,175
Deferred input VAT		<b>2,224</b>	2,379	–
Other current assets, excluding construction bond	8	<b>35,015</b>	5,002	5,435
		<b>₱348,371</b>	₱201,168	₱94,218

*Estimating Retirement Benefits Liability.* The determination of the obligation and costs of retirement benefits is dependent on the assumptions used by the actuary in calculating such amounts. These assumptions are described in Note 15 to the consolidated financial statements and include, among others, discount rates and salary increase rates. 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 obligation.

The retirement benefits liability amounted to ₱2.7 million, ₱2.2 million and ₱1.7 million as at June 30, 2019 and December 31, 2018 and 2017, respectively. The cumulative remeasurement losses on retirement benefits liability (net of deferred tax) recognized in equity amounted to ₱46 as at June 30, 2019, December 31, 2018 and 2017 (see Note 15).

*Assessing Recognition of Deferred Tax Assets.* The Group reviews the carrying amount of deferred tax asset at each reporting date and reduces deferred tax asset 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. Deferred tax assets recognized amounted to ₱4.5 million, ₱4.3 million and ₱611 as at June 30, 2019 and December 31, 2018 and 2017, respectively (see Note 22).

Deferred tax asset on the NOLCO of the Parent Company amounting to ₱669 as at December 31, 2017 was not recognized since management has assessed that it is not probable that sufficient taxable income may be available in the future against which the deferred tax asset can be utilized (see Note 22).

#### 4. Accounting for Group Reorganization and Business Acquisition

##### Business Acquisition

As discussed in Note 1, NTI acquired the assets of SLI and the brand name *Sabroso Lechon* for ₱28.3 million. Provisional fair values of the assets acquired were recognized in 2018. No goodwill or gain from bargain purchase was recognized as a result of the acquisition in 2018.

The valuation of the net assets of SLI was completed in 2019 resulting to additional fair valuation adjustments to the acquiree's brand name by ₱6.4 million. Consequently, the business combination resulted in a gain from bargain purchase, as the fair values of the assets acquired exceeded the total consideration by ₱6.4 million.

The following are the restated fair values of the identifiable assets acquired and the resulting gain as at acquisition date:

	Note	Amount
Leasehold improvements	9	₱21,836
Brand name	10	11,188
Transportation equipment	9	1,010
Security deposit		720
		34,754
Total consideration		28,317
Gain from bargain purchase		₱6,437

The Group believes it was able to acquire the assets of SLI for less than the fair values because previous management had limited resources and capability to expand.

#### Group Reorganization

The acquisition by the Parent Company of the subsidiaries was considered as a group reorganization of entities under common control. Accordingly, the acquisition is accounted for based on the recorded values of assets and liabilities of the subsidiaries at historical cost. As a result, the assets and liabilities of the Group were reflected at their carrying amounts and no goodwill was recognized.

The effect of the pooling of interests amounting to ₱4.2 million recognized as part of "Other equity reserves" as at June 30, 2019, December 31, 2018 and 2017 pertains to excess of the combined net assets of the subsidiaries amounting to ₱70.0 million over the consideration amounting to ₱65.8 million as at January 1, 2015.

In October 2017, FHI acquired the following shares from the remaining individual stockholders to increase its ownership to 100% (see Note 1):

- 2,152 shares of NTI for ₱470
- 13,494 shares of BNFI for ₱4.0 million
- 124,992 shares of FGI for ₱12.7 million

The excess of the carrying amount of non-controlling interests at the date of acquisition (₱68.4 million) over the aggregate acquisition costs (₱17.4 million) amounting to ₱51.0 million was recognized as "Other equity reserves" in the consolidated statement of financial position as at December 31, 2017.

Acquisition of non-controlling interests in 2017 aggregated ₱59.0 million. In 2016, the Parent Company subscribed to additional 170,250 shares in NTI and paid ₱4.3 million as partial payment of the total subscription. Accordingly, the equity interest of FHI in NTI increased by 4% and the corresponding noncontrolling interests decreased by ₱971.

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## 5. Trade and Other Receivables

This account consists of:

	June 30, 2019	December 31	
		2018	2017
Trade	<b>₱64,762</b>	₱55,971	₱19,541
Funds held in trust	<b>8,261</b>	–	–
	<b>73,023</b>	55,971	19,541
Less allowance for doubtful accounts	<b>333</b>	333	333
	<b>₱72,690</b>	₱55,638	₱19,208

Trade receivables represent mainly outstanding receivables from franchisees. These are unsecured, noninterest-bearing and are normally collected on a 30-day term.

Funds held in trust represent cash collections from outlet's sales which were being held in trust by the Group's stockholders pending opening of the outlets' own bank account.

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## 6. Merchandise Inventories

This account consists of:

	June 30, 2019	December 31	
		2018	2017
Food and beverages	<b>₱23,710</b>	₱30,353	₱20,433
Store supplies and others	<b>19,916</b>	21,672	18,533
	<b>₱43,626</b>	₱52,025	₱38,966

The Group's merchandise inventories are carried at cost. The cost of merchandise inventories is lower than its NRV. No inventory losses were recognized for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016.

Cost of merchandise inventories charged to cost of sales amounted to ₱376.3 million, ₱307.8 million, ₱590.1 million, ₱418.2 million and ₱178.3 million for the six months ended June 30, 2019 and 2018, for the years ended December 31, 2018, 2017 and 2016, respectively (see Note 18).

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## 7. Financial Assets at FVPL

This account represents investments in UITF amounting to ₱11.2 million as at December 31, 2017. This was withdrawn in 2018.

The fair value of the investments is based on the financial report prepared by the bank (classified as Level 2). Unrealized gain on fair value changes amounted to ₱157 and ₱81 in 2017 and 2016, respectively, and is presented as part of "Other income" in the consolidated statements of comprehensive income.

Details of other income are as follows:

	Six Months Ended June 30		Years Ended December 31		
	2019	2018	2018	2017	2016
Unrealized foreign exchange loss	(P908)	P-	P-	P-	P-
Unrealized gain on changes in financial assets at FVPL	-	-	-	157	81
Others	5,746	375	1,361	1,073	546
	<b>P4,838</b>	<b>P375</b>	<b>P1,361</b>	<b>P1,230</b>	<b>P627</b>

Others consist mainly of outlets' cash overages and fees charged to lessees for utilities incurred on leased spaces on food parks.

## 8. Other Current Assets

This account consists of:

	June 30, 2019	December 31	
		2018	2017
Prepayments	P33,665	P1,594	P839
Construction bond	1,947	1,342	365
Advances to suppliers	654	727	4,386
Advances to officers and employees	553	315	-
CWTs	-	1,348	-
Input VAT	-	913	-
Others	143	105	210
	<b>P36,962</b>	<b>P6,344</b>	<b>P5,800</b>

Prepayments mainly consist of insurance, taxes and licenses, advertising and public listing-related expenses.

Construction bond is collectible once the improvement has been completed and given by the Group to the lessor for construction projects to protect the lessor against an adverse event.

Advances to suppliers pertain to advance payments made for goods pending delivery as at year-end. In 2018, advances amounting to P3.9 million were reclassified to property and equipment upon receipt of the assets (see Note 9).

Advances to officers and employees pertain to cash advances and are settled through liquidation.

## 9. Property and Equipment

The composition of and movements in this account follows:

	June 30, 2019					Total
	Land	Store Furniture, Fixtures and Equipment	Leasehold Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	
<b>Cost</b>						
Balance at beginning of period	₱13,000	₱120,392	₱108,386	₱21,215	₱11,736	₱274,729
Additions	–	21,869	8,416	6,925	5,955	43,165
Balance at end of period	13,000	142,261	116,802	28,140	17,691	317,894
<b>Accumulated Depreciation and Amortization</b>						
Balance at beginning of period	–	44,055	38,904	5,277	3,751	91,987
Depreciation and amortization	–	18,836	12,067	1,637	2,057	34,597
Balance at end of period	–	62,891	50,971	6,914	5,808	126,584
<b>Carrying Amount</b>	<b>₱13,000</b>	<b>₱79,370</b>	<b>₱65,831</b>	<b>₱21,226</b>	<b>₱11,883</b>	<b>₱191,310</b>

	December 31, 2018					Total
	Land	Store Furniture, Fixtures and Equipment	Leasehold Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	
<b>Cost</b>						
Balance at beginning of year	₱13,000	₱33,619	₱61,451	₱13,491	₱2,833	₱124,394
Additions	–	86,773	21,203	6,714	8,903	123,593
Acquisitions through business combination	–	–	21,836	1,010	–	22,846
Reclassification	–	–	3,896	–	–	3,896
Balance at end of year	13,000	120,392	108,386	21,215	11,736	274,729
<b>Accumulated Depreciation and Amortization</b>						
Balance at beginning of year	–	17,734	16,884	3,375	1,941	39,934
Depreciation and amortization	–	26,321	22,020	1,902	1,810	52,053
Balance at end of year	–	44,055	38,904	5,277	3,751	91,987
<b>Carrying Amount</b>	<b>₱13,000</b>	<b>₱76,337</b>	<b>₱69,482</b>	<b>₱15,938</b>	<b>₱7,985</b>	<b>₱182,742</b>

December 31, 2017						
	Land	Store Furniture, Fixtures and Equipment	Leasehold Improvements	Transportation Equipment	Office Furniture, Fixtures and Equipment	Total
<b>Cost</b>						
Balance at beginning of year	₱-	₱18,376	₱9,847	₱7,243	₱1,852	₱37,318
Additions	13,000	15,243	51,604	6,248	981	87,076
Balance at end of year	13,000	33,619	61,451	13,491	2,833	124,394
<b>Accumulated Depreciation and Amortization</b>						
Balance at beginning of year	-	10,731	9,847	2,236	1,586	24,400
Depreciation and amortization	-	7,003	7,037	1,139	355	15,534
Balance at end of year	-	17,734	16,884	3,375	1,941	39,934
<b>Carrying Amount</b>	<b>₱13,000</b>	<b>₱15,885</b>	<b>₱44,567</b>	<b>₱10,116</b>	<b>₱892</b>	<b>₱84,460</b>

In 2018, advances to suppliers amounting to ₱3.9 million were reclassified to property and equipment (see Note 8).

