COVER SHEET

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SEC Registration Number

TKC METALS CORPORATION AND SUBSIDIARIES

(Company's Full Name)

UNIT B1-A/C, 2ND FLOOR, BUILDING B, KARRIVIN PLAZA, 2316 CHINO ROCES AVENUE, MAKATI CITY, PHILLIPINES

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

Efren A. Realeza Jr.

(Contact Person)

8864-0734

(Company Telephone Number)

1 2 — 3 1

Month *Day*

(Fiscal Year)

1 7 - A

(Form Type)

Month *Day*

(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

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SECURITIES AND EXCHANGE COMMISSION

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

1. For the fiscal year ended **December 31, 2022**

2. Commission identification number **A1996-10620** 3. BIR TIN: **005-038-162-000**

4. Exact name of issuer as specified in its charter **TKC METALS CORPORATION**

5. Province, country or other jurisdiction of incorporation or organization: **Philippines**

6. Industry Classification Code: [ ] (SEC Use Only)

7. Address of issuer's principal office Postal Code : **1231**

   2nd Floor W Tower Condominium 39th St., North Bonifacio Triangle,
   Bonifacio Global City, Taguig City, Philippines

8. Issuer's telephone number, including area code

   (02) 864-0734

9. Former name, former address and former fiscal year, if changed since last report

   TKC Steel Corporation
   Unit B1-A/C, 2nd Flr. Bldg. B, Karrivin Plaza, 2316 Chino Roces Ave. Ext., Makati City

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

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common	**940,000,000**

11. Are any or all of the securities listed on a Stock Exchange?

    Yes **[•]** No [ ]

    If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

    Philippine Stock Exchange - 940,000,000 Common

12. Indicate by check mark whether the registrant:

    (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
    Yes **[•]** No [ ]

(b) has been subject to such filing requirements for the past ninety (90) days.
Yes **[•]** No [ ]

State the aggregate market value of the voting stocks held by non-affiliates of the registrant.

Ps. 141,959,689 (as of March 31, 2023)

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PART II - OPERATIONAL AND FINANCIAL INFORMATION

PART I - BUSINESS AND GENERAL INFORMATION

ITEM 1 - BUSINESS

General Information

TKC Metals Corporation, formerly TKC Steel Corporation (the Parent Company or TKC) was organized and registered with the Securities and Exchange Commission (SEC) on November 28, 1996. TKC's shares of stock were listed for trading in the Philippine Stock Exchange (PSE) on July 20, 2001. The Parent Company is primarily a holding company and is also engaged in marketing and selling of purlins and galvanized iron (GI) sheets.

On January 19, 2007, Star Equities, Inc. (SEI) entered into a Memorandum of Agreement (MOA) with the then major shareholders of SQL*Wizard, Inc, intending the latter to be its backdoor listing vehicle for its investment in the steel business. In line with its plan to shift its business direction to new areas, both foreign and domestic, SQL and its shareholders decided to take advantage of the new investment opportunities that would be brought about by the entry of SEI as an investor in SQL. On this basis, SEI agreed to become a shareholder of SQL by initially subscribing to 240,000,000 new common shares following the increase of the latter's capital stock. Thereafter, with the change of its primary business, SQL was renamed TKC Steel Corporation, as approved by the SEC on February 28, 2007. Likewise, on July 25, 2007, the PSE approved the reclassification of TKC's listing status from the SME Board to the Second Board subject to the conditions specified in the Notice of Approval issued by the PSE. The conditions stated in said notice specifically the minimum number of stockholders and minimum offering to the public given its market capitalization, were complied with after the conduct of a Follow-On Offering of shares by the Corporation which culminated with the listing of the offer shares on November 23, 2007.

Business Consolidation

On February 9, 2007, the Board of the Corporation and its shareholders approved the following resolutions:

(a) The amendment of the articles of incorporation, whereby:

i. The primary purpose will be changed to that of a holding company;
ii. The corporate name will be changed from "SQL *Wizard, Inc." to "TKC
Steel Corporation";
iii. The principal office may be changed upon the Board's determination;
iv. A provision on the denial of pre-emptive rights will be inserted in the
Seventh Article; and
v. The number of directors will be increased from 7 to 9.

(b) The increase in the Corporation's authorized capital stock from P40.0 million, divided into 40 million shares with par value of P1.00 a share to P1.0 billion, divided into 1.0 billion common shares with the same par value.

(c) The subscription by SEI to 240 million common shares at subscription price of P1.00 per share or total subscription price of P240.0 million.

(d) The assignment and/or sale of all and/or substantially all the Corporation's existing IT business assets to a new corporation.

These amendments were approved by the SEC on February 28, 2007, except for the increase in authorized capital stock, which was approved on April 13, 2007.

On June 22, 2007, the SEC approved the amendment to the primary purpose of the Corporation, as follows:

> "To invest in, operate, purchase, own, hold, use, develop, lease, trade, sell, exchange, deal in, on its own behalf or as agent or commission merchant, assign, transfer, encumber, and engage in the business of, either directly or indirectly, smelting, fusing, shaping, rolling, casting, fabricating, extruding or otherwise developing or processing of metals, steel or other alloys of metallic, non-metallic compounds, substances and raw materials of every nature, kind or description, and to invest in stocks, bonds, or other evidences of indebtedness or securities of any other corporation, domestic or foreign, whether engaged in the steel business or otherwise; Provided, that the Corporation shall not engage in the business of an Open End Investment Company as defined in the Investment Company Act (R.A. 2629), without first complying with the provisions of the Revised Securities Act; Provided, Further, that it shall not act as a Broker or Dealer of Securities.

Conformably with the change in business operations, the following transactions were consummated:

(a) Subscription of SEI into TKC

As stated above, SEI subscribed to 240.0 million common shares at P1.00 per share, out of the increase in authorized capital stock by the Corporation. Such subscription increased the outstanding number of common shares to 265.0 million with SEI owning 90.57% of the equity of TKC.

On April 16, 2007, SEI subscribed to an additional 440.0 million common shares, increasing its equity interest to 680.0 million shares out of the total outstanding capital stock of 705.0 million shares representing 96.45% ownership interest in TKC.

(b) Transfer of SEI Subsidiaries to TKC

As disclosed in Note 1 to the consolidated financial statements, SEI intended TKC to be its vehicle for listing of its investments in the steel business. Consistent with this direction, SEI consolidated its interests in Treasure Steelworks (TSC) and Billions Steel International Limited (Billions) (together with the latter's 90% interest in Zhangzhou Stronghold Steel Works Co. Ltd. (ZZS)) as follows:

i) Acquisition of Billions

On April 30, 2007, an agreement was executed whereby major shareholder, SEI, assigned all of its interest in Billions to TKC for P 594,056,700. Billions has a 90% direct interest in ZZS. Billions is a limited liability corporation incorporated under the laws of the Republic of Mauritius. ZZS was incorporated under the laws of the People's Republic of China on July 13, 2005. On January 9, 2009, Billions Steel International Limited, a corporation incorporated in Mauritius sold its entire interest in ZZ Stronghold to Billions Steel International Limited, a corporation registered in Hong Kong. It immediately began construction of its facilities thereafter. Its first batch of manufactured steel pipes was completed and sold in June 2007. Commercial operations of ZZS began officially after acceptance by its customer of the first batch of steel pipes manufactured and delivered.

ii) Acquisition of TSC

On June 29, 2007, SYL Holdings, Inc. and Billions (in-trust for the controlling shareholder group of SEI) each owning 48% in TSC, collectively transferred their shareholdings consisting of 479,998 shares and 479,997 shares, respectively, with the total par value of P95,999,500.00 to TKC on account. After execution of the Deed of Sale, TKC has 96% direct interest in Treasure.

As part of the corporate restructuring, TKC's consolidated financial statements now include the following subsidiaries:

	Country of		Percentage of Ownership	
Name of Subsidiary	Incorporation	Nature of Business	2022	2021
Treasure Steelworks Corporation (TSC)	Philippines	Manufacture of steel products	98%	98%
Billions Steel International Limited (Billions)	Hong Kong	Investment holdings	--	100%
Zhangzhou Stronghold Steel Works Co. Ltd. (ZZS)*	People's Republic of China or PRC	Manufacture of steel pipes	–	91%
Campanilla Mineral Resources, Inc. (Campanilla)**	Philippines	Mineral production	70%	70%

* *Through Billions*
** *Has not commenced commercial operations*

The Parent Company and its subsidiaries are collectively referred to as "the Group". Star Equities, Inc. (SEI) owns 70.96% of the Parent Company. The ultimate parent company of TKC is JTKC Equities, Inc. (JEI). Both companies were incorporated in the Philippines.

In June 2022, the Parent Company assigned and transferred all its rights, title and interest in Billions to a third party and recognized a gain on deconsolidation amounting to ₱1,370.7 million.

On December 1, 2020, the Board of Directors (BOD) approved the amendment of the Parent Company's AOI to reduce the number of the Parent Company's BOD from eleven (11) to seven (7). These were subsequently approved by the stockholders on January 15, 2021.

On December 21, 2018, the Parent Company applied for the amendment of its Articles of Incorporation (AOI) for the change of the principal office address. The application for the amendment of its AOI for the change of the principal address is still for approval of the SEC as of the date of this report.

The principal office address of the Parent Company is Unit B1-A/C, 2nd Floor, Building B, Karrivin Plaza, 2316 Chino Roces Avenue Extension, Makati City.

The principal place of business of the Parent Company is 2nd Floor W Tower Condominium 39th St., North Bonifacio Triangle, Bonifacio Global City, Taguig City.

Business of Issuer

Products

TKC is organized as an operating and holding company engaged in the manufacturing and the distribution of various steel products primarily through its two (2) subsidiaries, as follows:

(a) Treasure Steelworks Corporation (TSC)

TSC was incorporated with the primary purpose of operating a smelting, melting and rolling plant, among others. It manufactures steel billets which in turn become the raw materials of downstream steel products such as bars, wire rods and sections.

(b)Zhangzhou Stronghold Steel Works Co. Ltd. (ZZS)

ZZS manufactures the following steel pipes: (i) ERW and spiral welded pipes for general construction, water transmission and structural uses; and (ii) prospectively, seamless pipes for the oil and gas development industry. ZZS offers a wide range of specifications of steel pipes ranging from an outer diameter of 219 mm to 1920 mm, length up to 6 meters long, and thickness from 4mm to 20mm.

Management Plans

Potential Investor

The Company has an ongoing negotiation with an investor group for potential business ventures. The Company is presently exploring new investment opportunities, particularly in technology businesses and broadband internet, business solutions and application to diversify its portfolio and generate revenue to sustain Group’s operations and to meet the Group’s maturing obligations.

This potential business venture will enable entrepreneurs a full suite of solution to establish and operate their very own broadband company. The project aims to bring seamless connectivity using wired, wireless and VSAT capabilities for all the cities, municipalities and all the networking communities in the country. This will make internet universally accessible for everyone in the Philippines. The service extends from the basic connectivity on-wards to e-learning, e-health, security services, e-commerce and all the opportunities the internet brings.

Big market and major investor opportunity await this project as the demand for the internet services to address our basic needs and services, communications and deliveries continue to be strong amid the significant restrictions and limitations brought about by the Covid-19 Pandemic in our everyday lives. On the revenue streams, we are focusing on three profit centers namely Prepaid Card Sales combined with Subscription, Digital Platform combined with Subscription and Big Data and Analytics.

Equity Restructuring

In 2018, a stockholder assigned ₱1,500.0 million of his advances to Treasure to foreign investors who, in turn, reassigned these advances to the Parent Company and applied the advances against their subscription to the Parent Company's increase in authorized capital stock.

On September 3, 2018, the BOD approved the increase in authorized capital of the Parent Company from ₱1,000.0 million divided into 1,000.0 million shares at ₱1 par value a share, to ₱3,000.0 million divided into 3,000.0 million shares at ₱1 par value a share.

Of the increase in authorized capital stock of ₱2,000.0 million divided into 2,000.0 million shares at ₱1 par value a share, 750.0 million shares were subscribed by foreign investors for ₱1,500.0 million against their assigned advances.

On September 3, 2018, the BOD approved the subscription and debt to equity conversion.

On October 25, 2018, the increase in authorized capital stock was approved by the stockholders. The Parent Company applied for the increase in authorized capital stock with the SEC on December 21, 2018

The advances for debt-to-equity conversion was classified as "Deposits for future subscription" under "Equity" in the consolidated statements of financial position.

The Parent Company filed the application for the approval of the proposed increase in authorized capital stock with the SEC on December 21, 2018. The Parent has filed a request for reconsideration when the SEC considered the debt-to equity conversion not an acceptable payment for the issuance of the shares of stock. The SEC has not acted on the request. To break the impasse, the BOD of JEI approved to subscribe to the increase and pay for the subscription in cash on

May 20, 2022, is substitution of the original subscribers who agreed to subscribe through conversion of their advances to equity. On the same day, the BOD of the Parent Company approved the substitution of the subscribers and mode of subscription.

On May 31, 2022, the Parent Company received cash amounting to ₱1,500.0 million from JEI for its subscription in the substitution of the original subscribers.

Accordingly, on June 8, 2022, the Parent Company refiled the application of the increase in authorized capital stock with the SEC to reflect the substitution of the subscribers including the payment made by JEI through cash. The application for the increase in authorized capital stock is still for approval of the SEC as of the date of this report.

Organizational Restructuring

The Management is reviewing the current organizational set-up to implement management plans and programs of the Group.

Status of Operations

Because of the continuing losses of ZZ Stronghold, the operating steel subsidiary of Billions, due to low production and sales volume in China, the Parent Company sold all of its interest in Billions at cost amounting to ₱1,741.8 million on June 20, 2022. Accordingly, the Group's management deconsolidated the assets and liabilities of Billions and ZZS Stronghold in the consolidated statement of financial position as at the date when control was lost. The Group only recognized the profit or loss of Billions and ZZ Stronghold from January 1, 2022 up to the date of sale in the consolidated statement of comprehensive income. Moreover, on December 29, 2022, the Parent Company's BOD approved to dispose Treasure and Campanilla, its remaining subsidiaries. Treasure has ceased operations since 2013, while Campanilla has not commenced operations as at December 31, 2022.

The Group has a consolidated net income (loss) of ₱915.1 million, (₱408.2 million) and (₱170.0 million) for the years ended December 31, 2022, 2021 and 2020, respectively, and deficit of ₱4,097.3 million and ₱5,023.1 million as at December 31,2022 and 2021, respectively.

Parent Company

In 2015, the Parent Company stopped the marketing and selling of purlins and GI sheets, its main business activity other than as a holding company. The Parent Company incurred a total comprehensive loss of ₱1,117 million, ₱21.2 million and ₱105.9 million for the years ended December 31, 2022, 2021 and 2020, respectively.

The Parent Company is currently undergoing business reorganization and realignment of business opportunities. On December 27, 2022, the Parent Company's BOD approved a resolution to explore a potential business venture with third parties, particularly in the field of information technology businesses and broadband internet, in order to diversify its portfolio and generate revenue.

The stockholders and all related parties of the Group have continued to provide the financial support to sustain the Group's operations and meet its maturing obligations. Due to related parties aggregated ₱2,799 million as at December 31, 2022.

Treasure Steelworks

As at December 31, 2022, Treasure has not resumed its plant operations. Treasure's total comprehensive loss for the years ended December 31, 2022 and 2021 amounted to ₱301 million and ₱245million, respectively, resulting to a deficit of ₱3,461.8 million and ₱3,160.9 million as at December 31, 2022 and 2021, respectively.

In 2013, Treasure suspended its plant operations in the production of steel billets in Iligan City and terminated its contract with plant employees due to shortage in power supply in Mindanao.

ZZ Stronghold

Because of continuing operating losses, ZZ Stronghold, the operating steel subsidiary of Billions, due to low production and sales volume coupled with the low price in the steel market in China, the Parent Company sold all its interest in Billions to a third party on June 20, 2022.

With the disposal of ZZS's operation in mid-2022 and TSC's suspended operation, sale generated and the resulting net loss of TKC, TSC and ZZS (China) are presented below, broken down according to major markets (in millions):

(a) Sales

Country	Amount	%
Philippines	Ps. 0.00	0
China	204	100

(b) Net Income

Country	Amount	%
Philippines	Ps.915	100
China	0	0

Competition

TSC

Prior to suspension of its plant operation in 2013 primarily due to shortage in power supply in Mindanao and volatile steel price, TSC has the largest installed capacity for steel billet manufacturing in the Philippines. Other manufacturers produce billets for their own production of downstream steel products.

Top billet producers in the Philippines are

	Annual Installed Capacity (000 MT)
(a) TSC	300
(b) Bacnotan Steel Corp	300
(c) Cathay Pacific Steel Corp	290
(d) Stronghold Steel Corp	150
(e) SKK	120

Raw Materials

Raw materials used to produce billets are scrap sourced from neighboring provinces in Visayas and Mindanao. TSC buys the scrap from major scrap consolidators and their own collection networks. Scrap is old, wasted metal such as parts of vehicles, building supplies, and surplus materials.

Spiral welded pipes are produced from hot rolled steel strip while electric resistance welded pipes are produced from hot rolled steel coils/strips. On the other hand, seamless pipes are produced from billets through a hot draw and extrusion process.

Customer Base

The Corporation and its subsidiary (TSC) are not dependent upon a single or few customers.

Transactions with Related Parties

In the regular course of its business, the Corporation engages in transactions with related parties (stockholders and affiliates). These transactions may involve inter-company trade dealings, and the granting of advances and paying of expenses.

Government Regulations

TKC and its subsidiaries are not currently required to secure government approval for its products and services. Government approvals and permits, in the Philippines, are currently, and may in the future be, required in connection with the companies' operations.

Costs and effects of Compliance with Environmental Laws

TSC is subject to environmental regulations in their respective jurisdictions. These regulations mandate, among other things, the maintenance of air, noise and water quality standards. They also set forth limitations on the generation, transportation, storage and disposal of solid and liquid hazardous waste.

As part of its efforts to ensure compliance with environmental regulations, the Corporation rehabilitated and upgraded the dust collection system to meet environmental standards, make it more effective and cope with the anticipated increase in production volume resulting from new facilities.