The cost of fully depreciated and amortized property and equipment still in use by the Group amounted to ₱40.9 million, ₱31.7 million and ₱20.6 million as at June 30, 2019 and December 31, 2018 and 2017, respectively.

Transportation equipment with carrying amount of ₱8.7 million, ₱9.7 million and ₱6.7 million as at June 30, 2019 and December 31, 2018 and 2017, respectively, are held as security for the Group's mortgage payable (see Note 13).

Depreciation and amortization are summarized as follows:

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018	2017	2016
Property and equipment		₱34,597	₱25,572	₱52,053	₱15,534	₱4,727
ROU assets	21	12,591	-	-	-	-
Intangible assets	10	286	587	1,372	107	-
		<b>₱47,474</b>	<b>₱26,159</b>	<b>₱53,425</b>	<b>₱15,641</b>	<b>₱4,727</b>

Depreciation and amortization is charged to the following:

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018	2017	2016
Cost of sales		₱3,626	₱897	₱1,792	₱-	₱-
Selling and distribution expenses	19	38,456	24,361	49,831	15,641	4,727
General and administrative expenses	20	5,392	901	1,802	-	-
		<b>₱47,474</b>	<b>₱26,159</b>	<b>₱53,425</b>	<b>₱15,641</b>	<b>₱4,727</b>

## 10. Intangible Assets

This account consists of the following:

	Note	June 30, 2019		Total
		Brand Names	Software License	
<b>Cost</b>				
Balance at beginning and end of period		₱211,348	₱4,440	₱215,788
<b>Accumulated Amortization</b>				
Balance at beginning of period		–	1,479	1,479
Amortization	9	–	286	286
Balance at end of period		–	1,765	1,765
<b>Carrying Amount</b>		<b>₱211,348</b>	<b>₱2,675</b>	<b>₱214,023</b>

	Note	December 31, 2018		Total
		Brand Names (As restated – see Note 4)	Software License	
<b>Cost</b>				
Balance at beginning of year		₱200,160	₱1,282	₱201,442
Additions		11,188	3,158	14,346
Balance at end of year		211,348	4,440	215,788
<b>Accumulated Amortization</b>				
Balance at beginning of year		–	107	107
Amortization	9	–	1,372	1,372
Balance at end of year		–	1,479	1,479
<b>Carrying Amount</b>		<b>₱211,348</b>	<b>₱2,961</b>	<b>₱214,309</b>

	Note	December 31, 2017		Total
		Brand Names	Software License	
<b>Cost</b>				
Balance at beginning of year		₱–	₱–	₱–
Additions		200,160	1,282	201,442
Balance at end of year		200,160	1,282	201,442
<b>Accumulated Amortization</b>				
Amortization	9	–	107	107
<b>Carrying Amount</b>		<b>₱200,160</b>	<b>₱1,175</b>	<b>₱201,335</b>

### Brand Names

In August 2017, FGI subscribed to 1 share of GEIL for US\$1. In December 2017, FGI subscribed to an additional 40,000 shares for US\$4.0 million (equivalent to ₱200.2 million) at US\$100 per share. GEIL then acquired 100% of OLL. OLL holds the intellectual property rights to certain brands including *Fruitas*, *The Mango Farm*, *Shou*, *Black Pearl*, *Friends Fries* and *Juice Avenue*. The fair value of the net assets of GEIL and OLL is approximately equal to the consideration amounting to ₱200.2 million.

In 2018, the Group also recognized brand name amounting to ₱11.2 million following the completion of the acquisition of *Sabroso Lechon* brand from SLI (see Note 4).

The Relief-from-Royalty method was used in the valuation of the brands. Under this method, the value of brands is determined by reference to the value of the hypothetical royalty payments that would be saved through owning the asset, as compared with licensing the brands from a third party. The hypothetical royalty payments over the life of the brands are adjusted for tax and discounted to present value at the valuation date.

The fair values of the brand names were determined based on a valuation using cash flow projections (value-in-use) covering a five-year period based on long-range plans approved by management. Cash flows beyond the five-year period are extrapolated using a determined constant growth rate to arrive at its terminal value. The growth rates are consistent with the long-term average growth rate for the industry which ranges from 4 to 13%.

The Group used the weighted average cost of capital as the discount rate, which reflected management's estimate of the risk. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals. The discount rates applied to after-tax cash flow projections ranges from 15.6% to 17.6% in 2019, 2018, 2017 and 2016. The recoverable amount of each CGU, calculated using value in use, exceeded the carrying amount of the CGU as at June 30, 2019 and December 31, 2018 and 2017.

Management believes that any reasonably possible change in the key assumptions on which the Group's recoverable amount is based would not cause the Group's carrying amount to exceed its recoverable amount.

#### Software License

In 2018, the useful life of certain intangible asset was shortened from the useful life of four years to one year upon management review of the operational efficiency of the intangible asset and this resulted to an additional amortization of ₱1.2 million.

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## 11. Trade and Other Payables

This account consists of:

	June 30, 2019	December 31	
		2018	2017
Trade payables	<b>₱78,295</b>	₱75,632	₱29,684
Statutory payable	<b>9,475</b>	32,997	3,636
Output VAT	<b>8,696</b>	–	9,790
Others	<b>7,794</b>	4,053	5,290
	<b>₱104,260</b>	₱112,682	₱48,400

Trade payables are unsecured, noninterest-bearing and generally settled on a 15 to 60-day term.

Statutory payable pertains to obligations to government agencies such as SSS, HDMF, PHIC and withholding taxes that are normally settled in the following month.



Other payables mainly include accruals for various expenses such as professional fees, utilities and unpaid salaries which are noninterest-bearing and are normally settled within a year.

## 12. Notes Payable

In 2019, the Group obtained promissory notes amounting to ₱199.0 million from local commercial banks and bear interest rates ranging from 4.25% to 7.5% per annum. The principal amount will mature in 2021 and payable in installment.

In 2018 and 2017, the Group obtained short-term promissory notes from local commercial banks to finance its working capital requirements and capital infusion aggregating ₱246.7 million and ₱311.8 million, respectively. The notes bear interest at rates ranging from 3.13% to 5.50% per annum and interest is payable on a monthly basis. In 2019 and 2018, the outstanding balances of the notes were rolled over under similar terms.

Movements in this account follow:

	June 30, 2019	December 31	
		2018	2017
Balance at beginning of period	<b>₱311,313</b>	₱311,750	₱-
Availments	<b>198,916</b>	246,700	311,750
Payments	<b>(100,949)</b>	(247,137)	-
Balance at end of period	<b>409,280</b>	311,313	311,750
Less current portion	<b>343,740</b>	283,689	311,750
Noncurrent portion	<b>₱65,540</b>	₱27,624	₱-

Interest charged to operations is as follows:

Note	Six Months Ended June 30		Years Ended December 31		
	2019	2018	2018	2017	2016
Notes payable	<b>₱13,452</b>	₱7,220	₱15,622	₱1,078	₱-
Lease liabilities	<b>6,115</b>	-	-	-	-
Mortgage payable	<b>333</b>	189	443	155	49
	<b>₱19,900</b>	₱7,409	₱16,065	₱1,233	₱49

The schedule of maturities of the notes payable is as follows:

	Amount
2019	₱310,970
2020	65,540
2021	32,770
	<b>₱409,280</b>

### 13. Mortgage Payable

The Group obtained loans from local commercial banks to finance its acquisition of transportation equipment.

Movements in this account follow:

	June 30, 2019	December 31	
		2018	2017
Balance at beginning of period	<b>₱5,961</b>	₱4,425	₱623
Availments	<b>500</b>	3,988	4,804
Payments	<b>(1,252)</b>	(2,452)	(1,002)
Balance at end of period	<b>5,209</b>	5,961	4,425
Less current portion	<b>2,789</b>	2,589	1,131
Noncurrent portion	<b>₱2,420</b>	₱3,372	₱3,294

The loans are payable in monthly installments up to May 2023 and bear effective interest ranging from 7.66% to 9.6% per annum. Interest expense amounted to ₱333, ₱189, ₱443, ₱155 and ₱49 for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016, respectively (see Note 12).

The loan is secured by a chattel mortgage on the transportation equipment with total carrying amount of ₱8.7 million and ₱9.7 million and ₱6.7 million as at June 30, 2019 and December 31, 2018 and 2017, respectively (see Note 9).

The schedule of maturities of the mortgage payable is as follows:

	Amount
2019	₱1,524
2020	2,193
2021	949
2022	462
2023	81
	<b>₱5,209</b>

### 14. Related Party Transactions

The Group, in the normal course of business, has transactions with its related parties as follows:

	Nature of Transactions	Amount of Transactions		
		June 30, 2019	December 31	
			2018	2017
<b>Due from Related Parties</b>				
<i>Entities Under Common Management</i>	Advances	<b>₱316,836</b>	₱40,571	₱7,452
	Collections	<b>(250,085)</b>	(7,082)	(46,065)

Nature of Transactions	June 30, 2019	Amount of Transactions		
		December 31		
		2018	2017	
<b>Due to Related Parties</b>				
<i>Stockholders</i>	Advances	₱32,121	₱15,463	₱-
	Payments	(39,223)	(1,256)	(1,582)
<i>Entities Under Common Management</i>	Advances	-	-	3,109
	Reorganization costs	-	-	6,734
	Payments	(3,109)	-	(6,734)

Nature of Transactions	June 30, 2019	Outstanding Balances		
		December 31		
		2018	2017	
<b>Due from Related Parties</b>				
<i>Entities Under Common Management</i>	Advances	₱107,322	₱40,571	₱7,082
<b>Due to Related Parties</b>				
<i>Stockholders</i>	Advances	₱11,906	₱19,008	₱4,801
<i>Entities Under Common Management</i>	Advances	-	3,109	3,109
		₱11,906	₱22,117	₱7,910

#### **Terms and Conditions of Transactions with Related Parties**

Outstanding balances are unsecured, noninterest-bearing and due, demandable and to be settled in cash. Management makes an annual assessment of the financial position of the related parties and the market in which the related parties operates. There were no impairment losses recognized for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016.

#### **Compensation of Key Management Personnel**

Compensation of key management personnel, consisting of management fees, salaries and short-term benefits amounted to ₱10.6 million, ₱15.2 million, ₱26.5 million, ₱3.7 million and ₱4.5 million for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016, respectively.

#### **15. Retirement Benefits Liability**

The Group's retirement plan is unfunded, noncontributory defined benefit plan with a single lump-sum payment covering retirement based on Republic Act No. 7641.

The Group did not obtain an updated actuarial valuation in 2019 because management has assessed that the effect on the consolidated financial statements of the difference between the retirement expense recognized by the Group and that resulting from an updated actuarial valuation will be not significant. The latest actuarial report is dated March 5, 2018.

The table below summarizes the components of retirement expense recognized in the consolidated statements of comprehensive income (see Note 20).

	Six Months Ended June 30		Years Ended December 31		
	2019	2018	2018	2017	2016
Current service cost	₱444	₱418	₱429	₱405	₱230
Interest cost	39	49	99	66	-
Increase in transitional liability	-	-	-	732	-
	₱483	₱467	₱528	₱1,203	₱230

Movements in this account follow:

	June 30, 2019	December 31	
		2018	2017
Balance at beginning of period	₱2,230	₱1,702	₱432
Current service cost	444	429	405
Interest cost	39	99	66
Increase in transitional liability	-	-	732
Actuarial loss	-	-	67
Balance at end of period	₱2,713	₱2,230	₱1,702

The actuarial loss recognized in the 2017 consolidated statement of comprehensive income amounted to ₱46 (net of tax of ₱20).

The principal assumptions used in determining the retirement benefits liability for the Group's retirement liability are as follows:

	June 30, 2019	December 31	
		2018	2017
Discount rate	5.8%	5.8%	5.8%
Future salary increases	4.0%	4.0%	4.0%

The projected unit credit method was applied to all the benefits without using one-year term cost.

This sensitivity analysis shows the impact of changes in key actuarial assumptions in 2019.

	Effect on Retirement Benefits Liability	
	Discount Rate	Salary Projected Rate
+1%	₱1,449	₱2,038
-1%	2,027	1,437

Each sensitivity analysis on the significant actuarial assumptions was prepared by rereasuring the retirement benefits liability at the reporting date after adjusting one of the current assumptions according to the applicable sensitivity increment or decrement (based on changes in the relevant assumption that were reasonably possible at the valuation date) while all other assumptions remain unchanged.

The Group does not maintain a fund for its retirement liability. While funding is not a requirement of the law, there is a risk that the Group may not have the cash if several employees retire within the same year.

The average duration of the retirement liability as at June 30, 2019 and December 31, 2018 and 2017 is 28 years.

The cumulative actuarial loss recognized in the consolidated statements of financial position amounted to ₱46, net of deferred tax asset of ₱20 as at June 30, 2019, December 31, 2018 and 2017. The Group did not obtain actuarial valuation in 2019, 2018 and 2016.

## 16. Equity

### Capital Stock

This account consists of:

	Number of Shares (In Thousands)			Amount		
	June 30, 2019	December 31 2018	2017	June 30, 2019	December 31 2018	2017
<b>Authorized Capital Stock</b>						
Common - ₱0.1 par value in 2019, 2018 and 2017 and ₱1 in 2016						
Balance at beginning of period	4,700,000	5,000,000	500,000	₱470,000	₱500,000	₱500,000
Reclassification to preferred stock	-	(300,000)	-	-	(30,000)	-
Effect of stock split	-	-	4,500,000	-	-	-
Balance at end of period	4,700,000	4,700,000	5,000,000	470,000	470,000	500,000
Preferred - ₱0.01 par value						
Balance at beginning of period	300,000	-	-	30,000	-	-
Reclassification from common stock	-	300,000	-	-	30,000	-
Balance at end of period	300,000	300,000	-	30,000	30,000	-
	5,000,000	5,000,000	5,000,000	₱500,000	₱500,000	₱500,000
<b>Issued - Common</b>						
Balance at beginning of period	1,600,000	1,600,000	115,000	₱160,000	₱160,000	₱115,000
Issuances	-	-	45,000	-	-	45,000
Effect of stock split	-	-	1,440,000	-	-	-
Balance at end of period	1,600,000	1,600,000	1,600,000	160,000	160,000	160,000
<b>Subscribed - Common</b>						
Balance at beginning of period	-	-	17,250	-	-	17,250
Subscription	-	-	27,750	-	-	27,750
Issuances	-	-	(45,000)	-	-	(45,000)
Balance at end of period	-	-	-	-	-	-
				₱160,000	₱160,000	₱160,000

### Common Shares

On October 6, 2017, the SEC approved the application for 1:10 stock split resulting to a decrease in par value from ₱1.00 to ₱0.10 a share and increasing the authorized capital stock from 500.0 million shares to 5.0 billion shares.

On February 26, 2018, the SEC approved the reclassification of common shares to preferred shares. The Parent Company's authorized capital stock amounting to ₱500.0 million is divided into (a) 3.0 billion preferred shares with a par value of one centavo (₱0.01) a share; and (b) 4.7 billion common shares with a par value of ten centavos (₱0.10) a share.

Preferred Shares

The features of the preferred shares follow:

- guaranteed dividend yield of 2.5% per annum
- voting, cumulative and non-participating
- shall not be convertible into common share

Retained Earnings

The Group's BOD declared the following cash dividends:

Date of Declaration	Stockholders of Record	Amount Declared	
		Per Share	Total
<b>June 27, 2019</b>	<b>June 30, 2019</b>	<b>₱0.0088</b>	<b>₱14,000</b>
December 27, 2018	December 27, 2018	₱0.0284	₱45,500
November 2, 2017	November 2, 2017	₱0.0820	₱118,327

Cash dividends declared in 2018 were paid in March 2019.

Shares Held by Subsidiaries

In October 2017, LPI acquired the existing FHI shares held by subsidiaries for ₱52.0 million.

In 2015, BNFI and FGI each subscribed to 26,000,000 shares of FHI at par or for an aggregate amount of ₱52.0 million, of which ₱13.0 million was collected. Ownership interest of BNFI and FGI each represents 20.8% ownership interest in FHI. In 2016, the subsidiaries paid in full its stock subscription amounting to ₱39.0 million.

Significant Non-controlling Interests

The Group's non-controlling interests represent 25% and 8% ownership of the minority shareholders of FGI and BNFI, respectively. Non-controlling interests amounted to ₱24,715 as at December 31, 2016.

The net income allocated to non-controlling interests amounted to ₱34,321 and ₱11,363 in 2017 and 2016, respectively. There are no dividends declared and paid to non-controlling interests in 2017 and 2016.