In line with the future diversification of our product lines and introduction of a new kind of production technology towards the planned shifting from billets production to nickel concentrate and nickel leaching process, the Management is actively and currently coordinating with the Government Environmental Regulators pertaining to the various requirements and compliance on environmental laws and regulations prior to commercial operations of this new production process.

Employees

TKC has 9 employees, namely: Chairman and Chief Executive Officer, Vice-Chairman, President and Chief Operating Officer, Treasurer, Chief Financial Officer, Head of Corporate Services and three (3) Administrative Staff.

Risk Management

a. Financial Risks

The Corporation is exposed to a variety of financial risks. The Corporation's risk management program focuses on safeguarding shareholder value to manage unpredictability of risks and minimize potential adverse impact on its operating performance and financial condition.

The Corporation's Board of Directors (BOD) is directly responsible for risk management. Management carries out risk management policies approved by the BOD. The Management identifies, evaluates reports and monitors significant risks, and submits appropriate recommendations. The BOD approves formal policies for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, credit risk and liquidity risk.

Foreign Currency Risk

Foreign currency risk arises as a result of change in exchange rates between Philippine peso and foreign currencies. Any change will affect our foreign currency denominated accounts and transactions.

The Corporation's foreign currency exposure primarily covers operations in the Philippines only.

The Corporation regularly monitors foreign exchange rates and any trends and changes thereupon. Measures will be adopted to protect our investment in the event there would be significant fluctuations in the exchange rate.

Liquidity Risk

Liquidity risk arises from the possibility that the Corporation may encounter difficulties in raising funds to meet or settle its obligations at a reasonable price. Despite the present operational situation of the Group, our related parties, however, have continued to finance the necessary financial support and funding to sustain operations and to meet the Group's maturing obligations.

The Corporation monitors potential sources of the risk to a shortage of funds through monitoring of financial investments and financial assets, and projected cash flows from operations. An essential part of this strategy is the proper matching of trade receivables and trade and other payables. The Corporation's objectives to manage its liquidity are: 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 access funding when needed at the least possible cost.

The Corporation also maintains a financial strategy that the scheduled principal and interest payments are well within the Corporation's ability to generate cash from its business operations.

Capital Management Risk

The Corporation is committed to maintaining adequate capital at all times to meet shareholders' expectations, withstand adverse business conditions and take advantage of business opportunities. The Company Management has submitted to the Philippine Stock Exchange a detailed restructuring plan of activities it will undertake and timetable to bring the stockholders' equity back to positive.

The Corporation regularly keeps track of its capital position and assesses business conditions to ensure early detection and determination of risks, and its consequent adverse impact. The Corporation adopts measures, as may be deemed necessary and appropriate, to mitigate risks.

We aim to achieve acceptable level of debt-to-equity ratio. This ratio is calculated as total liabilities divided by total equity.

Our long-term strategy is to sustain a healthy debt-to-equity ratio. As at December 31, 2022, this ratio is:

Amount	
Total liabilities	Ps. 3,416,794,355
Total equity	247,548,784
Debt-to-equity ratio	13.80:1

Our main sources of capital include but not limited to:

a. Retained earnings, where available
b. Current earnings
c. Debt
d. Share issues
e. Shareholder advances

The Corporation seeks to generate reasonable rate of return on its capital. Corollary to this, our dividend policy will be dictated by the level of retained earnings and ongoing business earnings.

We will access the capital market when we consider it necessary. As we grow our business, we will retain sufficient flexibility to raise capital to support new business opportunities. We are prudent in our capital management.

b. Operational Risks

Fluctuation of Steel Demand and Prices

The industries in which steel are used, such as the construction industry, and the demand for steel products, are cyclical in nature. As a result, the prices at which our products are sold, both in the local and international markets, move in accordance with the local and global steel dynamics. Furthermore, any volatility in the steel prices may affect the normal timing of orders by customers. The volatility in steel prices could cause the Corporation’s results of operation to vary and may have an adverse effect on the Corporation’s business, financial position, results of operations and prospects.

Similarly, the volatility in the cost of raw materials, scrap for TSC may also cause fluctuations in the results of operations.

We closely monitor demand and price trends, both local and international markets, align our production and sales volumes to desired inventory levels, and put in place measures to ensure that we can access various sources of raw materials.

Single Production Site

TSC conduct its manufacturing activities in single production site in the Philippines. Closure of the production sites, interruption or prolonged suspension of any substantial part of the operations or any damage to, or destruction of, the facilities arising from unexpected events or catastrophes, or other similar events would prevent the operating subsidiary from generating revenue. All existing facilities have been duly insured. Any new installations will likewise be covered by appropriate insurance coverage.

Scarcity of Raw Materials

Scrap metal is an essential raw material for the production of TSC's end-products. The supply of this raw material is sourced locally and due to the scarcity of the availability of scrap materials and high cost of scrap, the operation of TSC was severely affected and has stopped operation since 2013.

Insurance Risks

Our businesses are subject to a number of risks and hazards generally, including, but not limited to, adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slop failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and avalanches. Such occurrences may result in damage to production, facilities, personal injury or death, environmental damage to properties or properties of third parties, monetary losses, and possible legal liability. Insurance coverage is maintained to protect against certain risks in such amounts as are considered reasonable and appropriate.

ITEM 2 - DESCRIPTION OF PROPERTY

TKC does not own any real or personal property other than its leasehold improvements, office fixtures, furniture and equipment located in its principal office. TSC lease the land where its plant facility is currently situated but they own the machineries and equipment.

Leases

TKC leases its main office located at Upper Penthouse, GSC Corporate Tower, Triangle Drive, Bonifacio Global City, Taguig City. The lease covers a period of five (5) years from November 1, 2022 and will expire on October 31, 2027.

In 2005, Treasure (lessee) entered into a Memorandum of Agreement (MOA) with Global Ispat holdings Ltd and Global Steelworks International, Inc (lessors, both of whom are nonrelated parties) for the lease of a parcel land

and steel billet making plant located in Iligan city, Lanao del Norte, Philippines for a period of 25 years.

The memorandum of agreement (MOA) is for 25 years starting 2006. At the expiration or earlier termination of the term of the MOA, TSC has the option to purchase the billet plant at an amount equivalent to its market value at the time the option is exercised. The market value shall be determined by three (3) recognized and competent appraisers to be nominated by the parties. However, this does not preclude the parties from arriving at an agreement and determining between themselves said purchase price.

In the performance of its obligations under the MOA, TSC paid the outstanding liens incurred by the former owners and inherited by the lessor pertaining to the billet making plant amounting to P46 million in 2006 and were recorded as "Leasehold rights" in the consolidated statements of financial position.

On December 8, 2005, ZZS entered into a contractual agreement with China Merchants ZhangZhou Development Zone Co., Ltd (China Merchants), for the right to use a parcel land located in 1 M2-05 Zone I, China Merchants Development Zone to ZZS for a period of 42 years. The land is where the ZZ Stronghold steel plant facilities is located. In 2022, the Parent company assigned and transferred all its rights, title and interest in Billions to a third party. Consequently, leasehold rights amounting to ₱182.2 million were derecognized.

ITEM 3- LEGAL PROCEEDINGS

The Corporation is not a party to any pending material litigation, arbitration or other legal proceedings, and no litigation or claim of material importance is known by Management to have been filed against the Company.

ITEM 4- SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The following subject matters were submitted for the approval of the stockholders during the Annual Meeting of the Stockholders virtually held on 29 December 2022.

1	Approval of the Minutes of the Previous Meeting of Stockholders held on 15 January 2021
2	Approval of 2021 Operations and Results
3	Approval of Sale of Assets of the Corporation with Delegation of Authority to the Board of Directors to Approve Final Terms of the Sale
4	Ratification of all acts of the Board of Directors and Management from the date of the last Annual Stockholders' Meeting to the date of this meeting
5	Election of Directors for the year 2022-2023
6	Appointment of External Auditor for 2022

PART II – OPERATIONAL AND FINANCIAL INFORMATION

ITEM 5 - Market for Issuer's Common Equity and Related Stockholders Matters

Market Information

The common shares of TKC have been listed on the Philippine Stock Exchange since July 19, 2001. Following the amendment of the articles of incorporation whereby the (a) primary purpose was changed to that of a holding company, (b) corporate name was changed from SQL*Wizard to TKC Steel Corporation, (c) authorized capital stock was increased from P40 million (par value of P1.00 per share) to P 1 billion with the same par value, and the assignment and/or sale of all and/or substantially all of the Company's existing IT business assets in favor of a new corporation, TKC undertook a Follow On Offering (FOO) of 235,000,000 common shares on November 23, 2007 based on the offer price of Ps. 9.68 per share. After the FOO was completed, the Company's total issued and outstanding common shares stood at 940,000,000 shares. The offer shares represented 25% of TKC's issued and outstanding common shares.

Presented in the table below are the high and low prices of TKC shares.

	High	**Low**
1st Quarter, 2023	0.52	0.51
Year Ended December 31, 2022		
1st Quarter	0.77	0.76
2nd Quarter	0.77	0.71
3rd Quarter	0.60	0.55
4th Quarter	0.55	0.55
Year Ended December 31, 2021		
1st Quarter	1.17	1.14
2nd Quarter	1.10	1.05
3rd Quarter	0.91	0.89
4th Quarter	0.78	0.78

Holders of Common Equity

As of December 31, 2022, the Corporation has a total of 940,000,000 issued and outstanding shares, owned by 42 common shareholders.

The top twenty (20) shareholders, and their corresponding shares and percentage ownership of TKC are as follows:

Name of Stockholders	No. of Shares	% to Total Outstanding
1. Star Equities, Inc.	667,000,598	70.9575%
2. PCD Nominee Corp (Filipino)	268,150,021	28.5266
3. Chuahiong, Gertim G.	2,912,000	0.3098
4. Sio, Elsie Chua	900,000	0.0957
5. Napoles, Janet L.	300,000	0.0319
6. Solar SEC, Inc.	230,000	0.0245
7. Uy, Maria Charito B.	125,000	0.0133
8. Hernandez, Elmer C.	100,000	0.0106
9. Ko, Michael Anthony Lee	100,000	0.0106
10. Uy, Alexis Valine B.	25,000	0.0027
11. Uy, Anjelica B.Uy	25,000	0.0027
12. Uy, John Rainer B.	25,000	0.0027
13. De villa, Henrietta	20,000	0.0021
14. Chua Co Kiong, William N.	15,000	0.0016
15. Resurrecion, Antonio	10,000	0.0011
16. Insua, Jose Cezar	10,000	0.0011
17. Puno, Orpha C.	10,000	0.0011
18. Estrada, Claudia Patricia D..	6,250	0.0007
19. Evangelista, Maria Imelda C.	6,250	0.0007
20. Garcia, Luningning	6,250	0.0007

Based on the records of our Stock Transfer Agent, Professional Stock Transfer, Inc., TKC Metals Corporation has 28% public ownership level as of March 31, 2023.

Dividends

The Corporation did not declared dividends in 2022 and 2021.

There are no known restrictions or impediments to the Corporation's ability to pay dividends on common equity, whether current or future.

Recent Issuance of Securities Constituting an Exempt Transaction

For the year ended December 31, 2022, we have not issued any securities constituting an exempt transaction.

ITEM 6 - Management Discussion and Analysis of Financial Condition and Results of Operations (Last Three Years: 2022, 2021 and 2020)

a. Corporate Restructuring

The Corporation completed a corporate restructuring which consisted of the following:

1. On April 13, 2007 and June 7, 2007, the primary business purpose was changed from providing complete information solutions to operating and holding investments in steel companies;
2. On April 13, 2007, the SEC approved the increase in authorized capital stock from P40 million to P1 billion;
3. Capital Stock was increased from P25 million to P705 million;
4. On April 30, 2007, it acquired 90% equity interest in ZZ Stronghold, a company located in China;
5. On June 29, 2007, it acquired 98% equity interest in Treasure, a corporation located in the Philippines.
6. On November 23, 2007, capital stock increase to P940 million after the Follow On Offering.
7. On June 20, 2022, the Parent Company assigned and transferred all its rights, title and interest in Billions to a third party.

In addition to Steps 1 to 7, above, the SEC approved the change in the corporate name from SQL*Wizards, Inc. to TKC Steel Corporation. The Corporation was originally registered as SQL*Wizards, Inc with the primary purpose of providing complete information solutions.

On the 26th of October 2015 the SEC approves the change in the Articles of Incorporation in amending the corporate name from TKC Steel Corporation to TKC Metals Corporation.

Star Equities, Inc. SEI (the immediate parent corporation) has intended TKC to be a backdoor listing vehicle for its investment in the steel business. Consistent with the provisions of Philippine Financial Reporting Standard (PFRS) 3, the acquisition of TKC was accounted for as a reverse acquisition as the arrangement was for the parent corporation to be “acquired” by a smaller public entity as a means of obtaining a stock exchange listing. Legally, TKC, as the issuing public is regarded as the parent corporation. From an accounting perspective, SEI is considered the “acquirer” since they have the power to govern the financial and operating policies of TKC and its subsidiaries, Treasure Steelworks and ZZ Stronghold (ZZS).

The acquisition or transfers of Billions (together with ZZ Stronghold) and Treasure Steelworks (TSC) were considered business reorganization of companies under common control. Accordingly, the acquisitions or transfers were accounted for in a manner similar to the pooling-of-interests method.

b. Financial Highlights

- Results of Operations

Accounts In Million Pesos)	2022	2021	2020	Increase (Decrease) 2022/2021 (%)	Increase (Decrease) 2021/2020 (%)
Revenue	204	1,155	512	(82 %)	125.59%
Cost of Sales	186	1,132	494	(84 %)	129.15%
Gross Income (Loss)	17	23	18	(26 %)	27.78%
Operating Expenses	138	158	135	(13%)	17%
Net Income	915	(408)	(170)	(324 %)	140%

Operating performance posted a net income for the current year due to the gain on deconsolidation of a subsidiary. The Corporation posted net income of Ps. 915 million in 2022 as a result of the gain on deconsolidation of a subsidiary while in 2021 and 2020 the Group posted a net loss of Ps. 408 million and Ps. 170 million respectively, primarily due to lower production and sales volume coupled with lower demand and price in the market.

The demand of the steel products is recovering slowly, however there is still an over-supply of steel products in the market, very volatile price of steel, highly competitive market conditions and the effect on business and commerce due continuous outbreak of other variants of Covid-19 virus. The total sales of the Group significantly went down by 82% to Ps.204 million in 2022 compared to Ps. 1,155 million and Ps. 512 million in 2021 and 2020 respectively. The decrease in revenue was primarily due to limited operation of ZZS in 2022, lower production volume of 391MT or 85% lower than 2,698MT in 2021 and sales volume performance of 1,795MT or 67% lower than the 5,492MT in 2021. China's steel supply has exceeded the demand resulting to decline in production and sales volume and also due to prolonged adverse economic effect of Covid-19 Pandemic. Eventually due to continued losses, the Parent Company sold its entire interest, title and rights in Billions on June 2022.

During the period of slower production, sales and marketing activity of the Group, the total operating expenses went down by 13% or Ps. 20 million from Ps. 158 million in 2021 to Ps. 138 million in 2022. Notable decreases were noted in the following accounts such as: depreciation and amortization by 14%; salaries and wages by 23%; rent by 61%; taxes and licenses by 17%; office supplies by 71%; and other expenses by 19%. Although increases were also noted in the following accounts however it's not significant in terms of nominal value as follows: utilities by 3%;

repairs by 119%; outside services by 89%; representation by 246%; transportation and travel by 68%; and insurance by 470%.

- Financial Condition

Accounts (In Million Pesos)	2022	2021	2020	Increase (Decrease) 2022/2021 (%)	Increase (Decrease) 2021/2020 (%)
Current Assets	2,015	605	678	233 %	(11%)
Total Assets	3,664	4,263	4,386	(14 %)	(3%)
Current Liabilities	3,373	3,928	4,201	(14 %)	(6%)
Total Liabilities	3,417	4,562	4,326	(25 %)	5%
Equity	248	(299)	59	(183 %)	(607 %)

Our total asset base remains stable although reduced by 14% to Ps. 3,664 million from the previous year's level of Ps. 4,262 million as a result of deconsolidation. Cash and cash equivalents went down by 49% or Ps. 10 million trade and other receivables went up by 911% or Ps. 1,506 million as receivables from third party; inventories went down by 100% due to inventory write-down and deconsolidation for Ps. 289 million; advances to related parties increased by 754% or Ps. 292 million; advances to suppliers went down by 100% or Ps 8.3 million; and creditable withholding tax went down by 100% due to impairment loss for Ps. 68.3 million.

Current ratio for the years 2022 and 2021 remains stable at 0.60:1 and 0.15:1 respectively while debt-to-equity ratio for 2022 has resulted to 13.80:1 from -15.23:1 in 2021

c. 2022 versus 2021

- Results of Operations

The Corporation registered a consolidated net income of Ps. 915.1 million in 2022 compared to a net loss of Ps. 408 million a year ago. The bottom-line has resulted in a positive performance due to the significant gain of Ps. 1,371 million recognized in the deconsolidation of a subsidiary when the Parent Company sold all its rights, title and interest in Billions on June 2022.

Revenue significantly reduced by 82% to Ps. 204 million compared to a year ago of Ps. 1,155 million with ZZS contributing 100% of the Group sales. The Corporation also registered a % gross profit of Ps. 17 million in

2022 compared to a gross profit of Ps. 23 million in 2021. ZZS's performance during the first six months period, prior to disposal, in general production, sales and marketing activity are still depended on a lower market price and demand due to over-supply of steel products in the China market.

Operating expenses went down to Ps. 138 million or 13% lower from the 2021 level of Ps. 158 million. The major factor for the higher operating expenses were in the following accounts: a) outside services by 89%; representation by 246%; transportation and travel by 68%; and professional fees by 304%.

A total amount of Ps. 153 million of impairment loss was provided on trade and other receivable, cwt, other current assets and due from related parties.