The summarized financial information of FGI and BNFI, before intercompany eliminations and other consolidation adjustments, as at and for the years ended December 31, 2017 and 2016 follows:

	2017			2016		
	FGI	BNFI	Total	FGI	BNFI	Total
Current assets	₱120,864	₱149,434	₱270,298	₱48,376	₱38,717	₱87,093
Noncurrent assets	278,291	1,175	279,466	32,924	26,483	59,407
Current liabilities	257,713	14,865	272,578	30,544	18,936	49,480
Noncurrent liabilities	4,261	688	4,949	30,653	268	30,921
Net sales	865,443	193,350	1,058,793	162,762	165,001	327,763
Net income	138,753	13,907	152,660	34,457	32,505	66,962
Other comprehensive income (loss)	(31)	(18)	(49)	-	-	-

(Forward)

	2017			2016		
	FGI	BNFI	Total	FGI	BNFI	Total
Cash flows from:						
Operating activities	₱119,977	(₱1,597)	₱118,380	₱40,209	₱16,949	₱57,158
Investing activities	(258,477)	19,936	(238,541)	(35,072)	(22,510)	(57,582)
Financing activities	133,470	86,448	219,918	5,683	(6,875)	(1,192)

### 17. Revenue

This account consists of:

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018	2017	2016
Net sales		₱922,270	₱707,980	₱1,533,709	₱1,138,996	₱499,559
Franchise fees	21	14,821	13,452	36,056	11,396	600
Rental income	21	4,097	4,769	9,441	2,175	—
		₱941,188	₱726,201	₱1,579,206	₱1,152,567	₱500,159

The Group recognizes revenue from sales of goods and services upon delivery to customers or at a point in time when the Group has no more obligations that could affect the acceptance of goods by the customers.

Details of the Group's revenue based on geographical markets are as follows:

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018	2017	2016
Sale of goods:						
Luzon		₱759,716	₱602,156	₱1,267,576	₱1,033,140	₱488,044
Visayas		124,886	71,444	189,589	87,620	9,911
Mindanao		37,668	34,380	76,544	18,236	1,604
		922,270	707,980	1,533,709	1,138,996	499,559
Franchise fees	21	14,821	13,452	36,056	11,396	600
		₱937,091	₱721,432	₱1,569,765	₱1,150,392	₱500,159

### 18. Cost of Sales

This account consists of:

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018	2017	2016
Merchandise inventories at beginning of period		₱52,025	₱38,966	₱38,966	₱6,086	₱6,580
Purchases		367,884	297,507	603,178	451,053	177,817
Cost of goods available for sale		419,909	336,473	642,144	457,139	184,397

(Forward)

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018	2017	2016
Merchandise inventories at end of period	6	(P43,626)	(P28,703)	(P52,025)	(P38,966)	(P6,086)
Merchandise inventories used		376,283	307,770	590,119	418,173	178,311
Direct labor		9,735	13,583	82,529	34,027	8,189
Manufacturing overhead		6,136	7,451	20,822	6,132	2,612
		<b>P392,154</b>	<b>P328,804</b>	<b>P693,470</b>	<b>P458,332</b>	<b>P189,112</b>

Direct labor pertains to outside services and salaries and wages of personnel performing tasks directly related to the production of merchandise inventories.

Manufacturing overhead pertains to utilities, depreciation and amortization, taxes and licenses and rental expense incurred in the commissary.

#### 19. Selling and Distribution Expenses

This account consists of:

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018	2017	2016
Salaries, wages and other employees' benefits		<b>P124,969</b>	P75,115	P188,470	P103,351	P46,813
Rental	21	<b>120,438</b>	98,852	211,687	161,714	88,851
Depreciation and amortization	9	<b>38,456</b>	24,361	49,831	15,641	4,727
Outside services		<b>32,526</b>	26,712	48,358	28,783	11,421
Utilities		<b>28,360</b>	21,529	41,419	11,884	8,660
Advertisement		<b>13,287</b>	3,860	7,248	9,337	1,751
Transportation and travel		<b>11,460</b>	5,913	15,422	13,370	4,896
Repairs and maintenance		<b>6,765</b>	9,214	15,405	7,044	2,129
Distribution supplies		<b>6,522</b>	5,192	14,751	9,944	102
Management fees		<b>4,161</b>	-	-	-	-
Insurance		<b>1,623</b>	914	1,535	2,965	360
Training and development		<b>1,254</b>	994	2,081	-	-
Others		<b>1,000</b>	5,101	11,087	5,024	342
		<b>P390,821</b>	<b>P277,757</b>	<b>P607,294</b>	<b>P369,057</b>	<b>P170,052</b>

Salaries, wages and other employees' benefits include government contributions and other allowances.

Outside services pertain to salaries of service crews from agencies.



**20. General and Administrative Expenses**

This account consists of:

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018	2017	2016
Salaries, wages and other employees' benefits		<b>₱25,346</b>	₱27,032	₱65,598	₱31,819	₱9,796
Taxes and licenses		<b>18,276</b>	8,661	20,484	8,110	5,583
Depreciation and amortization	9	<b>5,392</b>	901	1,802	-	-
Professional fees		<b>4,467</b>	2,515	6,375	9,304	2,740
Rental	21	<b>4,066</b>	1,893	5,034	14,861	5,505
Office supplies		<b>3,998</b>	1,898	3,462	2,523	1,515
Representation		<b>4,205</b>	610	4,212	4,195	-
Retirement benefits	15	<b>483</b>	467	528	1,203	230
Management fees		<b>82</b>	13,151	22,263	-	-
Reorganization costs:						
Related parties	14	-	-	-	6,734	-
Third parties		-	-	222	380	-
Provision for doubtful accounts		-	-	-	-	333
Others		<b>2,867</b>	248	1,472	77	-
		<b>₱69,182</b>	₱57,376	₱131,452	₱79,206	₱25,702

Reorganization costs pertain to the amounts paid to the related parties in consideration for the assignment of lease contracts to the Group (see Note 1).

**21. Significant Agreements**

Group as Lessee - Short-term Lease

The Group entered into several lease agreements with third parties for its store spaces for varying periods of up to one year and renewable annually. The lease contracts for the stores provide for a monthly rental based on a certain percentage of gross sales and a monthly fixed rental or an agreed minimum rental, whichever is higher. Lease agreements are generally renewable through a notice of lease renewal and upon mutual agreement with the lessors.

Details of rental deposits and advance rentals on lease contracts are as follows:

	June 30, 2019	December 31	
		2018	2017
Rental deposits	<b>₱80,702</b>	₱77,475	₱62,878
Advance rentals	<b>8,216</b>	8,084	3,148
	<b>₱88,918</b>	₱85,559	₱66,026

These will be applied against any unpaid rentals and other expenses relevant to the lease upon termination of the lease agreements.

Rental expense is charged to operations as follows:

	Note	Six Months Ended June 30		Years Ended December 31		
		2019	2018	2018	2017	2016
Cost of sales		₱-	₱4,171	₱11,771	₱-	₱-
Selling and distribution expenses	19	120,438	98,852	211,687	161,714	88,851
General and administrative expenses	20	4,066	1,893	5,034	14,861	5,505
		<b>₱124,504</b>	<b>₱104,916</b>	<b>₱228,492</b>	<b>₱176,575</b>	<b>₱94,356</b>

Group as Lessee - Long-term Lease

The balance of and movements in ROU assets as at June 30, 2019 follow:

	Note	Outlets Spaces	Land and Building	Total
<b>Cost</b>				
Balance at beginning of period	2	₱46,459	₱66,968	₱113,427
Additions		1,736	6,359	8,095
Balance at end of period		48,195	73,327	121,522
<b>Accumulated depreciation and amortization</b>				
Depreciation and amortization	9	5,630	6,961	12,591
<b>Carrying Amount</b>		<b>₱42,565</b>	<b>₱66,366</b>	<b>₱108,931</b>

The balance and movements in lease liabilities as at June 30, 2019 follow:

	Note	Outlets Spaces	Land and Building	Total
Balance at beginning of period	2	₱46,459	₱66,968	₱113,427
Additions		1,736	6,359	8,095
Rental payments		(6,142)	(9,708)	(15,850)
Interest	12	2,244	3,871	6,115
Balance at end of period		44,297	67,490	111,787
Less current portion		13,355	10,869	24,224
<b>Noncurrent portion</b>		<b>₱30,942</b>	<b>₱56,621</b>	<b>₱87,563</b>

The incremental borrowing rate applied to the lease liabilities ranges from 10.87% to 11.00%, depending on the lease term. ROU assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments.

The amounts recognized in profit or loss in 2019 follows:

	Note	
Rental expense - short-term lease		₱124,504
Depreciation and amortization of ROU assets	9	12,591
Interest expense on lease liabilities	12	6,115
		<b>₱143,210</b>

The future minimum lease payments and present value as at June 30, 2019 is as follows:

	Minimum Lease Payments	Present Value
Not later than one year	₱29,002	₱24,224
Later than one year but not more than five years	89,822	82,516
More than five years	7,454	5,047
	<b>₱126,278</b>	<b>₱111,787</b>

Leases - Group as Lessor

In 2017, the Group entered into several sublease agreements with third parties for the lease of spaces in food parks for varying periods up to one year. Rental income amounted to ₱4.1 million, ₱4.8 million, ₱9.4 million and ₱2.2 million and nil for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016, respectively (see Note 17).

Franchise Agreements

The Group has granted its franchisees the right to operate outlets under various brands for acquired periods and subject to the terms and conditions specified in the franchise agreements. The agreements are renewable at the option of the Group. The agreements provide for an initial franchise fee payable upon execution of the agreements. The non-refundable initial franchise fee payment covers the renovation of franchisee's unit, signage, promotional materials and equipment. Franchise fees recognized as part of "Revenue" in the consolidated statements of comprehensive income amounted to ₱14.8 million, ₱13.5 million, ₱36.1 million, ₱11.4 million and ₱600 for the six months ended June 30, 2019 and 2018, and the years ended December 31, 2018, 2017 and 2016, respectively (see Note 17).