- Financial Condition

Total assets base still remains stable despite the decrease of 14% to Ps. 3,664 million in 2022 from last year's figure of Ps. 4,263 million. The Ps. 598 million decrease was primarily due to the deconsolidation of a subsidiary, provision of impairment loss and inventory write-down: cash and cash equivalents went down by 49% from Ps. 21 million last year to Ps. 10 million; inventories down by 100% from Ps. 289 million to Ps. nil million; other current assets down by 98% from Ps. 91 million to Ps. 2 million; property, plant and equipment by 52%; and leasehold rights by 94%. There were increases however in the following assets accounts: trade and other receivables by 911% or from Ps. 165 million to Ps. 1,672 million; and due from related parties by 754% from Ps. 39 million to Ps. 331 million; The current results of operational and financial conditions of the Group were attributable significantly to ZZS limited operating activity and eventually to deconsolidation and TSC's a decade of non-operation primarily due to prolonged power crisis and not so competitive market price and conditions. Current assets accounted for 55% and 14% of the balance sheet for the year 2022 and 2021 respectively.

In 2022, total liabilities went down by 25% or Ps. 1,145 million from Ps. 4,562 million to Ps. 3,417 million primarily due to deconsolidation of a subsidiary and liquidation of loans. Significant decreases were noted in the following accounts: trade payables down by 68% from Ps. 589 million to Ps. 188 million; accrued expenses down by 77% from Ps. 161 million to Ps. 37 million; salaries payable down by 27% from Ps. 23 million to Ps. 17 million; loans payable down by 1% from Ps. 1,034 million to Ps. 297 million. There were increases in the other accounts but not so significant.

Our resulting capital base has appreciated significantly to a positive Ps. 248 million from a negative Ps. 299 million in 2021. The significant appreciation in our equity performance was brought about by a significant gain of Ps. 1,371 million from the deconsolidation of a subsidiary and resulted to a consolidated income of the Group in the amount of Ps. 915

million compared to a loss of Ps. 408 million in 2021. As a result of the appreciation in our capital base, debt to equity ratio resulted to a positive13.80:1 from a year ago of negative -15.23:1.

- Causes for any Material Changes in the Balance Sheet Accounts:

• Cash and cash equivalents decreased significantly by 49% or Ps. 10 million to Ps. 10.5 million from Ps. 21 million a year ago due to liquidation of trade and other payables on a day-to-day operation.

• Trade and other receivable went up by Ps. 1,506 million or 911% from Ps. 165 million to Ps. 1,672 million primarily due to recognized receivables from a third party as a result of deconsolidation of a subsidiary.

• Inventories went down by Ps. 289 million or 100% from Ps. 289 million to Ps. nil million due to ZZS limited operation during the first six months prior to its disposal and allowance on inventory write-down.

• Creditable tax withheld at source decreased by 100% or Ps. 68 million as a result of the provision of allowance for impairment due to uncertainty of its benefits in the future.

• Property, plant and equipment remains stable despite a 52% decrease or Ps. 1,802 million from Ps. 3,438 billion in 2021 to Ps. 1,636 billion in 2022 level primarily due to disposal and deconsolidation of a subsidiary.

• Other non-current assets decrease by 100% or Ps. 17 million with the provision of allowance for impairment loss.

• Trade and other payables went down by 65% or Ps. 510 million from Ps. 787 million to Ps. 277 million in 2022 notably in trade payables by Ps. 402 million or 68% from Ps. 589 million to Ps. 188 million.

• Loan payable went down by Ps. 737 million or 71% from Ps. 1,034 million to Ps. 297 million due to partial liquidation of the accounts and results of deconsolidation of a subsidiary.

- Equity appreciated significantly to a positive Ps. 248 million from a negative Ps. 299 million. The appreciation of the capital base was mainly brought about by the consolidated income of Ps. 915 million due to recognized gain on deconsolidation of a subsidiary amounting to Ps. 1,370 million. TSC as reported in 2013 has stopped its operation due to limited power supply.

d. 2021 versus 2020
- Results of Operations

The Corporation registered a consolidated net loss of Ps. 408 million in 2021 compared to a net loss of Ps. 170 million a year ago. The bottom-line results showed a negative performance due to lower production and sales volume and marketing activity in ZZS operation. The prevailing coronavirus (Covid-19) pandemic has adversely affected ZZ Stronghold's operation and financial performance during the period. Although TSC is non-operating for the last eight years, the prospect of looking for the right investors continued as there were parties who have shown interest and doing exploratory talks with the Group. The company's direction is to shift into production of nickel concentrate and nickel pig iron that will only requires 25% of the original power supply requirement. TSC is still looking for the right party to provide the new technology for nickel leaching. This chemical process will take only two hours to extract nickel from laterite ores and will result to a nickel recovery rate of 20-50%.

ZZS operation has resulted in gross profit of Ps. 23 million however the overall market condition is still unfavorable coupled with a very volatile steel prices in China due to higher steel supply and the long-term effect and the prevailing outbreak of the Covid-19 Pandemic in the big and key cities of China. ZZS partnered with a third party and resumed the construction and of its plant facilities which is estimated to be completed in 2022 pending all documentations before it would be allowed to be operational. ZZS Stronghold is also planning to venture into a heavy industrial structure project for its available idle land. This project will be ZZ Stronghold's third plant facility.

Revenue significantly went up by 125% to Ps. 1,155 million compared to a year ago of Ps. 512 million with ZZS contributing 100% of the Group sales. The Corporation also registered a gross profit of Ps. 23 million in 2021 compared to a gross profit of Ps. 18 million in 2020. ZZS's performance on general production, sales and marketing activity still depended on a lower market price and demand due to over-supply of steel products in the China market.

Operating expenses went up to Ps. 158 million or 17% higher from the 2020 level of Ps. 135 million. The major factor for the higher operating expenses were in the following accounts: a) allowance for impairment of input vat by 100%; depreciation and amortization by 22%; salaries and wages by 28%; rent by 166%; repairs by 31%; and office supplies by 45%.

- Financial Condition

Total assets base still remains stable despite the slight decrease of 2.81% to Ps. 4,263 million in 2021 from last year's figure of Ps. 4,386 million. The Ps. 123 million decrease was primarily due to the following: cash and cash equivalents went down by 76% from Ps. 86 million last year to Ps. 21

million; inventories by 10% from Ps. 319 million from to Ps. 289 million; other current assets by 2% from Ps. 92 million to Ps. 91 million; and input vat by 100% due to provision impairment loss. There were increases however in the following assets accounts: trade and other receivables by 17% or from Ps. 141 million to Ps. 165 million; long-term deferred expenses by 8% from Ps. 11 million to Ps. 12 million; property plant and equipment by 5% from Ps. 3,269 million to Ps. 3,438 million; and leasehold rights by 3% from Ps. 197 million to Ps. 203 million. The current operational and financial conditions of the Group were attributable significantly to ZZS minimal but stable operating activity coupled with adverse effect of the prevailing corona virus (Covid-19) in China and TSC's nil production, sales and marketing activity primarily due to prolonged power crisis and not so competitive market price and conditions. Current assets accounted for 14% and 15% of the balance sheet for the year 2021 and 2020 respectively.

In 2021, total liabilities went up by 5.45% or Ps. 235 million from Ps. 4,326 million to Ps. 4,561 million. Significant increases were noted in the following accounts: accrued expenses up by 38% or Ps. 44 million from Ps. 116 million to Ps. 160 million; salaries payable up by 11% or Ps. 2 million from Ps.21 million to Ps. 23 million; withholding taxes payable up by 28% or Ps. 1 million from Ps. 3.5 million to Ps. 4.5 million; statutory payables up by 187% or Ps. 0.6 million from Ps. 0.3 million to Ps. 0.9 million; due to related parties up by 17% or Ps. 388 million from Ps. 2,323 million to Ps. 2,712 million and retirement liability up by 6% or Ps. 0.6 million from Ps. 9 million to Ps. 10 million.

Our resulting capital base has depreciated by 606% or negative Ps. 299 million as of 2021 from a positive equity of Ps. 59 million in 2020. The significant depreciation in our equity performance was primarily due to stoppage and minimal production and sales activity of our two main steel subsidiaries, TSC and ZZS respectively and provision for impairment of some assets accounts resulting to a current consolidated loss of the Group in the amount of Ps. 408 million. As a result of the depreciation in our capital base, debt to equity ratio has resulted to -15.23:1 from a year ago of 72.65:1.

- Causes for any Material Changes in the Balance Sheet Accounts:

• Cash and cash equivalents decreased significantly by 76% or Ps. 65 million to Ps. 21 million from Ps. 86 million a year ago brought about by a significant liquidation in trade and other payables by 19% or Ps. 191 million from Ps. 978 million to Ps. 787 million.

• Trade and other receivable went up by Ps. 24 million or 17% from Ps. 141 million to Ps. 165 million due to slowdown in economy and the adverse effect of the Pandemic to both domestic and foreign accounts.

• Inventories went down by Ps. 30 million or 9% from Ps. 319 million to Ps. 289 million as ZZS is still not operating at full capacity and lockdowns of the plant during the height of the coronavirus pandemic in 2021.

- Creditable tax withheld at source remains constant at Ps. 68 million each respectively for the years 2021 and 2020 while the input value-added tax of Ps. 223 million was impaired due to uncertainty of its benefits due to minimal business activities of our two subsidiaries.

- Property, plant and equipment remains stable with a 5% or Ps. 169 million from Ps. 3,269 billion in 2020 to Ps. 3,438 billion in 2021 level as there was no provision for impairment loss for the current year.

- Other non-current assets remain constant at Ps. 17 million and Ps. 18 million respectively for the year 2021 and 2020

- Trade and other payables went down by 19% or Ps. 191million from Ps. 979 million to Ps. 787 million in 2021 notably in trade payables by Ps. 239 million by 29% from Ps. 829 million to Ps. 589 million.

- Loan payable went up by Ps. 48 million or 5% from Ps. 986 million to Ps. 1,034 million due to partial liquidation of the accounts and the short-term renewal of credit facilities of ZZS for their production and selling activities.

- Equity depreciated significantly by 606% or Ps. 359 million from a positive Ps. 59 million to negative Ps. 299 million. The depreciation of the capital base was mainly brought about by the continuing losses of the two main steel subsidiaries, ZZS operating at minimal capacity due to unfavorable market conditions while TSC as reported in 2013 has stopped its operation due to limited power supply.

e. 2020 versus 2019

- Results of Operations

The Corporation registered a consolidated net loss of Ps. 170 million in 2020 compared to a net loss of Ps. 210 million a year ago. The bottom-line results showed a negative performance due to slower sales and marketing activity in ZZS operation. Although TSC is non-operating for the last seven years, the prospect of looking for the right investors is still active as there were several groups who have visited the plant. The company is shifting to production of nickel concentrate and nickel pig iron that will only requires 25% of the original power supply requirement. TSC is currently in discussion with a third party to provide the new technology for nickel leaching. This chemical process will take only two hours to extract nickel from laterite ores and will result to a nickel recovery rate of 20-50%.

ZZS operation has resulted in gross profit however the overall market condition is still unfavorable coupled with a very volatile steel prices in

China due to higher steel supply and the long-term effect of the Covid-19 Pandemic. ZZS partnered with a third party and resumed the construction and of its plant facilities for the added business lines on fabrication, coating and galvanizing which is estimated to be completed this year pending all documentations before it would be allowed to be operational in 2022. ZZS is currently in talks for partnership with interested parties to developed its idle land to build our port or berth to service the housing requirements of heavy industry structures. The said plans and projects will have a significant impact to our China operation.

Revenue went down by 10% to Ps. 512 million compared to a year ago of Ps. 567 million with ZZS contributing 100% of the Group sales. The Corporation however registered a 4% gross profit of Ps. 18 million in 2020 however the result was 31% lower compared to a gross profit of Ps. 26 million in 2019. ZZS's performance on general production, sales and marketing activity still depended on a lower market price and demand due to over-supply of steel products in the China market.

Operating expenses went down to Ps. 139 million or 21% lower from the 2019 level of Ps. 177 million. The major factor for the lower operating expenses were in the following accounts: a) freight and handling down by 64%; rent by 83%; taxes and licenses down by 22%; representation down by 25% and transportation and travel down by 20% and advertising down by 100%.

- Financial Condition

Total assets base remains stable with an increase of 1% to Ps. 4,386 million in 2020 from last year's figure of Ps. 4,361 million. The Ps. 21 million increase was primarily due to the following: cash and cash equivalents went up by 306% from Ps. 21 million last year to Ps. 86 million; trade and other receivables by about Ps. 19 million or 16% from Ps. 117 million last year to Ps. 136 million; due to related parties by 10% from Ps. 40 million last year to Ps. 44 million; and property, plant and equipment by 0.3% or Ps. 9 million from Ps. 3,277 million last year to Ps. 3,269 million. The current financial conditions of the Group were attributable significantly due to ZZS minimal but stable operating activity and TSC's nil production, sales and marketing activity primarily due to prolonged power crisis and not so competitive market price and conditions. Current assets accounted for 21% and 20% of the balance sheet for the year 2020 and 2019 respectively.

In 2020, total liabilities went up by 5% or Ps. 188 million from Ps. 4,138 million to Ps. 4,326 million. Significant increases were noted in the following accounts: accrued expenses up by 13% or Ps. 14 million from Ps. 103 million to Ps. 116 million; salaries payable up by 12% or Ps. 2 million from Ps.19 million to Ps. 21 million; loans payable up by 8% or Ps. 65 million from Ps. 825 million to Ps. 890 million.

Our resulting capital base is still in a positive position at Ps. 59 million as of 2020 from a positive equity of Ps. 222 million in 2019. The continued decrease in our equity performance was primarily due to the minimal production and sales activity of our subsidiary resulting to a current loss of the Group in the amount of Ps. 163 million. As a result of the depreciation in our capital base, debt to equity ratio increased to 72.65.11:1 from a year ago of 18.56:1.

- Causes for any Material Changes in the Balance Sheet Accounts:

• Cash and cash equivalents increased significantly by 309% or Ps. 65 million to Ps. 86 million from Ps. 21 million a year ago brought about by a significant increase on loans payable by 8% or Ps. 65 million from Ps. 825 million a year ago to Ps. 890 million.

• Trade and other receivable went up by Ps. 19 million or 16% from Ps. 117 million to Ps. 136 million due to slowdown in economy and the adverse effect of the Pandemic to both domestic and foreign accounts.

• Inventories went down by Ps. 46 million or 13% from Ps. 365 million to Ps. 319 million as ZZS is still not operating at full capacity.

• Creditable withholding and value-added taxes remain constant at Ps. 291 million to Ps. 290 million respectively for the years 2020 and 2019 primarily due to minimal business activities.

• Property, plant and equipment remains constant and stable even with a slight decrease of 0.3% or Ps. 8.8 million from Ps. 3.277 billion in 2019 to Ps. 3.269 billion in 2020 level as there was no provision for impairment loss for the current year.

• Other non-current assets remain constant at Ps. 19 million respectively for the year 2020 and 2019

• Trade and other payables went down by 3% or Ps. 33 million or Ps. 33 million from Ps. 1,012 million to Ps. 979 million in 2019 notably in trade payables by Ps. 48 million by 6% from Ps. 877 million to Ps. 829 million.

• Loan payable went up by Ps. 65 million or 8% from Ps. 825 million to Ps. 890 million due to additional bank loans and the short-term renewal of credit facilities of ZZS for their production and selling activities.

• Equity depreciated significantly by Ps. 163 million but remains in a positive position at Ps. 59 million from a positive Ps. 222 million a year ago. The depreciation was brought about by the decrease in the consolidated revenue of the Group which resulted in net operating loss.

f. Key Performance Indicators

Performance Ratios	2022	2021	2020
Revenue Growth (%)	**-82%**	**125%**	**-10%**
Gross Profit Margin (%)	**8%**	**2 %**	**4%**
Basic Loss per share 1/	**Ps.0.98**	**(Ps. 0.42)**	**(Ps. 0.17)**
Current Ratio 2/	**0.60**	**0.15**	**0.16**
Debt-to-Equity Ratio 3/	**13.80**	**(15.23)**	**72.65**
Return on Equity 4/	**-35.27**	**3.40**	**-1.20**

1/ Net income applicable to majority shareholders/weighted average of outstanding common shares
2/ Total current assets/total current liabilities
3/ Total liabilities/equity
4/ Net income /total equity (average)

g. Other Matters

There were no known trends, demands or uncertainties that will have a material impact on the Corporation's liquidity. The Corporation does not anticipate any cash flow or liquidity problems within the next twelve (12) months and is not at default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring it to make payments. No significant amounts of trade payables have been unpaid within the stated trade terms.

There are no known trends, or events, 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 nor any events that will trigger direct or contingent financial obligation that is material to the Corporation, including any default or acceleration of an obligation.

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

- There were no seasonal aspects that had a material impact on the financial condition or results of operations of the Corporation.

- Any material commitments for capital expenditure:

The Corporation conducted a Follow-On Offering on November 23, 2007 that raised gross proceeds of Ps. 2, 275 million to finance expansion and development plans of its two (2) subsidiaries, TSC and ZZS. These projects are on-going both in our China and Iligan plants.

- There were no significant elements of income or loss that did not arise from the registrant's continuing operations except as presented in the Management Discussion and Analysis.

ITEM 7 – Financial Statements

Please refer to the attached audited consolidated financial statements of the Corporation as at and for the year ended December 31, 2022 which have been prepared in accordance with Philippine Financial Reporting Standards, as audited by Reyes Tacandong & Co.

ITEM 8 - Changes in and Disagreement with Accountants on Accounting and Financial Disclosure

Reyes Tacandong & Co. was appointed as external auditor for the years ended December 31, 2022, 2021 and 2020 to comply with the rotation of external auditors every 5 years. For the years ended December 31, 2010 and prior years, the external audit of the annual financial statements was performed by SGV & Co.

There were no disagreements with the external auditors on any matter pertaining to accounting and financial disclosure.

PART III – CONTROL AND COMPENSATION INFORMATION

ITEM 9 - Directors and Executive Officers

The Corporation's Board of Directors is responsible for the overall management of the business and assets of the Corporation. The Board of Directors is composed of seven (7) members, each of whom serves for a term of one (1) year until his/her successor is duly elected and qualified**.**

Board of Directors

The following incumbent members of the Board of Directors of the Corporation were elected during the Annual Stockholders Meeting virtually held on the 29th of December 2022.