In 2017, the Group obtained the rights to the lease of 218 outlets from related parties. Rental deposits and advance rentals on leases were transferred to the Group through an assignment of lease agreements.

**22. Income Taxes**

The Group's provision for current income tax pertains to RCIT.

The details of the Group's deferred tax assets as at June 30, 2019 and December 31, 2018 and 2017 follow:

	June 30, 2019	December 31	
		2018	2017
NOLCO	₱2,752	₱3,565	₱-
Retirement benefits liability	814	669	511
Lease liabilities - net	543	-	-
Unrealized foreign exchange loss	272	-	-
Allowance for doubtful accounts	100	100	100
	<b>₱4,481</b>	<b>₱4,334</b>	<b>₱611</b>

Deferred tax liability pertains to prepayments amounting to ₱8.2 million as at June 30, 2019.

The details of the NOLCO, which can be claimed as deduction from future taxable income, follow:

Year Incurred	Balance at Beginning	Incurred	Applied	Balance at End	Expiry Date
2018	₱9,690	₱-	₱ 515	₱9,175	2021
2017	1,439	-	1,439	-	2020
2016	756	-	756	-	2019
	<b>₱11,885</b>	<b>₱-</b>	<b>₱2,710</b>	<b>₱9,175</b>	

Deferred tax asset on the NOLCO of the Parent Company amounting to ₱669 as at December 31, 2017, was not recognized since management has assessed that it is not probable that sufficient taxable income may be available in the future against which the deferred tax asset can be utilized.

The reconciliation between the income tax at statutory tax rate and the Group's provision for income tax shown in the consolidated statements of comprehensive income follows:

	Six Months Ended June 30		Years Ended December 31		
	2019	2018	2018	2017	2016
Income tax at statutory tax rate	<b>₱22,264</b>	₱16,598	₱41,975	₱74,220	₱35,057
Change in unrecognized deferred tax asset	-	-	(669)	432	227
Effect of consolidation	<b>14</b>	(230)	(231)	230	-
Tax effects of:					
Interest income already subjected to final tax	<b>(72)</b>	(29)	(359)	(429)	(296)
Nondeductible expenses	<b>30</b>	10	819	177	4
Expired NOLCO	-	-	11	-	-
Nontaxable income	-	-	(1,931)	(119)	(67)
	<b>₱22,236</b>	<b>₱16,349</b>	<b>₱39,615</b>	<b>₱74,511</b>	<b>₱34,925</b>

### 23. Earnings Per Share

Basic and diluted EPS are computed as follows:

	Six Months Ended June 30		Years Ended December 31		
	2019	2018	2018 (As restated - see Note 4)	2017	2016
Net income attributable to equity holders of the Parent Company	<b>₱51,974</b>	₱38,977	₱100,303	₱138,569	₱70,568
Divided by weighted average number of outstanding common shares (in thousands)	<b>1,600,000</b>	1,600,000	1,600,000	1,367,083	300,416
	<b>₱0.0325</b>	<b>₱0.0244</b>	<b>₱0.0627</b>	<b>₱0.1014</b>	<b>₱0.2349</b>

Diluted EPS equals the basic EPS as the Parent Company does not have any dilutive potential common shares at the end of each of the periods presented.

#### 24. Reconciliation of Liabilities Arising from Financing Activities

The tables below detail changes in the Group's liabilities arising from financing activities, including cash and noncash changes:

	2018	Financing Cash Flows		Dividends Declared	June 30, 2019
		Proceeds	Payments		
Notes payable	₱311,313	₱198,916	(₱100,949)	₱-	₱409,280
Mortgage payable	5,961	500	(1,252)	-	5,209
Due to related parties	22,117	32,121	(42,332)	-	11,906
Dividends payable	45,500	-	(59,500)	14,000	-
	<b>₱384,891</b>	<b>₱231,537</b>	<b>(₱204,033)</b>	<b>₱14,000</b>	<b>₱426,395</b>

	2017	Financing Cash Flows		Dividends Declared	2018
		Proceeds	Payments		
Notes payable	₱311,750	₱246,700	(₱247,137)	₱-	₱311,313
Mortgage payable	4,425	3,988	(2,452)	-	5,961
Due to related parties	7,910	15,463	(1,256)	-	22,117
Dividends payable	-	-	-	45,500	45,500
	<b>₱324,085</b>	<b>₱266,151</b>	<b>(₱250,845)</b>	<b>₱45,500</b>	<b>₱384,891</b>

	2016	Financing Cash Flows		Dividends Declared	2017
		Proceeds	Payments		
Notes payable	₱-	₱311,750	₱-	₱-	₱311,750
Mortgage payable	623	4,804	(1,002)	-	4,425
Due to related parties	6,383	3,109	(1,582)	-	7,910
Dividends payable	-	-	(118,327)	118,327	-
	<b>₱7,006</b>	<b>₱319,663</b>	<b>(₱120,911)</b>	<b>₱118,327</b>	<b>₱324,085</b>

#### 25. Financial Instruments Risk Management Objectives and Policies and Capital Management

##### Financial Instruments Risk Management

The Group's financial instruments comprise of cash and cash equivalents, trade and other receivables, due from related parties, financial assets at FVPL, construction bond, trade and other payables (excluding statutory payable), notes payable, mortgage payable, lease liabilities, due to related parties and dividends payable. The main purpose of these financial liabilities is to finance the Group's operations.

The Group is exposed to credit risk, interest rate risk and liquidity risk. The Group's management oversees the management of these risks. The Group's BOD reviews and approves policies for managing each of these risks as summarized below.

**Credit Risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities and from its deposits with banks and financial institutions.

The table below shows the gross maximum exposure of the Group to credit risk before taking into consideration collateral and other credit enhancements:

	June 30, 2019	December 31	
		2018	2017
Cash and cash equivalents	<b>₱204,251</b>	₱260,498	₱294,435
Trade and other receivables	<b>72,690</b>	55,638	19,208
Due from related parties	<b>110,689</b>	40,571	7,082
Construction bond	<b>1,947</b>	1,342	—
Financial assets at FVPL	—	—	11,236
	<b>₱389,577</b>	₱358,049	₱331,961

The Group deals only with reputable banks and customer to limit this risk. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, the Group assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the management. The compliance with credit limits by customers is regularly monitored by management.

The tables below show the credit quality of financial assets:

	June 30, 2019				
	Neither Past Due nor Impaired				Total
	High Grade	Standard Grade	Past Due but Not Impaired	Impaired	
Cash and cash equivalents	<b>₱204,251</b>	₱—	₱—	₱—	<b>₱204,251</b>
Trade and other receivables	—	<b>72,690</b>	—	<b>333</b>	<b>73,023</b>
Due from related parties	—	<b>107,322</b>	—	—	<b>107,322</b>
Construction bond	—	<b>1,947</b>	—	—	<b>1,947</b>
	<b>₱204,251</b>	<b>₱181,959</b>	₱—	<b>₱333</b>	<b>₱386,543</b>

	December 31, 2018				
	Neither Past Due nor Impaired				Total
	High Grade	Standard Grade	Past Due but Not Impaired	Impaired	
Cash and cash equivalents	<b>₱260,498</b>	₱—	₱—	₱—	<b>₱260,498</b>
Trade and other receivables	—	<b>47,913</b>	<b>7,725</b>	<b>333</b>	<b>55,971</b>
Due from related parties	—	<b>40,571</b>	—	—	<b>40,571</b>
Construction bond	—	<b>1,342</b>	—	—	<b>1,342</b>
	<b>₱260,498</b>	<b>₱89,826</b>	<b>₱7,725</b>	<b>₱333</b>	<b>₱358,382</b>

December 31, 2017

	Neither Past Due nor Impaired				Total
	High Grade	Standard Grade	Past Due but Not Impaired		
			Not Impaired	Impaired	
Cash and cash equivalents	₱294,435	₱-	₱-	₱-	₱294,435
Trade and other receivables	12,737	6,471	-	333	19,541
Due from related parties	-	7,082	-	-	7,082
Financial assets at FVPL	11,236	-	-	-	11,236
Construction bond	-	365	-	-	365
	₱318,408	₱13,918	₱-	₱333	₱332,659

The credit quality of such financial assets at amortized cost is managed by the Group using the internal credit quality ratings as follows:

- *High Grade.* Pertains to counterparty who is not expected by the Group to default in settling its obligations, thus credit risk exposure is minimal. This normally includes large prime financial institutions and companies. Credit quality was determined based on the credit standing of the counterparty.
- *Standard Grade.* Other financial assets not belonging to high grade financial assets are included in this category.

*Impairment.* An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and other forms of credit insurance). The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade and other receivables are written-off if past due for more than one year and are not subject to enforcement activity.

Trade and other receivables arise mainly from transactions with its approved franchisees. Franchisees are subject to stringent financial, credit, and legal verification process. In addition, trade receivable balances are monitored on an on-going basis to ensure timely collections. The Group has assessed that the ECL on trade and other receivables is not material because substantial amount of receivables is normally collected within the Group's credit terms.

The Group's franchise agreement provides that in case of breach of agreement which includes significant delay or non-payment of obligations, the franchise will be terminated and the Group will be given the rights to take-over the franchised outlets. Accordingly, this will allow the Group to have the earning rights over the outlets' assets. And this credit enhancement allows the Group to reduce its exposure to credit risk.

For other financial assets at amortized cost which is mainly comprised of cash and cash equivalents and due from related parties, the PFRS 9 impairment requirements do not result in significant ECL. The following are considered in the assessment:

- Cash and cash equivalents are deposited with reputable counterparty banks that possess good credit ratings.
- For due from related parties, the Group considered the available liquid assets of the related parties.

#### **Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to its notes payable and mortgage payable. The Group obtains additional financing through bank borrowings. The Group's policy is to obtain the most favorable interest rates available.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, on the Group's income before income tax.

	Change in Basis Points	Effect on Income Before Income Tax
2019	+2.45%	(P854)
	-2.45%	854
2018	+3.34%	(689)
	-3.34%	689

#### **Liquidity Risk**

Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial instruments. It may result from either the inability to sell assets quickly at fair values or failure to collect from counterparty.

The Group's objective is to maintain a balance between continuity of funding and flexibility through bank borrowings and related party advances and aims to manage liquidity as follows:

- To ensure that adequate funding is available at all times;
- To meet commitments as they arise without incurring unnecessary costs; and
- To be able to assess funding when needed at the least possible cost.

The tables below summarize the maturity profile of the Group's financial liabilities based on undiscounted cash flows:

	June 30, 2019					Total
	Payable on Demand	1 to 120 Days	121 to 240 Days	241 to 360 Days	Over 360 Days	
Trade and other payables*	P-	P86,089	P-	P-	P-	P86,089
Notes payable	-	300,047	21,847	21,847	65,540	409,281
Mortgage payable	-	972	1,003	814	2,420	5,209
Future interests	-	1,994	1,440	851	928	5,213
Lease liabilities	-	-	-	29,002	97,276	126,278
Due to related parties	11,906	-	-	-	-	11,906
	<b>P11,906</b>	<b>P389,102</b>	<b>P24,290</b>	<b>P52,514</b>	<b>P166,164</b>	<b>P643,976</b>

\* Except output VAT and statutory payable



	December 31, 2018					Total
	Payable on Demand	1 to 120 Days	121 to 240 Days	241 to 360 Days	Over 360 Days	
Trade and other payables*	₱-	₱79,685	₱-	₱-	₱-	₱79,685
Notes payable	-	136,412	141,139	6,138	27,624	311,313
Mortgage payable	-	855	854	880	3,372	5,961
Future interests	-	1,930	684	229	277	3,120
Due to related parties	22,117	-	-	-	-	22,117
	<b>₱22,117</b>	<b>₱218,882</b>	<b>₱142,677</b>	<b>₱7,247</b>	<b>₱31,273</b>	<b>₱422,196</b>

\* Except output VAT and statutory payable

	December 31, 2017					Total
	Payable on Demand	1 to 120 Days	121 to 240 Days	241 to 360 Days	Over 360 Days	
Trade and other payables*	₱-	₱34,974	₱-	₱-	₱-	₱34,974
Notes payable	-	19,500	65,500	226,750	-	311,750
Mortgage payable	-	744	200	187	3,294	4,425
Future interests	-	6,030	2,920	485	80	9,515
Due to related parties	7,910	-	-	-	-	7,910
	<b>₱7,910</b>	<b>₱61,248</b>	<b>₱68,620</b>	<b>₱227,410</b>	<b>₱3,386</b>	<b>₱368,574</b>

\* Except output VAT and statutory payable

### **Capital Management**

The primary objective of the Group's capital management is to ensure that it maintains a strong credit standing and stable capital ratios in order to support its business and maximize shareholder value. The Group maintains its current capital structure and will make adjustments, if necessary, in order to generate a reasonable level of returns to stockholders over the long term. No changes were made in the objectives, policies or processes during the year.

The Group considers the equity presented in the consolidated statements of financial position as its core capital.

The Group manages its capital structure and makes adjustments when there are changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using debt-to-equity ratio, which is total debt divided by total equity.

The debt-to-equity ratios are as follows:

	2019	2018	2017
Total debt	<b>₱663,033</b>	₱530,668	₱410,231
Total equity	<b>411,705</b>	373,731	318,928
Debt-to-equity ratio	<b>1.61:1</b>	1.42:1	1.29:1

The Group is not subject to externally imposed capital requirements.

## 26. Fair Value Measurement

The table below presents the carrying amounts and fair values of the Group's financial instruments as follows:

	2019		2018		2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Assets at Amortized Cost</b>						
Cash and cash equivalents	<b>₱204,251</b>	<b>₱204,251</b>	₱260,498	₱260,498	₱294,435	₱294,435
Trade and other receivables	<b>72,690</b>	<b>72,690</b>	55,638	55,638	19,208	19,208
Due from related parties	<b>107,332</b>	<b>107,332</b>	40,571	40,571	7,082	7,082
Construction bond	<b>1,947</b>	<b>1,947</b>	1,342	1,342	365	365
<b>Assets Measured at Fair Value</b>						
Financial assets at FVPL	-	-	-	-	11,236	11,236
	<b>₱386,220</b>	<b>₱386,220</b>	<b>₱358,049</b>	<b>₱358,049</b>	<b>₱332,326</b>	<b>₱332,326</b>
<b>Liabilities at Amortized Cost</b>						
Trade and other payables*	<b>₱86,089</b>	<b>₱86,089</b>	₱79,685	₱79,685	₱34,974	₱34,974
Notes payable	<b>409,280</b>	<b>412,763</b>	311,313	319,135	311,750	311,750
Lease liabilities	<b>111,787</b>	<b>126,278</b>	-	-	-	-
Mortgage payable	<b>5,209</b>	<b>5,453</b>	5,961	6,313	4,425	4,425
Due to related parties	<b>11,906</b>	<b>11,906</b>	22,117	22,117	7,910	7,910
	<b>₱624,271</b>	<b>₱642,489</b>	<b>₱419,076</b>	<b>₱427,250</b>	<b>₱359,059</b>	<b>₱359,059</b>

\* Except statutory payable and output VAT aggregating ₱18.2 million, ₱33.0 million, and ₱13.4 million as at June 30, 2019 and December 31, 2018 and 2017, respectively.

The following methods and assumptions were used to estimate the fair values of each class of financial instruments.

*Cash and Cash Equivalents, Trade and Other Receivables, Due from Related Parties, Trade and Other Payables (Except Statutory Payable and Output VAT) and Due to Related Parties.* The carrying amounts of these financial instruments approximate fair values due to the relatively short-term maturity of these financial instruments.

*Financial Assets at FVPL.* The fair value of financial assets at FVPL is based on financial report prepared by the bank (classified as Level 2).

*Notes Payable, Mortgage Payable and Lease Liabilities.* Fair value is determined based on the discounted cash flow analysis using effective interest rates for similar types of instruments. These financial instruments are classified under Level 2 of the fair value hierarchy groups (significant observable inputs). The rates applied to the notes payable and mortgage payable range from 4.29% to 4.97%. While rates applied to lease liabilities range from 10.91% to 10.94%.

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## 27. Operating Segment Information

For management purposes, the Group is organized into operating segments based on brand names. However, due to the similarity in the economic characteristics, such segments have been aggregated into a single operating segment for external reporting purposes.

Outlet stores sales reflected in the consolidated statements of comprehensive income are all from external customers and within the Philippines, which is the Group's domicile and primary place of operations. Additionally, the Group's noncurrent assets are also primarily acquired, located and used within the Philippines.

Outlet stores sales are attributable to revenue from the general public, which are generated through the Group's store outlets. Consequently, the Group has no concentrations of revenue from a single customer in 2019, 2018, 2017 and 2016.

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**FINANCIAL SOUNDNESS INDICATORS**

**JUNE 30, 2019**

**(Amounts in Thousands)**

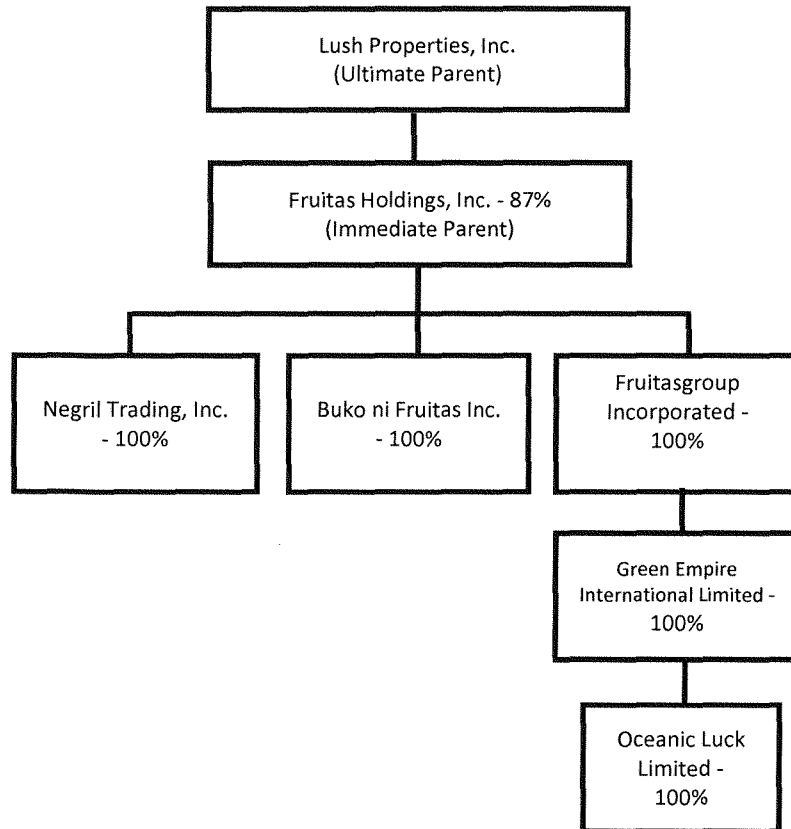
Below is a schedule showing financial soundness indicators of the Group as at and for the six months ended June 30, 2019, and as at and for the years ended December 31, 2018 and 2017.