Ben C. Tiu, Filipino, 70, is the **Chairman** of the Corporation. Mr. Tiu is also the President of JTKC Equities, Inc., and Union Pacific Ace Industries, Inc. Mr. Tiu is the Chairman of The Discovery Leisure Co., the owner of Discovery Suites Hotel, The Country Suites at Tagaytay and Discovery Shores

Boracay. He served as Chairman and CEO of iRemit, Inc. from 2001 until 2004 and as Director from May 2006 to present. He is also Executive Vice President of Hotel System Asia, Inc., JTKC Realties Corporation and Executive Vice President and Treasurer of Aldex Realty Corporation, Inc., Treasurer of TERA Investments, Inc. Mr. Tiu is also a Corporate Nominee in the Philippine Stock Exchange of Fidelity Securities, Inc. and formerly the Chairman of the Board of Sterling Bank of Asia, Inc., and Vice Chairman of the Board and Chairman of the Executive Committee of International Exchange Bank. He holds a Master in Business Administration from the Ateneo de Manila University and a degree in Mechanical Engineering from Loyola Marymount University, USA.

Domingo S. Benitez Jr., Filipino, 67, is a **Director** and the **President** of the Corporation. His main expertise and line of business is in solution system provider in the Mechanical works involving Water, Waste water, Oil & Gas and Hydro Power Industry. He did also a couple of major projects in Brunei such as EPC Company for the upgrading of fire fighting for the Brunei Shell Marketing Depot Terminal, Water, Sewerage and Treatment Plant. He was previously the Business Development Manager-Asia Pacific of Emech Control Ltd.-New Zealand from April 206 to October 2008. He was also the Project Manager-Process of Tyco Flow Control Pacific Pty Ltd.,- New Zealand from November 2005 to February 2006. He also works as the Business Development Manager & Project Manager of Beaver Company-Brunei from January 1992 to August 2005. Mr. Benitez earned his Bachelor of Science Degree in Mechanical Engineering from Far Eastern University in 1979.

Ignatius F. Yenko, Filipino, 71, is a **Director** and **Vice-Chairman** of the Corporation. He is likewise a Director of Sterling Bank of Asia and member of the Executive Committee, Audit Committee, Risk Committee, Nomination and Compensation Committee and Loan Committee of the bank. He was Management Consultant for Cyan Management Corporation from July 2003 to December 2008. He was previously First Vice-President of Philippine Long Distance Telephone Company until his resignation in July 2003. Mr. Yenko was formerly a Vice President at The Chase Manhattan Bank, N.A. where he worked for almost 11 years. He graduated with honors from the Ateneo de Manila University with a Bachelor of Arts degree in Economics. He holds a Master in Business Management degree from the Asian Institute of Management and was a recipient of the Claude M. Wilson National Scholarship Grant.

Vicente V. de Villa, Jr., a Filipino, 89, is an **Independent Director** of the Corporation. He currently holds the position of Chairman and President of VICON Realty Corporation (1972-present), Director of Heavenly Angel Memorial Park (2006-present), EL Message Services (2006-present) and ELAD Telecom Phils., Inc. (2006-present). He is also the Executive Director of EL Enterprises, Incorporated, EL International Holdings (BVI) Limited (1989-present). Likewise, he is a Foreign Representative of JDP International (USA), Central International Corporation (KOREA), NW Technologies International, Inc. (USA) and BSI Corporate Services (ITALY). He holds a Bachelor of Laws Degree from Ateneo de Manila, Padre Faura.

Prudencio C. Somera, Jr., Filipino, 78, is a **Director** of the Corporation. He is an Independent Director of Basic Petroleum Corporation (1997-present), another publicly-listed corporation, and Director of Philcomsat Holdings Corporation (2004-present). He is a member Board of Advisers of Basic Energy Corporation since August 2008 (board member, 1977 – 2008). He was previously Director of iVantage, Inc. (1998-2000) and Acoje Oil Exploration and Minerals Corporation (1997-1999). A columnist of Philippine Daily Inquirer, he holds a Master of Business Administration Degree from the University of the Philippines.

Kevin G. Khoe, Filipino, Filipino, 50, is a **Director** of the Corporation. He is the Founder and President of Big Big Holdings (2006-present). He was an Independent Director of ATR-Kim Eng Equity Opportunity Fund (2010-2016). He was previously an Independent Director of Home Guaranty Corporation (2008-2010). He served also as the Chief Operating Officer of Yehey.Com (2000-2005). He served also as the Research Head of Philequity Fund (1998-2000), Vantage Securities, Corp. (1997-1998) and Sapphire Securities, Inc. (1995-1997). He was also a Part-time Lecturer at the University of Asia and Pacific. He holds a Degree of Bachelor of Science in Quantitative Economics from the University of Asia and Pacific.

Executive Officers

Domingo S. Benitez Jr. - President and Chief Operating Officer

Gilbert C. Gaw – Treasurer

Wilfrido O. Gamboa, Filipino, 68, is the **Head of Corporate Services** of the Corporation. Before he joined the Corporation, he was president of Fabricom Realty & Development Corporation. Previous experiences of Mr. Gamboa include fund sourcing, rehabilitation planning and debt portfolio restructuring. He has also experience in the real property sector with tasks including developing new real estate projects. He graduated with a degree of Bachelor of Arts in Economics and Bachelor of Science in Business Administration from De La Salle University.

Efren A. Realeza, Jr, Filipino, 62, is the **Chief Finance Officer** and **Head of Accounting Service**s of the Corporation. Prior to joining the Corporation, he was the Audit Manager of VBP Group of Companies-Derm-pharma and Derm Clinics; Triumph Development Corporation - a cement company with overseas operation and Ajinomoto Philippines Corporation as Audit Manager Financial Controller of Flavor Food Products International Inc., Union Hikari Fertilizer International, Inc. and Global Cebu Foods Corporation. He graduated with a degree of Bachelor of Science in Accountancy from the Polytechnic University of the Philippines. He is a Certified Public Accountant.

Edson T. Eufemio, Filipino, 54, is the **Corporate Secretary** of TKC Metals Corporation. He is a lawyer by profession and practices corporate and commercial law through his office, E.T. Eufemio Law Office. He is a legal and business consultant of small, medium and large enterprises in various industries. He is a graduate of Xavier School and U.P. Diliman, where he has obtained degrees in Psychology, Law and Masters in Business Administration. He sits on the board of directors and also acts as Corporate Secretary for many other private companies.

Significant Employees

Although the Corporation has and will likely continue to rely significantly on the continued individual and collective contributions of its senior management team, the Corporation is not dependent on the services of any particular employee. It does not have any special arrangements to ensure that any employee will remain with the Corporation and will not compete upon termination.

Involvement in Certain Legal Proceedings

None of the members of the Corporation's Board of Directors and its Executive Officers are involved in criminal, bankruptcy or insolvency investigation or proceedings against them.

ITEM 10 – Executive Compensation

As discussed under Item 1, Part I, above, we had initiated corporate restructuring that involved the (a) change in primary purpose from being a provider of complete IT solutions to that of a holding company, (b) change in corporate name from SQL*Wizard to TKC Steel, (c) increase in authorized capital, and (d) assignment and/or sale of all and/or substantially all of the IT business assets to a new corporation. After effecting all these changes, new sets of members of Board of Directors and Executive Officers were appointed on various dates in 2007. The executive compensation information that is presented below covered the Executive Officers and Directors of TKC for 2021, 2022 and 2023. All members of the Board of Directors receive per diem per meeting only.

2021

Name and Principal Position	Salary (Annual)	Bonus	Other Annual Compensation
Ignatius F. Yenko Vice-Chairman			
Domingo S. Benitez Jr. President and Chief Operating Officer			
Wilfrido O. Gamboa Head-Corporate Services			
Efren A. Realeza Jr. Head-Accounting Services /Chief			

Finance Officer			
Aggregate Compensation of all Above-named Officers	3,962,840		
Aggregate Compensation of all above-Named Officers and Directors	3,962,840		

2022

Name and Principal Position	Salary (Annual)	Bonus	Other Annual Compensation
Ignatius F. Yenko Vice-Chairman			
Domingo S. Benitez Jr. President and Chief Operating Officer			
Wilfrido O. Gamboa Head-Corporate Services			
Efren A. Realeza Jr. Head-Accounting Services /Chief Finance Officer			
Aggregate Compensation of all Above-named Officers	4,395,167		
Aggregate Compensation of all Above-named Officers and Directors	4,395,167		

2023 (Estimated)

Name and Principal Position	Salary (Annual)	Bonus	Other Annual Compensation
Ignatius F. Yenko Vice-Chairman			
Benjamin John C. Tiu President and Chief Operating Officer			
Wilfrido O. Gamboa Head-Corporate Services			
Efren A. Realeza Jr. Head-Accounting Services/ Chief Finance Officer			
Aggregate Compensation of all Above-named Officers	4,240,000		
Aggregate Compensation of all Above-named Officers and Directors	4,240,000		

ITEM 11 - Security Ownership of Certain Record and Beneficial Owners and Management

Security Ownership of Certain Record and Beneficial Owners

As of December 31, 2022, the following stockholders beneficially own more than 5% of the Corporation’s Outstanding and Issued Common Shares:

Title of Class	Name/Address of Record Owner & Relationship with Issuer	Name of Beneficial Owner & Relationship with Record Owner	Citizenship	Number of Shares	Percentage Of Holdings
Common	Star Equities, Inc. 2nd Floor, JTKC Center 2155 Pasong Tamo Makati City		Filipino	667,000,598	70.96%
Common	PCD Nominee Corporation		Filipino	268,150,021	28.53%

Security Ownership of Directors and Management

Title of Each Class	Name of Record/Beneficial Owner	Number of Shares and Nature of Record/ Beneficial Ownership	Percentage
Common	Tiu, Ben C. Yenko, Ignatius F. De Villa, Vicente V. Benitez, Domingo S. Jr. Somera, Jr., Prudencio C. Khoe, Kevin G.	1 1 1 1 1 1	-- -- -- -- -- --

Voting Trust Holders of 5% or more

There is no person holding more than 5% of any class of the Corporation's securities under a voting trust or similar agreement.

ITEM 12 – Certain Relationship and Related Transactions

The Corporation entered into the following transactions with related parties:

Date of Execution	Parties	Nature	Cause/Consideration
April 30, 2007	TKC and Star Equities, Inc. (SEI)	Agreement for Assignment of Advances	Acquisition at cost of the entire interest in the advances of SEI in Billions Steel International Limited
June 29, 2007	TKC and Billions	Absolute Deed of Assignment of Shares	Billions assigned all its rights and interests in 479,997 fully paid shares in Treasure Steel (TSC) for a total of consideration of Ps. 47,997,000.00
June 29, 2007	TKC and TSC	Marketing Agreement	TSC appointed TKC as the exclusive sales and marketing channel of all its products and gave TKC the right to enter into agreements with third parties to carry out said purpose. Under the Agreement, both parties acknowledge the existing agreement between TSC and Steel Alliance and thus, TKC assumed all the obligations of TSC to Steel Alliance.

PART IV - CORPORATE GOVERNANCE

ITEM 13 – Corporate Governance

The Corporation, through its Compliance Officer, has monitored the Corporation's compliance with SEC Memorandum Circular No. 60, Series of 2009, No. 20, Series of 2013 and other relevant SEC Circulars on Corporate Governance and with the Manual of Corporate Governance adopted by the Company.

PART V - EXHIBITS AND SCHEDULES

ITEM 14 – Exhibits and Reports on SEC Form 17-C

The Corporation has filed the SEC Form 17-C reports during the fiscal year ending December 31, 2022:

Date Filed	**Items Reported**
21 November 2022	Notice of TKC Metals Corporation Annual Stockholders' Meeting on 29 December 2022
20 June 2022	Sale of the Corporation's China Operations in ZZS Stronghold through Billions Steel International Ltd. to Divine Token Limited

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersign, thereunto duly authorized, in the City of QUEZON CITY on JUL 05 2023 2023

By:

Ben C. Tiu Chairman/Chief Executive Officer	Ignatius F. Yenko Vice-Chairman
Efren A. Realeza Jr. Chief Financial Officer	Edson T. Eufemio Corporate Secretary

SUBSRIBED AND SWORN to before me this JUL 05 2023 day of ______________ 2023 affiants exhibiting to me his/her Passport, as follows:

NAMES	PASSPORT NO.	VALID UNTIL	PLACE OF ISSUE
Ben C. Tiu	EC3799702	02/13/2028	DFA NCR East
Ignatius F. Yenko.	P0405937B	01/24/2029	DFA NCR Central
Efren A. Realeza Jr.	P4832475B	02/16/2030	DFA NCR North
Edson T. Eufemio	P5105605B	03/11/2030	DFA NCR North

Doc. No. 448
Page No. 91
Book No. VIII
Series of 2023

ATTY.CONCEPCION P. VILLAREÑA
Notary Public for Quezon City
Until December 31, 2023
PTR No. 37[illegible] January 3, 2023 Q.C
IBP No. 1678[illegible] 2021 Q.C
Roll No. [illegible]
MCLE VII-0006994 / 03-21-2021
ADM. MATTER No. NP-005 (2022-2023)
TIN NO 131-942-754

C O V E R   S H E E T
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

A 1 9 9 6 - 1 0 6 2 0

C O M P A N Y   N A M E

T K C   M E T A L S   C O R P O R A T I O N   A N D   S U B S I D I A R I E S

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

Unit B1-A/C, 2nd Floor, Building B, Karrivin Plaza, 2316 Chino Roces Avenue Extension, Makati City

Form Type	Department requiring the report	Secondary License Type, If Applicable
A A C F S	C R M D	N / A

C O M P A N Y   I N F O R M A T I O N

Company's Email Address	Company's Telephone Number/s	Mobile Number
earealeza@yahoo.com	8864-0734/ 8840-4335	0928-524-7168

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
42	Last Friday of July	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Mr. Efren A. Realeza Jr.	earealeza@yahoo.com	8864-0734/8840-4335	0928-524-7168

CONTACT PERSON'S ADDRESS

2nd Floor W Tower Condominium 39th St., North Bonifacio Triangle, Bonifacio Global City, Taguig

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.*

BDO Towers Valero
8741 Paseo de Roxas
Makati City 1226 Philippines
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Website : www.reyestacandong.com

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
TKC Metals Corporation
Unit B1-A/C, 2nd Floor
Building B, Karrivin Plaza
2316 Chino Roces Avenue Extension
Makati City

Opinion

We have audited the consolidated financial statements of TKC Metals Corporation (the Parent Company) and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, and the consolidated statements of comprehensive income, consolidated statements of changes in equity (capital deficiency) and consolidated statements of cash flows for the years ended December 31, 2022, 2021 and 2020, and notes to 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, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years ended December 31, 2022, 2021 and 2020 in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). 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.

Material Uncertainty Related to Going Concern

Because of the continuing losses of ZhangZhou Stronghold Steel Works Co. Ltd. (ZZ Stronghold), the operating steel subsidiary of Billions Steel International Limited (Billions), due to low production and sales volume in China, the Parent Company sold all of its interest in Billions on June 20, 2022. Moreover, on December 29, 2022, the Parent Company's Board of Directors (BOD) approved to dispose Treasure Steelworks Corporation (Treasure) and Campanilla Mineral Resources, Inc. (Campanilla), its remaining subsidiaries. Treasure has ceased operations since 2013, while Campanilla has not commenced operations as at December 31, 2022.

Additionally, the deficit of the Group amounted to ₱4,097.3 million and ₱5,023.1 million as at December 31, 2022 and 2021, respectively.

These events or conditions indicate a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

As further discussed in Note 1, the Parent Company has an ongoing negotiation with an investor group for business ventures mainly in the field of information technology and broadband internet. Moreover, the stockholders and all related parties of the Group have continued to provide financial support to sustain the Group's operations and meet its maturing obligations.

Accordingly, the Group continues to prepare its consolidated financial statements using the going concern basis of accounting. Our opinion is not modified with respect to this matter.

Key Audit Matters

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

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined below the key audit matters to communicate in our report.

- *Impairment Assessment of Property, Plant and Equipment*

  As at December 31, 2022, property, plant and equipment of the Group amounted to ₱1,635.9 million, representing 45% of the total assets.

  Treasure has ceased operations since 2013 and the completion of its plant construction projects has been long delayed. On December 29, 2022, the BOD approved the plan to dispose of Treasure. The Group is required to perform an impairment assessment of its property, plant and equipment at each reporting date whenever there is any indication of impairment. Where the carrying amount exceeds its estimated recoverable amount, the asset or cash-generating unit is written down to its recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

  Determining the recoverable amounts of property, plant and equipment using fair value less costs to sell requires significant judgment and estimation, particularly in selecting the appropriate valuation methodology and in determining the underlying assumptions. The determination of the fair value of property, plant and equipment is subject to significant variability because of changing market conditions. Moreover, the impairment assessment is significant to our audit because the carrying amount of the Group's property, plant and equipment is material to the consolidated financial statements. Any resulting impairment loss could have a material adverse impact on the Group's financial position and financial performance.

  The fair value of the Group's property, plant and equipment were based on independent valuations prepared by an independent property valuer. Our audit procedures included, among others, evaluating the qualifications, experience and competence of the independent property valuer engaged by management, understanding and reviewing the valuation methods and assessing the key assumptions applied in the valuations.

  We also assessed the adequacy of the disclosures in Notes 2, 3, and 8 to the consolidated financial statements.

- *Accuracy of the Deconsolidation Adjustments related to the Sale of Billions*

  On June 20, 2022, the Parent Company sold all its interest in Billions at cost amounting to ₱1,741.8 million. Accordingly, the Group's management deconsolidated the assets and liabilities of Billions and ZZS Stronghold in the consolidated statement of financial position as at the date when control was lost. The Group recognized the profit or loss of Billions and ZZ Stronghold from January 1, 2022 up to the date of sale in the consolidated statement of comprehensive income. Moreover, the sale of Billions resulted to a gain on deconsolidation amounting to ₱1,370.7 million in 2022. As at December 31, 2022, uncollected portion of the selling price amounted to ₱1,241.7 million which is due until 2023.

  Due to the significance of the amounts related to the sale transaction, we validated the accuracy of management's deconsolidation adjustments, and reviewed all pertinent supporting documents and computations related to the sale of Billions. Additionally, we also reviewed the compliance with the terms and conditions of the sale of Billions. We also assessed the adequacy of the disclosures in Notes 1, 2, and 5 to the consolidated financial statements.

- *Determination of the Net Realizable Value of Inventories*

  The Group's inventories are measured at the lower of cost and net realizable value. The cost of the Group's inventories is 4% of total assets. As a result of the suspension of Treasure's operations in Iligan City, there has been no significant movement of its inventories in stock pile since 2013. The volume of the Group's inventories changes through time and the impact of the market price of the raw materials and finished goods due to changing economic conditions can be material. Moreover, there is an approval on December 29, 2022 from the Parent Company's BOD on the plan to dispose Treasure. As such, the determination of the net realizable value of inventories requires significant amount of estimation and judgment.

  The Group's management has engaged an independent surveyor to determine the value of the inventories in Iligan City. To validate management's assessment on the net realizable value of inventories, we evaluated the qualifications, experience and competence of the independent surveyor, understand and reviewed the valuation methods and the assumptions applied and assessed the key assumptions adopted in the valuation. We also assessed the adequacy of the disclosures in Notes 2, 3 and 6 to the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2022, but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2022 are expected to be made available to us after the date of this auditors' report.

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

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

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS, 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 PSA 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 PSA, 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 audits.

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

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

The engagement partner on the audit resulting in this independent auditors' report is Arthur Vinson U. Ong.

REYES TACANDONG & CO.

Arthur Vinson Ong

ARTHUR VINSON U. ONG
Partner
CPA Certificate No. 120745
Tax Identification No. 253-222-555-000
BOA Accreditation No. 4782; Valid until April 13, 2024
SEC Accreditation No. 120745-SEC Group A
Issued March 29, 2022
Valid for Financial Periods 2021 to 2025
BIR Accreditation No. 08-005144-015-2023
Valid until June 4, 2026
PTR No. 9564572
Issued January 3, 2023, Makati City

June 21, 2023
Makati City, Metro Manila

TKC METALS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		December 31	
	Note	**2022**	2021
ASSETS			
Current Assets			
Cash and cash equivalents	4	**₱10,487,730**	₱20,529,533
Trade and other receivables	5	**1,671,792,918**	165,414,555
Due from related parties	13	**330,711,200**	38,716,276
Inventories	6	**–**	289,001,825
Other current assets	7	**2,259,645**	90,916,576
Total Current Assets		**2,015,251,493**	604,578,765
Noncurrent Assets			
Property, plant and equipment	8	**1,635,904,979**	3,438,071,223
Leasehold rights	9	**13,186,667**	203,142,038
Other noncurrent assets	10	**–**	16,750,511
Total Noncurrent Assets		**1,649,091,646**	3,657,963,772
		₱3,664,343,139	₱4,262,542,537
LIABILITIES AND EQUITY (CAPITAL DEFICIENCY)			
Current Liabilities			
Trade and other payables	11	**₱276,962,282**	₱787,305,015
Current portion of loans payable	12	**297,270,080**	424,659,656
Lease liability	22	**–**	4,000,957
Due to related parties	13	**2,799,005,050**	2,711,751,209
Total Current Liabilities		**3,373,237,412**	3,927,716,837
Noncurrent Liabilities			
Loans payable - net of current portion	12	**–**	609,471,548
Retirement liability	19	**14,346,231**	10,475,543
Deferred tax liabilities	24	**29,210,712**	14,322,548
Total Noncurrent Liabilities		**43,556,943**	634,269,639
Total Liabilities		**3,416,794,355**	4,561,986,476
Equity (Capital Deficiency) Attributable to Equity Holders of the Parent Company			
Capital stock	14	**940,000,000**	940,000,000
Deposits for future subscriptions	14	**1,500,000,000**	1,500,000,000
Additional paid-in capital		**1,983,047,906**	1,983,047,906
Deficit		**(4,097,276,640)**	(5,023,105,035)
Other equity reserves - net of deferred tax	14	**(5,020,472)**	293,329,952
		320,750,794	(306,727,177)
Non-controlling Interest	14	**(73,202,010)**	7,283,238
Total Equity (Capital Deficiency)		**247,548,784**	(299,443,939)
		₱3,664,343,139	₱4,262,542,537

See accompanying Notes to Consolidated Financial Statements.

TKC METALS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

		Years Ended December 31		
	Note	**2022**	2021	2020
NET SALES		**₱203,575,434**	₱1,155,152,942	₱512,050,821
COSTS OF GOODS SOLD	16	**(186,497,159)**	(1,131,856,351)	(494,104,242)
GROSS INCOME		**17,078,275**	23,296,591	17,946,579
GAIN ON DECONSOLIDATION OF A SUBSIDIARY	8	**1,370,716,442**	–	–
PROVISION FOR IMPAIRMENT LOSSES	18	**(152,661,812)**	(222,455,069)	(5,412,626)
LOSS ON INVENTORY WRITE-DOWN	6	**(147,397,784)**	(431,976)	–
OPERATING EXPENSES	17	**(137,659,035)**	(157,505,152)	(134,730,476)
INTEREST EXPENSE	12	**(42,130,500)**	(55,566,736)	(55,402,784)
OTHER INCOME	23	**22,521,190**	1,937,062	7,423,192
INCOME (LOSS) BEFORE INCOME TAX		**930,466,776**	(410,725,280)	(170,176,115)
PROVISION FOR (BENEFIT FROM) INCOME TAX	24			
Current		**12,650**	65,628	32,016
Deferred		**15,342,009**	(2,552,906)	(182,190)
		15,354,659	(2,487,278)	(150,174)
NET INCOME (LOSS)		**915,112,117**	(408,238,002)	(170,025,941)
OTHER COMPREHENSIVE INCOME (LOSS)				
To be reclassified to profit or loss in subsequent periods -				
Translation adjustment of foreign operations		**(84,405,043)**	48,710,096	6,904,088
Not to be reclassified to profit or loss in subsequent periods -				
Remeasurement gain (loss) on retirement liability, net of deferred tax	19	**(2,014,480)**	532,575	(272,625)
		(86,419,523)	49,242,671	6,631,463
TOTAL COMPREHENSIVE GAIN (LOSS)		**₱828,692,594**	(₱358,995,331)	(₱163,394,478)
NET LOSS ATTRIBUTABLE TO:				
Equity holders of the Parent Company		**₱925,828,395**	(₱392,282,041)	(₱162,097,673)
Non-controlling interest		**(10,716,278)**	(15,955,961)	(7,928,268)
		₱915,112,117	(₱408,238,002)	(₱170,025,941)
TOTAL COMPREHENSIVE GAIN (LOSS) ATTRIBUTABLE TO:				
Equity holders of the Parent Company		**₱847,002,757**	(₱347,423,279)	(₱156,087,578)
Non-controlling interest		**(18,310,163)**	(11,572,052)	(7,306,900)
		₱828,692,594	(₱358,995,331)	(₱163,394,478)
BASIC AND DILUTED INCOME (LOSS) PER SHARE	26	**₱0.98**	(₱0.42)	(₱0.17)

See accompanying Notes to Consolidated Financial Statements.

TKC METALS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (CAPITAL DEFICIENCY)
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020

					Other Equity Reserves - Net of Deferred Tax (see Note 14)					
	Capital Stock (see Note 14)	Deposits For Future Subscriptions (see Note 14)	Additional Paid-in Capital	Deficit	Cumulative Remeasurement Gains on Retirement Liability	Cumulative Translation Adjustments	Adjustments to Equity (see Note 15)	Equity (Capital Deficiency) Attributable to Equity Holders of the Parent Company	Non-controlling Interest	Total Equity (Capital Deficiency)
Balance at December 31, 2021	₱940,000,000	₱1,500,000,000	₱1,983,047,906	(₱5,023,105,035)	₱3,612,127	₱336,162,214	(₱46,444,389)	(₱306,727,177)	₱7,283,238	(₱299,443,939)
Net loss	–	–	–	925,828,395	–	–	–	925,828,395	(10,716,278)	915,112,117
Other comprehensive loss	–	–	–	–	(2,017,049)	(76,808,589)	–	(78,825,638)	(7,593,885)	(86,419,523)
Deconsolidation of a subsidiary	–	–	–	–	–	(259,353,625)	39,828,839	(219,524,786)	(62,175,085)	(281,699,871)
Balance at December 31, 2022	**₱940,000,000**	**₱1,500,000,000**	**₱1,983,047,906**	**(₱4,097,276,640)**	**₱1,595,078**	**₱–**	**(₱6,615,550)**	**₱320,750,794**	**(₱73,202,010)**	**₱247,548,784**
Balance at December 31, 2020	₱940,000,000	₱1,500,000,000	₱1,983,047,906	(₱4,630,822,994)	₱3,079,552	₱291,836,027	(₱46,444,389)	₱40,696,102	₱18,855,290	₱59,551,392
Net loss	–	–	–	(392,282,041)	–	–	–	(392,282,041)	(15,955,961)	(408,238,002)
Other comprehensive income	–	–	–	–	532,575	44,326,187	–	44,858,762	4,383,909	49,242,671
Balance at December 31, 2021	₱940,000,000	₱1,500,000,000	₱1,983,047,906	(₱5,023,105,035)	₱3,612,127	₱336,162,214	(₱46,444,389)	(₱306,727,177)	₱7,283,238	(₱299,443,939)
Balance at December 31, 2019	₱940,000,000	₱1,500,000,000	₱1,983,047,906	(₱4,468,725,321)	₱3,352,177	₱285,553,307	(₱46,444,389)	₱196,783,680	₱26,162,190	₱222,945,870
Net loss	–	–	–	(162,097,673)	–	–	–	(162,097,673)	(7,928,268)	(170,025,941)
Other comprehensive income (loss)	–	–	–	–	(272,625)	6,282,720	–	6,010,095	621,368	6,631,463
Balance at December 31, 2020	₱940,000,000	₱1,500,000,000	₱1,983,047,906	(₱4,630,822,994)	₱3,079,552	₱291,836,027	(₱46,444,389)	₱40,696,102	₱18,855,290	₱59,551,392

See accompanying Notes to Consolidated Financial Statements.

TKC METALS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Years Ended December 31		
	Note	**2022**	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Income (loss) before income tax		**₱930,466,776**	(₱410,725,280)	(₱170,176,115)
Adjustments for:				
Gain on deconsolidation of a subsidiary		**(1,370,716,442)**	–	–
Provision for impairment losses	18	**152,661,812**	222,455,069	5,412,626
Loss on inventory write-down	6	**147,397,784**	431,976	–
Interest expense	12	**42,130,500**	55,566,736	55,402,784
Unrealized foreign exchange loss (gain)	23	**(35,526,270)**	475,673	1,320,545
Depreciation and amortization	21	**31,698,675**	48,802,282	44,207,766
Interest income	23	**(5,925,943)**	(261,086)	(105,670)
Retirement expense	19	**1,402,363**	997,163	999,688
Loss (gain) on sale of property, plant and equipment	23	**296,340**	(3,401,660)	–
Write off of receivables	5	**–**	17,336,054	–
Reversal of write-off of receivables	5	**–**	–	(5,343,303)
Reversal of allowance for inventory write-down		**–**	–	(5,059,115)
Operating loss before working capital changes		**(106,114,405)**	(68,323,073)	(73,340,794)
Decrease (increase) in:				
Trade and other receivables		**(328,113,294)**	(42,694,675)	(29,133,527)
Inventories		**35,287,599**	(140,835,540)	34,381,490
Other current assets		**(3,998,605)**	1,483,369	1,624,067
Input value-added tax		**(75,873)**	569,378	(957,757)
Other noncurrent assets		**–**	3,440,463	533,002
Decrease in trade and other payables		**(32,047,377)**	(180,317,812)	(53,533,871)
Net cash used for operations		**(435,061,955)**	(426,677,890)	(120,427,390)
Interest received		**259,755**	261,086	105,670
Income tax paid		**(127,419)**	(34,368)	(25,594)
Net cash used in operating activities		**(434,929,619)**	(426,451,172)	(120,347,314)
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from:				
Disposal of investment in subsidiary		**500,110,000**	–	–
Disposals of property, plant and equipment	8	**67,426,247**	3,401,660	–
Additional due from related parties	13	**(330,711,200)**	–	–
Acquisitions of property, plant and equipment	8	**(126,307,191)**	(5,630,483)	(5,855,180)
Net cash provided by (used in) investing activities		**110,517,856**	(2,228,823)	(5,855,180)

(Forward)

	Note	Years Ended December 31 2022	2021	2020
CASH FLOWS FROM FINANCING ACTIVITIES	12			
Proceeds from:				
Due to related parties		**₱462,183,200**	₱388,573,459	₱67,727,556
Availment of loans		**–**	589,716,816	650,416,298
Payments for:				
Loans		**(104,244,865)**	(594,590,700)	(442,744,973)
Interest		**(42,069,262)**	(55,177,511)	(53,927,185)
Lease		**(4,062,195)**	(8,617,427)	(8,207,073)
Net cash provided by financing activities		**311,806,878**	319,904,637	213,264,623
EFFECT OF EXCHANGE RATE CHANGES IN CASH AND CASH EQUIVALENTS		**5,985,727**	43,110,047	(22,114,972)
EFFECT OF DECONSOLIDATION OF BILLIONS IN CASH AND CASH EQUIVALENTS		**(3,422,645)**	–	–
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**(10,041,803)**	(65,665,311)	64,947,157
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**20,529,533**	86,194,844	21,247,687
CASH AND CASH EQUIVALENTS AT END OF YEAR		**₱10,487,730**	₱20,529,533	₱86,194,844
NONCASH FINANCIAL INFORMATION				
Uncollected portion of proceeds from disposal of investment in a subsidiary		**₱1,241,715,926**	₱–	₱–

See accompanying Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2022 AND 2021
AND FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020

1. **Corporate Information**

General Information

TKC Metals Corporation, (the Parent Company or TKC) was organized and registered with the Philippine Securities and Exchange Commission (SEC) on November 28, 1996. TKC's shares of stock were listed for trading in the Philippine Stock Exchange (PSE) on July 20, 2001. The Parent Company is primarily a holding company and is engaged in marketing and selling of purlins and galvanized iron sheets.

The following are the subsidiaries of the Parent Company:

Name of Subsidiaries	Country of Incorporation	Nature of Business	Percentage of Ownership 2022	2021	2020
Billions Steel International Limited (Billions)	Hong Kong	Investment holdings	–	100%	100%
Zhangzhou Stronghold Steel Works Co. Ltd. (ZZ Stronghold)*	People's Republic of China or PRC	Manufacture of steel pipes	–	91%	91%
Treasure Steelworks Corporation (Treasure)	Philippines	Manufacture of steel products	**98%**	98%	98%
Campanilla Mineral Resources, Inc. (Campanilla)* *	Philippines	Mineral production	**70%**	70%	70%

**Through Billions*
***Has not yet commenced commercial operations as at December 31, 2022*

The Parent Company and its subsidiaries are collectively referred to as "the Group."

In 2022, the Parent Company assigned and transferred all its rights, title and interest in Billions to a third party and recognized a gain on deconsolidation amounting to ₱1,370.7 million.

Star Equities, Inc. (SEI) owns 70.96% of the Parent Company. The ultimate parent company of TKC is JTKC Equities, Inc. (JEI). SEI and JEI are both holding companies and were incorporated in the Philippines.

On December 21, 2018, the Parent Company applied for the amendment of its Articles of Incorporation (AOI) for the change of the principal office address. The application for the amendment of its AOI for the change of the principal address is still for approval of the SEC as of the date of this report.

The principal office address of the Parent Company is Unit B1-A/C, 2nd Floor, Building B, Karrivin Plaza, 2316 Chino Roces Avenue Extension, Makati City.

The principal place of business of the Parent Company is 2nd Floor W Tower Condominium 39th St., North Bonifacio Triangle, Bonifacio Global City, Taguig City.

Increase in Capital

In 2018, a stockholder assigned ₱1,500.0 million of his advances to Treasure to foreign investors who, in turn, reassigned these advances to the Parent Company and applied the advances against their subscriptions to the Parent Company's increase in authorized capital stock.

The increase in authorized capital of the Parent Company from ₱1,000.0 million, divided into 1,000.0 million shares at ₱1 par value a share, to ₱3,000.0 million, divided into 3,000.0 million shares at ₱1 par value a share, were approved by the Board of Directors (BOD) and the stockholders on September 3, 2018 and October 25, 2018, respectively.

Of the increase in authorized capital stock of ₱2,000.0 million, divided into 2,000.0 million shares at ₱1 par value a share, 750.0 million shares, were subscribed by foreign investors for ₱1,500.0 million against their assigned advances.

The Parent Company filed the application for the approval of the proposed increase in authorized capital stock with the SEC on December 21, 2018. The Parent Company has filed a request for reconsideration when the SEC considered the debt to equity conversion not an acceptable payment for the issuance of the shares of stock. The SEC did not act on the request. To break the impasse, the BOD of JEI approved to subscribe to the increase and pay for the subscription in cash on May 20, 2022, in substitution of the original subscribers who agreed to subscribe through conversion of their advances into equity. On the same day, the BOD of the Parent Company approved the substitution of the subscribers and mode of subscription.

On May 31, 2022, the Parent Company received cash amounting to ₱1,500.0 million from JEI for its subscription in substitution of the original subscription of the foreign investors.

Accordingly, on June 8, 2022, the Parent Company refiled the application of the increase in authorized capital stock with the SEC to reflect the substitution of the subscribers including the payment made by JEI through cash. The application for the increase in authorized capital stock is still for approval of the SEC as of the date of this report.