	June 30, 2019	December 31	
		2018	2017
<b>CURRENT/LIQUIDITY RATIO</b>			
Current assets	P553,769	P500,635	P442,753
Current liabilities	496,601	497,442	405,235
<b>Current Ratio</b>	<b>1.12</b>	1.01	1.09
<b>SOLVENCY RATIO</b>			
Net income before depreciation and amortization	P99,448	P153,728	P188,531
Total liabilities	663,033	530,668	410,231
<b>Solvency Ratio</b>	<b>0.15</b>	0.29	0.46
<b>DEBT-TO-EQUITY RATIO</b>			
Total liabilities	P663,033	P530,668	P410,231
Total equity	411,705	373,731	318,928
<b>Debt-to-Equity Ratio</b>	<b>1.61</b>	1.42	1.29
<b>ASSET-TO-EQUITY RATIO</b>			
Total assets	P1,074,738	P904,399	P729,159
Total equity	411,705	373,731	318,928
<b>Asset-to-Equity Ratio</b>	<b>2.61</b>	2.42	2.29
<b>INTEREST-COVERAGE RATIO</b>			
Earnings before interest and taxes	P93,869	P154,788	P247,202
Interest expense	19,900	16,065	1,233
<b>Interest-Coverage Ratio</b>	<b>4.72</b>	9.64	200.49
<b>PROFITABILITY RATIO</b>			
Net income attributable to equity holders of the Parent Company	P51,974	P100,303	P138,569
Average equity	392,718	346,330	255,826
<b>Return on Equity</b>	<b>13%</b>	29%	54%

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

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**CONGLOMERATE MAP**  
**JUNE 30, 2019**



**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**SUPPLEMENTARY SCHEDULES AS REQUIRED BY PART II of SRC RULE 68 AS AMENDED**  
**JUNE 30, 2019**

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C	Amounts Receivable from Related Parties which are Eliminated During the Consolidation of the Financial Statements	<u>3</u>
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E	Long-Term Debt	<u>5</u>
F	Indebtedness to Related Party	<u>N/A</u>
G	Guarantees of Securities of Other Issuers	<u>N/A</u>
H	Capital Stock	<u>6</u>

N/A - Not applicable

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**SCHEDULE A - FINANCIAL ASSETS**  
**JUNE 30, 2019**  
**(Amounts in Thousands)**

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet	Income received and accrued
<b>Cash in banks*</b>			
Banco de Oro Unibank, Inc.	—	₱85,891	₱103
Metropolitan Bank and Trust Company	—	45,094	54
Union Bank of the Philippines	—	18,653	22
Philippine Bank of Communications	—	11,916	14
Security Bank Corporation	—	7,011	8
Bank of the Philippine Islands	—	6,916	8
Philippine National Bank	—	5,269	6
China Banking Corporation	—	5,257	6
Eastwest Banking Corporation	—	4,811	6
Rizal Commercial Banking Corporation	—	3,547	4
Robinsons Bank Corporation	—	2,567	3
Bank of China	—	1,447	2
Bank One Savings & Trust Corporation	—	929	1
United Coconut Planters Bank	—	670	1
Bank of Makati, Inc.	—	530	1
Land Bank of the Philippines	—	79	1
Asia United Bank	—	54	1
		<b>₱200,641</b>	<b>₱241</b>
Trade and other receivables		₱72,690	₱—
Due from related parties		107,322	—
Construction bond		1,947	—
		<b>₱181,959</b>	<b>₱—</b>

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES,  
RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)**  
**JUNE 30, 2019**  
**(Amounts in Thousands)**

Name and designation of debtor	Balance at beginning of year	Additions	Amounts collected	Amounts written off	Current	Noncurrent	Balance at end of year
<i>Funds held in trust</i>							
Lester Yu	P9,983	P-	(P4,760)	P-	P5,223	P-	P5,223
Roselyn Legaspi	-	2,888	-	-	2,888	-	2,888
Lush Enterprise	166	-	(16)	-	150	-	150
Charlie Gaw	562	-	(562)	-	-	-	-
Jake Delos Santos	64	-	(64)	-	-	-	-
<b>Subtotal</b>	<b>10,775</b>	<b>2,888</b>	<b>(5,142)</b>	<b>-</b>	<b>8,261</b>	<b>-</b>	<b>8,261</b>
<i>Due from related parties</i>							
Lush Properties	P11,045	P107,549	(P70,050)	P-	P48,544	-	P48,544
Lush Enterprise	21,741	77,543	(53,705)	-	45,579	-	45,579
Lush Coolers, Inc.	50	7,032	-	-	7,082	-	7,082
Coco Delivery, Inc.	3,323	93	-	-	3,416	-	3,416
Sabroso	2,441	1	(802)	-	1,640	-	1,640
Green Empire	258	336	(62)	-	532	-	532
Bamazeh	1,713	-	(1,207)	-	506	-	506
One Fifty	-	22	-	-	22	-	22
Sure Jobs	-	1	-	-	1	-	1
Ral Properties	-	248	(248)	-	-	-	-
Stockholder	-	127,378	(127,378)	-	-	-	-
<b>Subtotal</b>	<b>40,571</b>	<b>320,203</b>	<b>(253,452)</b>	<b>-</b>	<b>107,322</b>	<b>-</b>	<b>107,322</b>
<b>Total</b>	<b>P51,346</b>	<b>P323,091</b>	<b>(P255,227)</b>	<b>P-</b>	<b>P115,843</b>	<b>P-</b>	<b>P115,843</b>



**FRUITAS HOLDINGS, INC.**  
(A Subsidiary of Lush Properties, Inc.)  
**AND SUBSIDIARIES**

**SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE  
ELIMINATED DURING THE CONSOLIDATION OF THE FINANCIAL STATEMENTS**

**JUNE 30, 2019**  
(Amounts in Thousands)

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Not current	Balance at end of period
Buko ni Frutas Inc.	P-	P180,215	(P95,949)	P-	P84,266	P-	P84,266
Negril Trading Inc.	-	107,319	(87,587)	-	19,732	-	19,732
Fruitasgroup Inc.	-	12,146	(8,350)	-	3,796	-	3,796
Fruitas Holdings Inc.	-	7,686	(3,367)	-	4,319	-	4,319

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**SCHEDULE D - INTANGIBLE ASSET - OTHER ASSETS**

**JUNE 30, 2019**

**(Amounts in Thousands)**

<b>Description</b>	<b>Beginning balance</b>	<b>Additions at cost</b>	<b>Charged to cost and expenses</b>	<b>Charged to other accounts</b>	<b>Other changes, additions (deductions)</b>	<b>Ending balance</b>
Brand names	₱211,348	₱-	₱-	₱-	₱-	₱211,348
Software license	2,961	-	(286)	-	-	2,675
<b>Total</b>	<b>₱214,309</b>	<b>₱-</b>	<b>(₱286)</b>	<b>₱-</b>	<b>₱-</b>	<b>₱214,023</b>

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**SCHEDULE E - LONG-TERM DEBT**  
**JUNE 30, 2019**  
**(Amounts in Thousands)**

Title of issue and type of obligation	Amount authorized by indenture	Amount shown as current	Amount shown as long-term	Total
Promissory notes:				
Banco de Oro Unibank, Inc.	P156,400	P65,540	P65,540	P131,080
Metropolitan Bank and Trust Company	100,000	100,000	-	100,000
Union Bank of the Philippines	94,200	94,200	-	94,200
China Banking Corporation	44,500	34,250	-	34,250
Eastwest Banking Corporation	30,000	30,000	-	30,000
Security Bank Corporation	25,500	10,000	-	10,000
Rizal Commercial Banking Corporation	10,000	7,750	-	7,750
Philippine Bank of Communications	10,000	2,000	-	2,000
	470,600	343,740	65,540	409,280
Mortgage payable:				
Rizal Commercial Banking Corporation	3,475	1,231	641	1,872
Philippine National Bank	1,982	367	1,160	1,527
Union Bank of the Philippines	942	301	444	745
Metropolitan Bank and Trust Company	1,708	565	-	565
China Banking Corporation	500	325	175	500
	8,607	2,789	2,420	5,209
	<b>P479,207</b>	<b>P346,529</b>	<b>P67,960</b>	<b>P414,489</b>

*Note: The terms, interest rates, collaterals and other relevant information are shown in the Notes to Consolidated Financial Statements, Notes 12 and 13.*

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

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**SCHEDULE H - CAPITAL STOCK**  
**JUNE 30, 2019**  
**(Amounts in Thousands)**

<b>Title of issue</b>	<b>Number of shares authorized</b>	<b>Number of shares issued and outstanding at shown under related balance sheet caption</b>	<b>Number of shares reserved for options, warrants, conversion and other rights</b>	<b>Number of shares held by related parties</b>	<b>Directors, officers and employees</b>	<b>Others</b>
Common Stock	4,700,000	1,600,000	–	1,328,500	122,530	148,970

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**

**SUPPLEMENTARY SCHEDULE OF RECONCILIATION OF  
RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION  
JUNE 30, 2019  
(Amounts in Thousands)**

	Amount
Retained earnings at beginning of year as shown in the Parent Company's separate financial statements	₱118,652
Deferred tax asset, beginning	(3,565)
Total retained earnings as adjusted at beginning of year	115,087
Adjustments:	
Net income during the year closed to retained earnings	66,902
Cash dividend declaration	(14,000)
Decrease in deferred tax asset	813
	53,715
<b>RETAINED EARNINGS AT END OF YEAR AVAILABLE FOR DIVIDEND DECLARATION</b>	<b>₱168,802</b>
Reconciliation:	
Retained earnings at end of year as shown in the Parent Company's separate financial statements	₱171,554
Deferred tax asset at end of year	(2,752)
Total retained earnings at end of year available for dividend declaration	₱168,802

**FRUITAS HOLDINGS, INC.**  
**(A Subsidiary of Lush Properties, Inc.)**  
**AND SUBSIDIARIES**

**SUPPLEMENTARY SCHEDULE OF ADOPTION OF  
EFFECTIVE ACCOUNTING STANDARDS AND INTERPRETATIONS  
JUNE 30, 2019**

Title	Adopted	Not Adopted	Not Applicable
<b>Framework for the Preparation and Presentation of Financial Statements</b>			
Conceptual Framework Phase A: Objectives and qualitative characteristics	✓		
PFRS Practice Statement Management Commentary			✓
PFRSs Practice Statement 2: Making Materiality Judgments			✓

**Philippine Financial Reporting Standards (PFRSs)**

PFRS	Title	Adopted	Not Adopted	Not Applicable
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards			✓
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			✓
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to PFRS 1: Government Loans			✓
	Amendments to PFRS 1: First-time Adoption of Philippine Financial Reporting Standards - Deletion of Short-term Exemptions for First-time Adopters			✓
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	Title	Adopted	Not Adopted	Not Applicable
	Amendments to PFRS 2: Classification and Measurement of Share-based Payment Transactions			✓
PFRS 3 (Revised)	Business Combinations	✓		
	Amendment to PFRS 3: Accounting for Contingent Consideration in a Business Combination			✓
	Amendment to PFRS 3: Scope Exceptions for Joint Ventures			✓
PFRS 4	Insurance Contracts			✓
	Amendments to PFRS 4: Financial Guarantee Contracts			✓
	Amendments to PFRS 4: Applying PFRS 9, <i>Financial Instruments</i> with PFRS 4, <i>Insurance Contracts</i>			✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			✓
	Amendment to PFRS 5: Changes in Methods of Disposal			✓
PFRS 6	Exploration for and Evaluation of Mineral Resources			✓
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	✓		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	✓		
	Amendments to PFRS 7: Disclosures - Offsetting Financial Assets and Financial Liabilities	✓		
	Amendment to PFRS 7: Servicing Contracts			✓
	Amendment to PFRS 7: Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements			✓
PFRS 8	Operating Segments	✓		
	Amendments to PFRS 8: Aggregation of Operating Segments	✓		

PFRS	Title	Adopted	Not Adopted	Not Applicable
	Amendments to PFRS 8: Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets			✓
PFRS 9	Financial Instruments	✓		
PFRS 10	Consolidated Financial Statements	✓		
	Amendments to PFRS 10: Transition Guidance			✓
	Amendments to PFRS 10: Investment Entities			✓
	Amendments to PFRS 10: Investment Entities: Applying the Consolidation Exception			✓
PFRS 11	Joint Arrangements			✓
	Amendments to PFRS 11: Transition Guidance			✓
	Amendments to PFRS 11: Accounting for Acquisitions of Interests in Joint Operations			✓
PFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendments to PFRS 12: Transition Guidance			✓
	Amendments to PFRS 12: Investment Entities			✓
	Amendments to PFRS 12: Investment Entities: Applying the Consolidation Exception			✓
	Amendment to PFRS 12: Clarification of the Scope of the Standard			✓
PFRS 13	Fair Value Measurement	✓		
	Amendment to PFRS 13: Short-term receivables and Payables	✓		
	Amendment to PFRS 13: Portfolio Exception			✓
PFRS 14	Regulatory Deferral Accounts			✓
PFRS 15	Revenue from Contracts with Customers	✓		
	Amendments to PFRS 15: Clarifications to PFRS 15	✓		
PFRS 16	Leases	✓		

**Philippine Accounting Standards (PAS)**

PAS	Title	Adopted	Not Adopted	Not Applicable
PAS 1 (Revised)	Presentation of Financial Statements	✓		



PAS	Title	Adopted	Not Adopted	Not Applicable
	Amendments to PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
	Amendment to PAS 1: Clarification of the Requirements for Comparative Presentation	✓		
	Amendments to PAS 1: Disclosure Initiative	✓		
PAS 2	Inventories	✓		
PAS 7	Statement of Cash Flows	✓		
	Amendments to PAS 7: Disclosure Initiative	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Reporting Period	✓		
PAS 12	Income Taxes	✓		
	Amendments to PAS 12 - Deferred Tax: Recovery of Underlying Assets	✓		
	Amendments to PAS 12: Recognition of Deferred Tax Assets for Unrealized Losses	✓		
PAS 16	Property, Plant and Equipment	✓		
	Amendment to PAS 16: Classification of Servicing Equipment			✓
	Amendment to PAS 16: Revaluation Method - Proportionate Restatement of Accumulated Depreciation			✓
	Amendment to PAS 16: Property, Plant and Equipment - Clarification of Acceptable Methods of Depreciation and Amortization	✓		
	Amendment to PAS 16: Agriculture: Bearer Plants			✓
PAS 19 (Revised)	Employee Benefits	✓		
	Amendment to PAS 19: Defined Benefit Plans: Employee Contributions			✓
	Amendment to PAS 19: Discount Rate: Regional Market Issue	✓		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓

PAS	Title	Adopted	Not Adopted	Not Applicable
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	✓		
	Amendment to PAS 24: Key Management Personnel	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27 (Amended)	Separate Financial Statements			✓
	Amendments to PAS 27: Investment Entities			✓
	Amendments to PAS 27: Equity Method in Separate Financial Statements			✓
PAS 28 (Amended)	Investments in Associates and Joint Ventures			✓
	Amendments to PAS 28: Investment Entities: Applying the Consolidation Exception			✓
	Amendments to PAS 28: Measuring an Associate or Joint Venture at Fair Value			✓
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 32	Financial Instruments: Disclosure and Presentation	✓		
	Financial Instruments: Presentation	✓		
	Amendments to PAS 32: 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	✓		
	Amendments to PAS 32: Tax Effect of Distribution to Holders of Equity Instruments			✓
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting			✓
	Amendment to PAS 34: Interim Financial Reporting and Segment Information for Total Assets and Liabilities			✓

PAS	Title	Adopted	Not Adopted	Not Applicable
	Amendment to PAS 34: Disclosure of Information 'Elsewhere in the Interim Financial Report'			✓
PAS 36	Impairment of Assets	✓		
	Amendments to PAS 36: Recoverable Amount Disclosures for Non - Financial Assets	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets	✓		
	Amendment to PAS 38: Revaluation Method - Proportionate Restatement of Accumulated Amortization			✓
	Amendment to PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization	✓		
PAS 40	Investment Property			✓
	Amendment to PAS 40: Clarifying the Interrelationship between PFRS 3 and PAS 40 when Classifying Property as Investment Property or Owner-occupied Property			✓
PAS 41	Agriculture			✓
	Amendment to PAS 41: Agriculture: Bearer Plants			✓

#### Philippine Interpretations

Interpretations	Title	Adopted	Not Adopted	Not Applicable
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			✓
IFRIC 7	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies			✓
IFRIC 9	Reassessment of Embedded Derivatives			✓

Interpretations	Title	Adopted	Not Adopted	Not Applicable
	Amendments to Philippine Interpretation IFRIC 9: Embedded Derivatives			✓
IFRIC 10	Interim Financial Reporting and Impairment			✓
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	PAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			✓
	Amendments to Philippine Interpretations IFRIC 14, Prepayments of a Minimum Funding Requirement			✓
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
IFRIC 21	Levies			✓
IFRIC 22	Foreign Currency Transactions and Advance Consideration			✓
IFRIC 23	Uncertainty Over Income Tax Treatment			✓

**PHILIPPINE INTERPRETATIONS - SIC**

Interpretations	Title	Adopted	Not Adopted	Not Applicable
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			✓
SIC-29	Service Concession Arrangements: Disclosures			✓
SIC-32	Intangible Assets - Web Site Costs			✓