Status of Operations

Because of the continuing losses of ZZ Stronghold, the operating steel subsidiary of Billions, due to low production and sales volume in China, the Parent Company sold all of its interest in Billions at cost amounting to ₱1,741.8 million on June 20, 2022. Accordingly, the Group's management deconsolidated the assets and liabilities of Billions and ZZS Stronghold in the consolidated statement of financial position as at the date when control was lost. The Group only recognized the profit or loss of Billions and ZZ Stronghold from January 1, 2022 up to the date of sale in the consolidated statement of comprehensive income. Moreover, on December 29, 2022, the Parent Company's BOD approved to dispose Treasure and Campanilla, its remaining subsidiaries. Treasure has ceased operations since 2013, while Campanilla has not commenced operations as at December 31, 2022.

Additionally, the deficit of the Group amounted to ₱4,097.3 million and ₱5,023.1 million as at December 31, 2022 and 2021, respectively.

These events or conditions indicate a material uncertainty that may cast a significant doubt on the Group's ability to continue as a going concern.

The Parent Company is currently undergoing business reorganization and realignment of business opportunities. On December 27, 2022, the Parent Company's BOD approved a resolution to enter into a business venture with an investor group mainly in the field of information technology services and broadband internet.

Moreover, the stockholders and all related parties of the Group have continued to provide financial support to sustain the Group's operations and meet its maturing obligations. Due to related parties aggregated ₱2,799.0 million as at December 31, 2022. With the pending disposal of Treasure, the subsidiary with the more substantial assets, the Group, as discussed in Notes 6, 7 and 8 to the consolidated financial statements, have reviewed the recoverability of the significant nonfinancial assets of Treasure. In 2022, Treasure recognized loss on inventory write-down amounting to ₱147.4 million while TKC and Treasure recognized impairment loss on CWT aggregating ₱68.5 million. No impairment loss on property, plant and equipment was recognized in 2022.

The accompanying consolidated financial statements have been prepared using the going concern basis of accounting.

Approval of Consolidated Financial Statements
The consolidated financial statements of the Group as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020 were authorized and approved for issuance by the BOD on June 21, 2023, as reviewed and recommended for approval by the Audit Committee on the same date.

2. Summary of Significant Accounting Policies

Basis of Preparation
The consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) issued by the Philippine Financial and Sustainability Reporting Standards Council (formerly Financial Reporting Standards Council) and adopted by the SEC including SEC pronouncements. This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC), and SEC provisions.

The significant accounting policies that have been used in the preparation of the consolidated financial statements have been consistently applied to all the years presented, unless otherwise stated.

Measurement Bases
The consolidated financial statements are presented in Philippine Peso (PHP), the Parent Company's functional currency. All values represent absolute amounts except when otherwise stated.

The consolidated financial statements of the Group have been prepared on the historical cost basis of accounting. Historical cost is generally based on the fair value of the consideration given in exchange for an asset or consideration paid in exchange for the incurrence of 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 valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

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

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

Further information about the assumptions made in measuring fair value is included in Notes 8 and 29 to the consolidated financial statements.

Adoption of Amended PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amended PFRS:

- Amendments to PFRS 3, *Business Combinations - Reference to Conceptual Framework* – The amendments replaced the reference of PFRS 3 from the 1989 Framework to the current 2018 Conceptual Framework. The amendments include an exception that specifies that, for some types of liabilities and contingent liabilities, an entity applying PFRS 3 should refer to PAS 37, *Provisions, Contingent Liabilities and Contingent Assets,* or IFRIC 21, *Levies,* instead of the Conceptual Framework. The requirement ensures that the liabilities recognized in a business combination will remain the same as those recognized applying the current requirements in PFRS 3. The amendments also clarify that an acquirer shall not recognize contingent assets acquired in a business combination.

- Amendments to PAS 16, *Property, Plant and Equipment - Proceeds Before Intended Use* – The amendments prohibit deducting from the cost of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for its intended use. Instead, the proceeds and related costs from such items shall be recognized in profit or loss. There is no transition relief for first-time adopters.

- Amendments to PAS 37, *Onerous Contracts - Cost of Fulfilling a Contract* – The amendments specify which costs shall be included when assessing whether a contract is onerous or loss-making. The 'costs of fulfilling' a contract comprise the 'costs that relate directly to the contract'. These costs can either be incremental (e.g., the costs of direct labor and materials) or can be an allocation of costs directly related to fulfilling a contract (e.g., depreciation of fixed assets). At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other component of equity, as applicable. Accordingly, the comparatives are not restated.

- Annual Improvements to PFRS 2018 to 2020 Cycle -

  - Amendment to PFRS 9, *Financial Instruments - Fees in the '10 per cent' Test for Derecognition of Financial Liabilities* – The amendment clarifies which fees an entity shall include when it applies the '10 per cent' test in assessing whether to derecognize a financial liability (i.e. whether the terms of a new or modified financial liability is substantially different from the terms of the original financial liability). These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other's behalf. The amendment applies to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applied the amendment.

The adoption of the amended PFRS did not materially affect the consolidated financial statements of the Group. Additional disclosures were included in the consolidated financial statements, as applicable.

Amended PFRS Issued But Not Yet Effective

Relevant amended PFRS, which are not yet effective and have not been applied in preparing the consolidated financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2023:

- Amendments to PAS 1, *Presentation of Financial Statements,* and PFRS Practice Statement 2, *Making Materiality Judgments - Disclosure Initiative - Accounting Policies* – The amendments require an entity to disclose its material accounting policies, instead of its significant accounting policies and provide guidance on how an entity applies the concept of materiality in making decisions about accounting policy disclosures. In assessing the materiality of accounting policy information, entities need to consider both the size of the transactions, other events or conditions and its nature. The amendments clarify (1) that accounting policy information may be material because of its nature, even if the related amounts are immaterial, (2) that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements, and (3) if an entity discloses immaterial accounting policy information, such information should not obscure material accounting policy information. In addition, PFRS Practice Statement 2 is amended by adding guidance and examples to explain and demonstrate the application of the 'four-step materiality process' to accounting policy information. The amendments should be applied prospectively. Earlier application is permitted.

- Amendments to PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Accounting Estimates* – The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies, and the correction of errors. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". An entity develops an accounting estimate if an accounting policy requires an item in the financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not a correction of an error, and that the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors.

  A change in an accounting estimate may affect only the profit or loss in the current period, or the profit or loss of both the current and future periods. Earlier application is permitted.

- Amendments to PAS 12, Income Taxes - Deferred Tax Related Assets and Liabilities from a Single Transaction – The amendments require companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendments should be applied on a modified retrospective basis. Earlier application is permitted.

Effective for annual periods beginning on or after January 1, 2024:

- Amendments to PAS 1, *Presentation of Financial Statements - Classification of Liabilities as Current or Noncurrent* – The amendments clarify the requirements for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendments also specify and clarify the following: (i) an entity's right to defer settlement must exist at the end of the reporting period, (ii) the classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement, (iii) how lending conditions affect classification, and (iv) requirements for classifying liabilities where an entity will or may settle by issuing its own equity instruments. The amendments must be applied retrospectively. Earlier application is permitted. If applied in earlier period, the Grouo shall also apply Amendments to PAS 1 - *Noncurrent Liabilities with Covenants* for that period.

Deferred effectivity -

- Amendments to PFRS 10, *Consolidated Financial Statements,* and PAS 28 - *Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture* – The amendments address a conflicting provision under the two standards. It clarifies that a gain or loss shall 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 amended PFRS 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 applicable.

Basis of Consolidation

Subsidiaries - Subsidiaries are entities controlled by the Parent Company. The consolidated financial statements include the accounts of the Parent Company and its subsidiaries. The Parent Company has control when it is exposed, or has right; to variable returns from its investment with the investee and it has the ability to affect those returns through its powers over the investee.

Subsidiaries are consolidated from the date of acquisition or incorporation, being the date on which the Parent Company obtains control, and continue to be consolidated until the date such control ceases. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Changes in the controlling equity ownership (i.e., acquisition of non-controlling interest or partial disposal of interest over a subsidiary) that do not result in a loss of control are accounted for as equity transactions.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Non-controlling interests represent the portion of net results and net assets not held by the Parent Company. They are presented in the consolidated statement of financial position within equity, apart from equity attributable to equity holders of the Parent Company and are separately disclosed in the consolidated statement of comprehensive income. Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

If the Parent Company loses control over a subsidiary, it:

- Derecognizes the assets and liabilities of the former subsidiary from the consolidated statement of financial position.

- Recognizes any investment retained in the former subsidiary when control is lost and subsequently accounts for it and for any amounts owed by or to the former subsidiary in accordance with relevant PFRS. That retained interest is remeasured and the remeasured value is regarded as the fair value on initial recognition of a financial asset in accordance with PFRS 9 or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

- Recognizes the gain or loss associated with the loss of control attributable to the former controlling interest.

Business Combinations and Goodwill. Business combinations are 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. For each business combination, the acquirer measures the non-controlling interest in the acquiree at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are recognized as expense. If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

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.

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 profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured. Subsequent settlement is accounted for within equity.

In an instance where the contingent consideration does not fall within the scope of PFRS 9, it is measured in accordance with the appropriate PFRS.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in profit or loss. If the initial accounting for business combination can be determined only provisionally by the end of the period by which the combination is effected because either the fair values to be assigned to the acquiree's identifiable assets, liabilities or contingent liabilities or the cost of the combination can be determined only provisionally, the Group accounts the combination using provisional values. Adjustments to these provisional values as a result of completing the initial accounting shall be made within 12 months from the acquisition date. The carrying amount of an identifiable asset, liability or contingent liability that is recognized as a result of completing the initial accounting shall be calculated as if its fair value at the acquisition date had been recognized from that date and goodwill or any gain recognized shall be adjusted from the acquisition date by an amount equal to the adjustment to the fair value at the acquisition date of the identifiable asset, liability or contingent liability being recognized or adjusted.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Financial Assets and Liabilities

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 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 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.

Financial Assets

Classification. 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).

As at December 31, 2022 and 2021, the Group does not have financial assets at FVPL and financial assets at FVOCI.

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, 2022 and 2021, the Group's cash and cash equivalents, trade and other receivables (excluding advances to officers and employees), due from related parties and refundable deposits are classified under this category.

Cash. Cash pertains to cash on hand and cash in banks which are stated at face value. These are immediately available for use in current operations.

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

Financial Liabilities

Classification. The Group classifies its financial liabilities 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, 2022 and 2021, the Group does not have financial liabilities at FVPL.

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 impaired or through the amortization process. Financial liabilities at amortized cost are included under current liabilities if maturity is within 12 months from reporting date. Otherwise, these are classified as noncurrent liabilities.

As at December 31, 2022 and 2021, the Group's trade and other payables (excluding statutory liabilities), loans payable, lease liability and due to related parties are classified under this category.

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).

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.

Impairment of Financial Assets at Amortized Cost
The Group records an allowance for impairment losses on its financial assets measured at amortized cost based on expected credit loss (ECL). ECL 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, Other Receivables, Due from Related Parties and Refundable Deposits. For trade receivables, other receivables, due from related parties and refundable deposits, the Group has applied the simplified approach in measuring 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 forecasted direction of conditions at the reporting date, including time value of money where appropriate.

Other Financial Instruments Measured at Amortized Cost. For these instruments, 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.

Classification of Financial Instrument 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.

Otherwise, a financial instrument is classified as equity.

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 pay.

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 profit or loss.

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 value of the original liability and fair value of the new liability is recognized in profit or loss.

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 at gross in the consolidated statement of financial position.

Advances to Officers and Employees
Advances to officers and employees represent advances which are subject to liquidation. These are carried at face amount in the consolidated statement of financial position and are recognized to the corresponding expense account upon liquidation.

Inventories
Inventories are valued at lower of cost and net realizable value (NRV). Cost is determined primarily through first-in-first-out method. The cost of finished goods comprises of raw materials, direct labor and related production overheads (based on normal operating capacity). Cost of raw materials includes purchase price and other taxes that are not subsequently recoverable from taxing authorities. The NRV of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. In determining the net realizable value, the Group considers any adjustment necessary for obsolescence. These are recognized in profit or loss when the related goods are sold.

Other Current Assets

Other current assets consist of creditable withholding tax (CWT), advances to suppliers and prepayments.

CWT. CWT represents the amount withheld by the Group's customers in relation to its income. CWT can be carried forward to the succeeding year when in excess of income tax payable and utilized as payment for income taxes provided that these are properly supported with certificates of creditable tax withheld at source. CWT is stated at face amount less any impairment in value.

Advances to Suppliers. Advances to suppliers are amounts paid in advance for the purchase of goods and services. These are initially recognized at the amount of cash paid and subsequently measured at cost less any impairment in value. These are reclassed to the corresponding asset account when the goods or services for which the advances were made are received.

Prepayments. Prepayments represent expenses not yet incurred but already paid in cash. Prepayments are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to expense as these are consumed in operations or expire with the passage of time. Prepayments are classified as current asset when the cost of goods or services related to the prepayment are expected to be incurred within one year or the Group's normal operating cycle, whichever is longer. Otherwise, prepayments are classified as noncurrent assets.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation, amortization and any accumulated impairment value.

The initial cost of property and equipment comprises its purchase price, including import duties, nonrefundable purchase taxes after deducting trade discounts and rebates and any directly attributable costs of bringing the asset to its working condition and location for its intended use. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalized borrowing costs.

Expenditures incurred after the property, plant and equipment have been put into operation, such as repairs, maintenance and overhaul costs, are normally recognized in profit or loss in the year 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, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property, plant and equipment. The cost of replacing a component of an item of property, plant and equipment is recognized if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognized.

When significant parts of an item of property, plant and equipment have different useful lives, these are accounted for as separate items (major components) of property, plant and equipment.

Depreciation and amortization are computed using the straight-line method over the following estimated useful lives of the property, plant and equipment:

	Number of Years
Machinery and equipment	5 to 20
Buildings and leasehold improvements	20 and 3 or term of the lease, whichever is shorter, respectively
Office equipment, furniture and fixtures	3 to 5
Tools	3 to 5
Transportation equipment	5 to 10

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

Fully depreciated and amortized assets are retained in the accounts until they are no longer in use and no further charge for depreciation and amortization is made in respect of these assets.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation, amortization and any impairment in value are removed from the accounts. Any resulting gain or loss is recognized in profit or loss.

Construction-in-progress (CIP) represents properties under construction and is stated at cost, including costs of construction and other direct costs. Borrowing costs that are directly attributable to the construction of the property, plant and equipment are capitalized during the construction period. CIP is not depreciated until such time that the relevant assets are completed and available for operational use.

Leasehold Rights

The leasehold rights of Treasure and ZZ Stronghold are stated at cost less accumulated amortization and any impairment in value. Leasehold rights are measured on initial recognition at cost which includes purchase price and other direct costs. Subsequent to initial recognition, leasehold rights are carried at cost less any accumulated amortization and any impairment losses. The amortization of the leasehold rights is computed on a straight line basis over 25 years and 42 years for Treasure and ZZ Stronghold, respectively, which are the terms of the lease agreement.

The estimated useful lives and amortization method are reviewed periodically to ensure that these are consistent with the expected pattern of economic benefits from the leasehold rights.

When leasehold rights are retired or disposed of, the cost and the related accumulated amortization and any impairment in value are removed from the accounts. Any resulting gain or loss is recognized in profit or loss.

Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction of a qualifying asset, which necessarily takes a substantial period of time to prepare for its intended use are included in the cost of that asset. Such borrowing costs are capitalized as part of the cost of the asset when it is probable that these will result in future economic benefits to the Group and the costs can be measured reliably. Other borrowing costs are recognized as expense.

Capitalization of borrowing costs is suspended during extended period in which the Group suspends active development of a qualifying asset and ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use are complete. An asset is normally ready for its intended use when the physical construction of the asset is complete even though routine administrative work might still continue.

Input VAT

Revenue, expenses and assets are recognized net of the amount of VAT, except for receivables that are stated with the amount of VAT included. Input VAT is stated at face amount less impairment in value, if any. The Group classifies input VAT as current when it is expected to be realized within 12 months from the reporting period. Otherwise, this is classified as noncurrent asset.

Advances to Contractors

Advances to contractors represent funds advanced by the Group to its contractors in relation to its plant expansion projects. These are carried at the amount of cash paid in the consolidated statement of financial position and are recognized to the corresponding asset or expense account when the goods or services for which the advances were made are received or rendered. Advances to contractors wherein the corresponding services or goods are expected to be performed or delivered beyond one year after the reporting date are classified as noncurrent asset.

Impairment of Nonfinancial Assets

Nonfinancial assets consisting of property, plant and equipment, leasehold rights and other nonfinancial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If any such indication exists and where the carrying amount of an asset exceeds its recoverable amount, the asset or cash-generating unit is written down to its recoverable amount. The estimated recoverable amount is the higher of an asset’s fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of 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. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. After such a reversal the depreciation and amortization charge is adjusted in future periods to allocate the asset’s revised carrying amount, less any residual value, on a systematic basis over remaining useful life.

Equity

Capital Stock and Additional Paid-in Capital. Capital stock is measured at par value for all shares issued. Proceeds and/or fair value of considerations received in excess of par value, if any, are recognized as additional paid-in capital. Incremental costs incurred directly attributable to the issuance of new shares are recognized in equity as deduction from proceeds, net of tax.

Deficit. Deficit represents the cumulative balance of net income or losses, net of dividend declaration.

Deposits for Future Subscriptions. The Group classifies a contract to deliver its own equity instruments under equity as a separate account from "Outstanding Capital Stock" if and only if, all of the following elements set forth by the SEC are present as at end of the reporting period:

- The unissued authorized capital stock of the entity is insufficient to cover the amount of shares indicated in the contract;
- There is BOD approval on the proposed increase in the authorized capital stock;
- There is stockholders' approval of said proposed increase; and
- The application for the approval of the proposed increase has been presented for filing or has been filed with the SEC.

If any or all of the foregoing elements are not present, the transaction should be recognized as a liability.

Other Equity Reserves. Other equity reserves represent items of income and expenses that are not recognized in the consolidated profit or loss for the year. This includes cumulative remeasurement gains and losses on retirement liability, net of deferred tax, cumulative translation adjustment and other adjustments to equity.

Adjustments to Equity. Adjustments to equity pertain to adjustments resulting from changes in ownership of non-controlling interest.

Revenue Recognition

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 perform 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.

Revenue is disaggregated by geographical region in the consolidated statement of comprehensive income.

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.

Sales. Sales is recognized when the risk and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably. The performance obligations from sale of goods are satisfied upon delivery and are recognized at a point in time.

Interest Income. Income is recognized as the interest accrues taking into account the effective yield on the assets, net of final tax.

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.

Costs of Goods Sold. Costs of goods sold are recognized as expense when the related goods are sold.

Operating Expenses. Operating expenses constitute costs of administering the business and costs incurred to sell and market the goods. These are expensed when incurred.

Interest Expense. Interest expense is recognized in profit or loss using the effective interest method.

Basic and Diluted Income (Loss) per Share
The Group presents basic and diluted income (loss) per share. Basic income (loss) per share is calculated by dividing the income (loss) attributable to equity holders of the Group by the weighted average number of common shares outstanding during the year, excluding common shares purchased by the Group and held as treasury shares. Diluted income (loss) per share is calculated in the same manner, adjusted for the effects of all the dilutive potential common shares.

The Group has no potential dilutive common shares.

Leases

A contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. 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, the customers has both of the following:

- The right to obtain substantially all of the economic benefits from use of the identified asset; and
- 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.

Group as a Lessee. At the commencement date, the Group recognizes ROU asset and a lease liability 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 the ROU assets at cost. The cost comprises:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs incurred by the Group; and
- An estimation of costs to be incurred by the Group in dismantling and removing the underlying asset, when applicable.

The ROU assets are recognized under the same basis with property, plant and equipment 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 liability.

The ROU assets are amortized over the lease term of the underlying asset ranging from 3 years using the straight-line method. ROU asset is presented as part of "Property, plant and equipment" account in consolidated statement of financial position.

Lease Liabilities. At commencement date, the Group measures lease liabilities 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:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- 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 reasonable certain to exercise an extension option, and penalties for early termination of a lease unless the Grouo is reasonable 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.

<u>Employee Benefits</u>

Short-term Benefits. The Group provides short-term benefits to its employees in the form of basic pay, 13th month pay, bonuses, employer's share on government contribution, and other short-term benefits. Short-term employee benefit liabilities are measured on an undiscounted basis and are expensed as the related service is provided.

Retirement Benefits. TKC and Treasure have unfunded, non-contributory retirement plan covering its qualified employees while ZZ Stronghold maintains a state managed social security contribution plan for the retirement benefits of its employees. Costs of retirement benefits are actuarially determined using the projected unit credit method. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning employees' projected salaries.

The Group recognizes service costs, comprising of current service costs, past service costs, gains and losses on curtailments and non-routine settlements, and net interest expense or income in profit or loss.

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment; and the date that the Group recognizes restructuring-related costs.

Interest on retirement liability is the change during the period in the retirement liability that arises from the passage of time which is determined by applying the discount rate based on government bonds to the retirement liability. Interest is calculated by applying the discount rate to the defined benefit liability.

Remeasurements comprising actuarial gains and losses are recognized in the period in which they arise. Remeasurements are directly recognized in OCI and are not reclassified to profit or loss in subsequent periods.

The present value of the defined benefit liability is determined by discounting the estimated future cash outflows using interest rate on government bonds that have terms to maturity approximating the terms of the related retirement 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.

<u>Income Taxes</u>

Current Tax. Current tax is the expected tax payable on the taxable income for the year, using tax rate enacted or substantively enacted 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 carry forward benefits of the excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT) and net operating loss carryover (NOLCO), to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, excess MCIT and NOLCO 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 future taxable profit will be available to allow all or part of the deferred tax assets to be utilized.

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 rate (and tax laws) in effect at the reporting date.

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

Foreign Currency Transactions and Translation

The functional currency of the Parent Company, Treasure and Campanilla is the Philippine Peso while ZZ Stronghold is the Chinese Renminbi. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

The assets and liabilities of the ZZ Stronghold 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 "Cumulative translation adjustments" account.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the reporting date. All differences are taken to the consolidated statement of comprehensive income. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Related Parties

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting entity, or between, and/or among the reporting entity and its key management personnel, directors or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely to the legal form. Related party transactions consist of transfers of resources, services or obligations between the Group and its related parties.

Related party transactions are considered material and/or significant if (i) these transactions amount to 10% or higher of the Group's total assets or, (ii) there are several transactions or a series of transactions over a 12-month period with the same related party amounting to 10% or higher of the Group's total assets. Details of transactions entered into by the Group with related parties are reviewed by the Risk and Audit Committee and the BOD in accordance with the Group's related party transactions policies.

Provisions and Contingencies
Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Provisions are reviewed at the end of each reporting year and adjusted to reflect the current best estimate.

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

Segment Reporting
Operating segments are components of the Group: (a) that engage in business activities from which they may earn revenue and incur expenses (including revenues and expenses relating to transactions with other components of the Group); (b) whose operating results are regularly reviewed by the Group's BOD, its chief operating decision maker, to make decisions about resources to be allocated to the segment and assess its performance; and (c) for which discrete financial information is available.

For purposes of management reporting, the Group's operating businesses are organized and managed separately based on geographical segment, with each business representing a strategic business segment.

Events After the Reporting Date
Post year-end events that provide additional information about the Group's financial position at the end of reporting year (adjusting events) are reflected in the consolidated financial statements when material. Post year-end events that are non-adjusting events are disclosed in the notes to consolidated financial statements when material.

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3. **Significant Judgment, Accounting Estimates and Assumptions**

The preparation of the Group's consolidated financial statements in accordance with PFRS requires management to make judgment, accounting estimates and assumptions that affect the application of accounting policies and the amounts of assets, liabilities, income and expenses reported in the consolidated financial statements at the reporting date. The judgment and accounting estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. 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. Such estimates will be adjusted accordingly when the results become determinable.

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

The following are the significant judgment, accounting estimates and assumptions made by the Group:

Assessing the Ability of the Group to Continue as Going Concern. Because of the continuing losses of ZZ Stronghold, the operating steel subsidiary of Billions, due to low production and sales volume in China, the Parent Company had to sell Billions in 2022. Moreover, on December 29, 2022, the Parent Company's BOD approved to dispose Treasure and Campanilla. Treasure has ceased operations since 2013 and Campanilla has not started operations as at December 31, 2022. Additionally, the deficit of the Group amounted to ₱4,097.3 million and ₱5,023.1 million as at December 31, 2022 and 2021, respectively.

The Parent Company has an ongoing negotiation with an investor group for business ventures mainly in the field of information technology and broadband internet. Moreover, the Group's stockholders and all related parties continued to provide the necessary financial support to sustain the Group's operations and to settle its maturing obligations.

Management has assessed that the Group can continue as a going concern. Accordingly, the consolidated financial statements were prepared on a going concern basis.

Determining the Functional Currency. Based on management's assessment, the functional currency of the Group has been determined to be the Philippine Peso. The Philippine Peso is the currency of the primary economic environment in which the Group operates. It is the currency that mainly influences the operations of the Group.

Determining the Reportable Operating Segments. Determination of operating segments is based on the information about components of the Group that management uses to make decisions about the operating matters. Operating segments use internal reports that are regularly reviewed by the Group's chief operating decision maker, which is defined to be the Group's BOD, in order to allocate resources to the segment and assess its performance. The Group reports separate information about an operating segment that meets any of the following quantitative thresholds: (a) its reported revenue, including both sales to external customers and intersegment sales or transfers, is 10% or more of the combined revenue, internal and external, of all operating segments; (b) the absolute amount of its reported profit or loss is 10% or more of the greater, in absolute amount, of (i) the combined reported profit of all operating segments that did not report a loss and (ii) the combined reported loss of all operating segments that reported a loss; and (c) the assets of the segment are 10% or more of the combined assets of all operating segments.

The Group has three reportable operating segments and generates revenues from two geographical segments, Philippines and China. The Group, however, has disposed of its China operations, when it sold its investment in Billions in 2022.

Further information about the operating segments of the Group is included in Note 27 to the consolidated financial statements.

Estimating the ECL on Trade Receivables, Other Receivables, Due from Related Parties and Refundable Deposits. The Group estimates ECL on these financial assets at amortized cost using a provision matrix which considers the Group's historical credit loss experience adjusted for forward-looking factors, as appropriate.

The amounts and timing of recorded expenses for any period would differ if different estimates and assumptions were made or different estimates were utilized. An increase in the allowance for ECL would increase the recognized expense and decrease current assets.

Provision for ECL on trade receivables, other receivables, due from related parties and refundable deposits in 2022, 2021 and 2020, and the carrying amount of trade receivables, other receivables, due from related parties and refundable deposits as at December 31, 2022 and 2021 are disclosed in Notes 5, 10 and 13 to the consolidated financial statements.

Estimating the ECL on Other Financial Assets at Amortized Cost. The Group determines the allowance for ECL using general approach based on probability-weighted estimate of the present value of all cash shortfalls over the expected life of the financial assets at amortized cost. ECL are provided for credit losses that result to possible default events within 12-months unless there has been a significant increase in credit risk since initial recognition, in which case, ECL are provided based on lifetime expected credit loss.

While cash in banks and cash equivalents are subject to the impairment requirements of PFRS 9, the resulting impairment loss is not significant primarily because these are with reputable counterparty banks that possess good credit rating. Cash in banks and cash equivalents as at December 31, 2022 and 2021 is disclosed in Note 4 to the consolidated financial statements.

No provision for ECL was recognized on nontrade receivable from a third party in 2022, 2021 and 2020. The carrying amount of nontrade receivable from a third party as at December 31, 2022 and 2021 is disclosed in Note 5 to the consolidated financial statements.

Determining the NRV of Inventories. The Group, in determining the NRV of inventories, considers any adjustments for obsolescence, which is generally 100% allowance on inventories that are damaged or a certain percentage if their selling prices have declined. The amount and timing of recorded expenses for any period would differ if different judgment was made or different estimates were used. An increase in allowance for inventory obsolescence and market decline would increase recorded operating expenses and decrease current assets.

Loss on inventory write-down in 2022 and 2021 and reversal of allowance for inventory write-down in 2020, and the carrying amount of inventories, which is carried at lower of cost or NRV, as at December 31, 2022 and 2021 are disclosed in Note 6 to the consolidated financial statements.

Estimating the Useful Lives of Property, Plant and Equipment and Leasehold Rights. The Group estimates the useful lives of property, plant and equipment, and leasehold rights based on the period over which the assets are expected to be available for use. The estimates are based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful lives of property and equipment and leasehold rights are reviewed at each reporting date and are 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. Future results of operations could be materially affected by changes in estimates brought about by changes in the factors mentioned above. The amount and timing of recording of depreciation expense for any period would be affected by changes in these factors and circumstances.

There were no changes in the estimated useful lives of property, plant and equipment and leasehold rights in 2022, 2021 and 2020.

Depreciation and amortization in 2022, 2021 and 2020, and carrying amounts of property, plant and equipment and leasehold rights as at December 31, 2022 and 2021 are disclosed in Notes 8 and 9 to the consolidated financial statements.

Assessing the Impairment of Nonfinancial Assets

a. Property, Plant and Equipment, and Leasehold Rights

The Group assesses impairment on property, plant and equipment, and leasehold rights whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considered important which could trigger an impairment review include the following:

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

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

No impairment loss on property, plant and equipment, and leasehold rights was recognized by the Group in 2022, 2021 and 2020. The carrying amounts of property, plant and equipment and leasehold rights as at December 31, 2022 and 2021 are disclosed in Notes 8 and 9 to the consolidated financial statements.

b. CWT and Input VAT

The carrying amounts of the CWT and input VAT are adjusted to an extent that it is probable that sufficient taxable profit and revenue subject to output VAT, respectively, will be available to allow all or part of the CWT and input VAT to be recoverable. Any allowance for unrecoverable portion of CWT and input VAT is maintained at a level considered adequate to provide for potentially unrecoverable portion. The level of allowance is based on past application experience and other factors that may affect recoverability.

Provision for impairment loss on CWT and input VAT and gain on reversal of impairment on input VAT recognized in 2022, 2021 and 2020; and the carrying amounts of CWT and input VAT as at December 31, 2022 and 2021 are disclosed in Notes 18 and 23 to the consolidated financial statements.

Determining the Retirement Benefit Costs. The determination of the Group's obligation and cost of retirement benefits is dependent on the assumptions used by the actuary in calculating such amounts. These assumptions are described in Note 19 to the consolidated financial statements and include, among others, discount rates and salary increase rates. Actual results that differ from the Group's assumptions are accumulated and amortized over future periods and therefore, generally affect the recognized expense and recorded obligation in such future periods. While the Group has assessed that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the retirement benefit obligations.

Retirement expense and the cumulative amount of remeasurement gains recognized in 2022, 2021 and 2020, and the present value of retirement liability as at December 31, 2022 and 2021 are disclosed in Note 19 to the consolidated financial statements.

Recognizing the Deferred Tax Assets. The carrying amount of deferred tax assets at each reporting date are reviewed 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 assets to be utilized. The Group's assessment on the recognition of deferred tax assets on deductible temporary differences is based on the forecasted taxable income of the subsequent reporting periods. This forecast is based on the Group's past results and future expectations on revenue and expenses.

As at December 31, 2022 and 2021, the Group did not recognize deferred tax assets. The Group has assessed that it is not probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets disclosed in Note 24 to the consolidated financial statements.

Estimating the Contingencies. The estimate of probable costs for the resolution of possible claims has been developed in consultation with the internal and external counsel handling the Group's defense in these matters and is based upon analysis of potential results. No provision for probable losses arising from legal contingencies was recognized in the Group's consolidated financial statements as at December 31, 2022 and 2021. Management believes that the ultimate liability, if any, with respect to such litigations, claims and disputes will not materially affect the financial position and results of operation of the Group (see Note 25).

4. Cash and Cash Equivalents

This account consists of:

	2022	2021
Cash on hand	**₱10,000**	₱562,792
Cash in banks	**10,477,730**	17,757,543
Cash equivalents	**–**	2,209,198
	₱10,487,730	₱20,529,533

Cash in banks earn interest at the prevailing bank deposit rates and are immediately available for use in the current operations. Cash equivalents are short-term investments which are made for varying periods ranging from 30 to 90 days.

Interest income earned on cash in banks and cash equivalents amounted to ₱259,755, ₱261,086 and ₱105,670 in 2022, 2021 and 2020, respectively (see Note 23).

5. Trade and Other Receivables

This account consists of:

	Note	2022	2021
Trade:			
Third parties		**₱12,305,881**	₱125,103,476
Related parties	13	**43,572,598**	47,794,666
Nontrade receivable from a third party		**1,597,572,982**	–
Advances to officers and employees		**5,927,654**	2,437,383
Others		**68,346,932**	5,566,260
		1,727,726,047	180,901,785
Allowance for ECL on:			
Trade receivables		**(54,904,454)**	(15,487,230)
Other receivables		**(524,206)**	–
Allowance for impairment loss on advances to officers and employees		**(504,469)**	–
		₱1,671,792,918	₱165,414,555

Movement and balances in the allowance for ECL and allowance impairment loss are as follows:

	Trade Receivables		Advances to Officers and Employees	Other Receivables
	Third Parties	Related Parties		
Balances as at December 31, 2020	₱11,331,856	₱4,155,374	₱–	₱–
Provision for ECL (see Note 18)	–	–	–	–
Balances as at December 31, 2021	11,331,856	4,155,374	–	–
Provision for (see Note 18):				
ECL	–	39,417,224	–	524,206
Impairment	–	–	504,469	–
Balances as at December 31, 2022	**₱11,331,856**	**₱43,572,598**	**₱504,469**	**₱524,206**

Trade receivables are unsecured and noninterest-bearing. Trade receivables from third parties are generally collectible on a 30 to 90-day credit term while trade receivables from related parties are collectible on demand.

Receivables directly written-off in prior years were reversed by ZZ Stronghold in 2020 amounting to ₱5.3 million due to subsequent collections (see Note 23). Long-outstanding receivables amounting to ₱17.3 million were directly written off by ZZ Stronghold in 2021 (see Note 17).

Nontrade receivable from a third party includes the collectible amount from the sale of Billions. This account also includes reclassifications of long-term loan receivable from Billions, due from ZZ Stronghold and offsetting of due to Billions which remained outstanding before the sale of Billions. These receivables are unsecured and noninterest-bearing. The buyer has committed to pay until 2023.

Advances to officers and employees are noninterest-bearing and are subject to liquidation within a year.

6. Inventories

This account consists of inventories carried at NRV:

	2022	2021
Raw materials and spare parts	**₱–**	₱188,788,453
Finished goods	**–**	64,876,288
Factory supplies	**–**	31,893,911
Scrap metals	**–**	3,443,173
	₱–	₱289,001,825

Movement and balances in the allowance for inventory write-down are as follows:

	2022	2021
Balance at beginning of year	**₱138,411,561**	₱137,979,585
Loss on inventory write-down	**147,397,784**	431,976
Balance at end of year	**₱285,809,345**	₱138,411,561

Loss on inventory write-down amounting to ₱147.4 million and ₱0.4 million was recognized in 2022 and 2021. No loss on inventory write-down was recognized in 2020.

Inventories charged to operations amounted to ₱177.7 million, ₱1,087.4 million and ₱426.9 million in 2022, 2021 and 2020, respectively (see Note 16).

7. Other Current Assets

This account consists of:

	Note	**2022**	2021
CWT		**₱68,476,659**	₱68,361,890
Current portion of refundable deposits	10	**2,259,645**	2,229,258
Advances to suppliers		**240,707**	8,544,296
Prepayments		**–**	12,021,839
		70,977,011	91,157,283
Allowance for impairment losses on:			
CWT		**(68,476,659)**	–
Advances to suppliers		**(240,707)**	(240,707)
		₱2,259,645	₱90,916,576

Advances to suppliers are advance payments for purchase of scrap and other raw materials. These advances are subsequently recognized as inventory upon delivery of materials.

No additional impairment loss on advances to suppliers was recognized in 2022, 2021 and 2020.

In 2022, the Group recognized impairment loss on CWT amounting to ₱68.5 million (see Note 18).

8. Property, Plant and Equipment

The balances and movements of this account are as follows:

					2022				
	Note	**CIP**	**Machinery and Equipment**	**Buildings and Leasehold Improvements**	**Office Equipment, Furniture and Fixtures**	**Tools**	**Transportation Equipment**	**ROU Asset**	**Total**
Cost									
Balances at beginning of year		**₱3,888,483,937**	**₱756,688,901**	**₱335,035,254**	**₱16,609,615**	**₱3,741,737**	**₱5,830,159**	**₱24,291,567**	**₱5,030,681,170**
Additions		**124,102,591**	**–**	**–**	**–**	**–**	**2,204,600**	**–**	**126,307,191**
Disposal		**–**	**(42,181,507)**	**(67,076,632)**	**–**	**–**	**(1,629,710)**	**(24,291,567)**	**(135,179,416)**
Exchange realignment		**(57,429,551)**	**(4,125,617)**	**27,226,984**	**(113,069)**	**–**	**(16,104)**	**–**	**(34,457,357)**
Derecognition due to deconsolidation		**(1,732,033,807)**	**(207,420,176)**	**(236,458,352)**	**(7,125,969)**	**–**	**(1,014,943)**	**–**	**(2,184,053,247)**
Balances at end of year		**2,223,123,170**	**502,961,601**	**58,727,254**	**9,370,577**	**3,741,737**	**5,374,002**	**–**	**2,803,298,341**
Accumulated Depreciation, Amortization and Impairment loss									
Balances at beginning of year		**683,451,047**	**641,049,354**	**224,544,456**	**16,523,607**	**3,741,737**	**4,743,688**	**18,556,058**	**1,592,609,947**
Depreciation and amortization	21	**–**	**14,766,732**	**6,263,581**	**39,205**	**–**	**373,850**	**5,735,509**	**27,178,877**
Disposal		**–**	**(36,632,646)**	**(5,799,246)**	**–**	**–**	**(733,370)**	**(24,291,567)**	**(67,456,829)**
Exchange realignment		**–**	**(3,983,964)**	**(2,587,381)**	**(112,860)**	**–**	**(16,104)**	**–**	**(6,700,309)**
Derecognition due to deconsolidation		**–**	**(206,403,256)**	**(163,694,156)**	**(7,125,969)**	**–**	**(1,014,943)**	**–**	**(378,238,324)**
Balances at end of year		**683,451,047**	**408,796,220**	**58,727,254**	**9,323,983**	**3,741,737**	**3,353,121**	**–**	**1,167,393,362**
Carrying Amount		**₱1,539,672,123**	**₱94,165,381**	**₱–**	**₱46,594**	**₱–**	**₱2,020,881**	**₱–**	**₱1,635,904,979**

					2021				
	Note	CIP	Machinery and Equipment	Buildings and Leasehold Improvements	Office Equipment, Furniture and Fixtures	Tools	Transportation Equipment	ROU Asset	Total
Cost									
Balances at beginning of year		₱3,728,695,328	₱737,069,393	₱280,241,513	₱15,993,329	₱3,741,737	₱7,179,911	₱24,291,567	₱4,797,212,778
Additions		–	5,577,625	–	52,858	–	–	–	5,630,483
Disposal		–	(5,274,424)	–	–	–	(1,430,000)	–	(6,704,424)
Exchange realignment		159,788,609	19,316,307	54,793,741	563,428	–	80,248	–	234,542,333
Balances at end of year		3,888,483,937	756,688,901	335,035,254	16,609,615	3,741,737	5,830,159	24,291,567	5,030,681,170
Accumulated Depreciation, Amortization and Impairment loss									
Balances at beginning of year		683,451,047	610,622,573	198,344,405	15,893,782	3,741,737	5,767,495	10,458,869	1,528,279,908
Depreciation and amortization	21	–	16,762,081	14,417,154	70,622	–	325,945	8,097,189	39,672,991
Disposal		–	(5,274,424)	–	–	–	(1,430,000)	–	(6,704,424)
Exchange realignment		–	18,939,124	11,782,897	559,203	–	80,248	–	31,361,472
Balances at end of year		683,451,047	641,049,354	224,544,456	16,523,607	3,741,737	4,743,688	18,556,058	1,592,609,947
Carrying Amount		₱3,205,032,890	₱115,639,547	₱110,490,798	₱86,008	₱–	₱1,086,471	₱5,735,509	₱3,438,071,223

CIP pertains to Treasure's plant expansion projects in 2022, and Treasure's and ZZ Stronghold's plant expansion projects in 2021. These projects include the construction of iron ore beneficiating plant, two blast furnace, sintering plant, and refurbishment and upgrade of billet manufacturing plant of Treasure in Iligan City, and the construction of building and plant facilities of ZZ Stronghold in China. These projects, except the second blast furnace of Treasure, were almost completed and are subject to the final stage of testing.

In 2022, the Group reviewed the recoverability of Treasure's assets at fair value less costs to sell using the market approach made by an independent valuation rather than value in use because of the planned disposal of Treasure.

As disclosed in Note 1 to the consolidated financial statements, the Parent Company assigned and transferred all its rights, title and interest in Billions to a third party and recognized a gain on deconsolidation amounting to ₱1,370.7 million. Billions owns 91% of ZZ Stronghold. Consequently, property, plant and equipment amounting to ₱1,805.8 million were derecognized. On December 29, 2022, the BOD approved the plan to dispose of Treasure.

The fair value of Treasure's property, plant and equipment amounting to ₱1,709.7 million and ₱2,464.5 million as at December 31, 2022 and 2021, respectively, was determined using the market value approach by an independent appraiser. The appraisal report as at March 17, 2023 is dated April 5, 2023. In relation to the planned sale of Treasure, the inputs used in 2022 is the market value in orderly liquidation of the property, plant and equipment which pertains to the amount that might be realized from assembled or piecemeal disposition in the secondhand market, assuming a reasonable period of time in which to complete the transaction. The market value estimates consider that the property, plant and equipment will be offered for sale in its present location and condition on an "as is, where is" basis, with the potential buyer to assume cost, if any, to dismantle and remove. Management has assessed that any reasonably possible changes in the key assumptions on which the recoverable amount is based would not result to significant changes in the fair value of property, plant and equipment.

In 2022, 2021 and 2020, no additional impairment loss was recognized on the Group's property, plant and equipment. As at December 31, 2022 and 2021, the Group's accumulated impairment loss on property, plant and equipment amounted to ₱683.5 million.

There was no capitalization of borrowing costs in 2022, 2021 and 2020 because the active development of the plant was stopped. Capitalized borrowing costs amounted to ₱50.7 million as at December 31, 2022 and 2021.

In 2022, the Parent Company disposed transportation equipment with a carrying amount of ₱0.9 million. The disposal resulted in a loss on sale amounting to ₱0.3 million (see Note 23). Additionally, Billions disposed of its machinery and equipment, and buildings and leasehold improvements at its carrying amount of ₱5.5 million and ₱61.3 million, respectively.

In 2021, Treasure disposed of its fully depreciated machinery and equipment, and transportation equipment with costs amounting to ₱5.3 million and ₱1.4 million, respectively. The disposal resulted to a gain on sale amounting to ₱3.4 million in 2021 (see Note 23).

Fully depreciated and amortized assets still in use amounted to ₱330.6 million and ₱611.0 million as at December 31, 2022 and 2021, respectively.

9. Leasehold Rights

The balances and movements of this account are as follows:

		2022		
	Note	**ZZ Stronghold**	**Treasure**	**Total**
Cost				
Balances at beginning of year		**₱258,615,228**	**₱46,000,000**	**₱304,615,228**
Exchange realignment		**(4,039,389)**	**–**	**(4,039,389)**
Derecognition due to deconsolidation		**(254,575,839)**	**–**	**(254,575,839)**
Balances at end of year		**–**	**46,000,000**	**46,000,000**
Accumulated Amortization				
Balances at beginning of year		**70,499,857**	**30,973,333**	**101,473,190**
Amortization	21	**2,679,798**	**1,840,000**	**4,519,798**
Exchange realignment		**(791,173)**	**–**	**(791,173)**
Derecognition due to deconsolidation		**(72,388,482)**	**–**	**(72,388,482)**
Balances at end of year		**–**	**32,813,333**	**32,813,333**
Carrying Amount		**₱–**	**₱13,186,667**	**₱13,186,667**

		2021		
	Note	ZZ Stronghold	Treasure	Total
Cost				
Balances at beginning of year		₱238,486,726	₱46,000,000	₱284,486,726
Exchange realignment		20,128,502	–	20,128,502
Balances at end of year		258,615,228	46,000,000	304,615,228
Accumulated Amortization				
Balances at beginning of year		58,290,729	29,133,333	87,424,062
Amortization	21	7,289,291	1,840,000	9,129,291
Exchange realignment		4,919,837	–	4,919,837
Balances at end of year		70,499,857	30,973,333	101,473,190
Carrying Amount		₱188,115,371	₱15,026,667	₱203,142,038

ZZ Stronghold

On December 8, 2005, ZZ Stronghold has a contractual agreement (the Agreement) with China Merchants ZhangZhou Development Zone Co. Ltd. (China Merchants) for the right to use a parcel of land located in 1M2-05 Zone I, China Merchants Development Zone for a period of 42 years. The land is where the ZZ Stronghold steel plant is located. In 2022, the Parent Company assigned and transferred all its rights, title and interest in Billions to a third party (see Note 1). Consequently, leasehold rights with carrying amount of ₱182.2 million were derecognized.

Treasure

In 2005, Treasure (lessee) entered into a Memorandum of Agreement (MOA) with Global Ispat Holdings, Ltd. and Global Steelworks International, Inc. (lessors, both of whom are nonrelated parties) for the lease of a parcel of land and steel billet making plant located in Iligan City, Lanao del Norte, Philippines for a period of 25 years.

The MOA provides among others, that Treasure shall:

- Fully settle the claims, liens and encumbrances in the property; and
- Rehabilitate and commercially operate the steel billet making plant.

Settlements paid by Treasure amounting to ₱46.0 million were recorded as “Leasehold rights” in the consolidated statements of financial position.

10. Other Noncurrent Assets

This account consists of:

	Note	2022	2021
Advances to contractors		**₱46,651,046**	₱46,651,046
Refundable deposits - net of current portion		**697,105**	697,105
Goodwill	15	**–**	11,803,406
Others		**4,250,000**	4,250,000
		51,598,151	63,401,557
Allowance for impairment on other noncurrent assets		**(51,598,151)**	(46,651,046)
		₱–	₱16,750,511

Advances to contractors pertain to funds advanced by Treasure to its contractors in relation to its plant expansion projects.

Upon deconsolidation of Billions, the Group derecognized goodwill amounting to ₱11.8 million.

Refundable deposits pertain mainly to the Parent Company’s five-year office lease contract with a third party which commenced in September 2014. The Group renewed its office space lease in September 2019. The new lease has a term of 36 months, which will end in September 2022 In September 2022, the Parent Company entered into a short-term lease on a three-month term and paid additional refundable deposit amounting to ₱30,387 (see Note 22).

Refundable deposits are classified as follows:

	Note	2022	2021
Current	7	**₱2,259,645**	₱2,229,258
Noncurrent		**697,105**	697,105
		₱2,956,750	₱2,926,363

In 2022, the Group recognized provision for ECL on refundable deposits and impairment loss on other noncurrent assets aggregating to ₱4.9 million (see Note 18).

11. Trade and Other Payables

This account consists of:

	Note	**2022**	2021
Trade payables:			
Third parties		**₱181,690,298**	₱579,107,599
Related parties	13	**5,926,702**	10,148,770
Accruals		**58,667,133**	160,629,078
Salaries payable		**16,822,253**	23,182,476
Statutory payables		**5,093,223**	5,412,738
Others		**8,762,673**	8,824,354
		₱276,962,282	₱787,305,015

Trade payables consist of unsecured and interest and noninterest-bearing obligations that are payable in cash. Trade payables to third parties are normally settled within one year while trade payables to related parties are payable on demand.

The interest-bearing obligations amounted to ₱41.4 million and ₱33.2 million as at December 31, 2022 and 2021, respectively, with an annual interest rate of 6.3%. Interest expense amounted to ₱8.2 million in 2022. In 2021 and 2020, the creditor waived the interest.

Accruals pertain to materials, professional fees, interest and taxes already incurred but not yet billed and paid. These are generally settled within one year.

Statutory payables pertain to obligations to government agencies that should be settled in the following month.

Others mainly pertain to nontrade payables to third parties and are normally settled within one year.

12. Loans Payable

This account represents unsecured peso and renminbi denominated loans of the Group aggregating ₱297.3 million and ₱1,034.1 million as at December 31, 2022 and 2021, respectively. These loans have maturity of 1 to 3 years and renewable upon mutual agreement of the parties. Details are as follows:

	2022				
	Original Currency	**Amount of Loan (original currency)**	**Amount of Loan (in Peso)**	**Source of Loan**	**Interest Rate**
TKC	**PHP**	**97,377,719**	**₱97,377,719**	**Local bank**	**4.50% to 8.27%**
Treasure	**PHP**	**199,892,361**	**199,892,361**	**Local bank**	**4.50% to 8.27%**
			₱297,270,080		

	2021				
	Original Currency	Amount of Loan (original currency)	Amount of Loan (in Peso)	Source of Loan	Interest Rate
TKC	PHP	168,998,657	₱168,998,657	Local bank	4.50% to 5.25%
Treasure	PHP	199,892,361	199,892,361	Local bank	4.50% to 5.25%
ZZ Stronghold	RMB	83,500,000	665,240,186	Foreign bank	1.00% to 5.80%
			₱1,034,131,204		

Loans payable of the Parent Company and Treasure are unsecured and subject to monthly repricing ranging from 4.50% to 8.27% in 2022 and 2021.

Loans payable is classified as follows:

Current	**₱297,270,080**	₱424,659,656
Noncurrent	**–**	609,471,548
	₱297,270,080	₱1,034,131,204

Details of interest expense are as follows:

	Note	**2022**	2021	2020
Loans payable		**₱33,849,778**	₱55,177,511	₱54,685,600
Trade payables	11	**8,219,484**	–	–
Lease liability	22	**61,238**	389,225	717,184
		₱42,130,500	₱55,566,736	₱55,402,784

The changes in liabilities arising from financing activities are as follows:

	2022						
	Balance at Beginning of Year	**Interest Expense**	**Prepaid Expense**	**Financing Cash Flow**		**Deconsolidation**	**Balance at End of Year**
				Proceeds	**Payments**		
Loans payable	**₱1,034,131,204**	**₱–**	**₱–**	**₱–**	**(₱104,244,865)**	**(₱632,616,259)**	**₱297,270,080**
Due to related parties	**2,711,751,209**	**–**	**–**	**462,183,200**	**–**	**(374,929,359)**	**2,799,005,050**
Lease liability	**4,000,957**	**61,238**	**–**	**–**	**(4,062,195)**	**–**	**–**
Interest payable	**–**	**42,069,262**	**–**	**–**	**(42,069,262)**	**–**	**–**
	₱3,749,883,370	**₱42,130,500**	**₱–**	**₱462,183,200**	**(₱150,376,322)**	**(₱1,007,545,618)**	**₱3,096,275,130**

	2021						
	Balance at Beginning of Year	Interest Expense	Prepaid Expense	Financing Cash Flow		Exchange Realignment	Balance at End of Year
				Proceeds	Payments		
Loans payable	₱985,293,077	₱–	₱–	₱589,716,816	(₱594,590,700)	₱53,712,011	₱1,034,131,204
Due to related parties	2,323,177,750	–	–	388,573,459	–	–	2,711,751,209
Lease liability	12,229,159	389,225	–	–	(8,617,427)	–	4,000,957
Interest payable	–	55,177,511	–	–	(55,177,511)	–	–
	₱3,320,699,986	₱55,566,736	₱–	₱978,290,275	(₱658,385,638)	₱53,712,011	₱3,749,883,370

13. Related Party Transactions

The Group has transactions with its related parties in the ordinary course of business as follows:

Trade Receivables

Trade receivables are from sale of inventories and are unsecured, noninterest-bearing, collectible in cash and on demand (see Note 5). Provision for ECL on trade receivables from related parties amounting to ₱39.4 million and ₱4.2 million was recognized in 2022 and 2020, respectively. No provision for ECL on trade receivables from related parties was recognized in 2021.

Transactions and outstanding balances arising from sale of inventories are as follows:

	Amount of Transactions		Outstanding Balance	
	2022	2021	**2022**	2021
Entities under common control	**₱–**	₱–	**₱43,572,598**	₱47,794,666
Allowance for ECL	**39,417,224**	–	**(43,572,598)**	(4,155,374)
			₱–	₱43,639,292

Trade Payables

Trade payables are from inventory purchases and availment of manufacturing services. These are unsecured, noninterest-bearing and payable in cash and on demand (see Note 11). These are summarized as follows:

	Amount of Transactions		Outstanding Balance	
	2022	2021	**2022**	2021
Entities under common control	**₱–**	₱–	**₱5,926,702**	₱10,148,770

Due from Related Parties

Due from related parties pertain to unsecured, noninterest-bearing advances for working capital requirements. These are normally collectible in cash and on demand. Provision for ECL on due from related parties amounting to ₱38.7 million and ₱1.3 million was recognized in 2022 and 2020, respectively. No provision for ECL was recognized in 2021 (see Note 18).

Summarized below are the outstanding accounts arising from these transactions.

	Amount of Transactions		Outstanding Balance	
	2022	2021	**2022**	2021
Stockholder	**₱–**	₱–	**₱11,838,673**	₱11,838,673
Entities under common control	**330,711,200**	–	**358,839,663**	28,128,463
			370,678,336	39,967,136
Allowance for ECL	**(38,716,276)**	–	**(39,967,136)**	(1,250,860)
			₱330,711,200	₱38,716,276

Due to Related Parties

Due to related parties are unsecured and noninterest-bearing advances for working capital requirements. These are payable in cash and on demand.

Summarized below are the outstanding accounts arising from these transactions.

	Amount of Transactions		Outstanding Balance	
	2022	2021	**2022**	2021
Stockholders	**₱–**	₱56,302,779	**₱1,191,301,795**	₱1,194,571,050
Ultimate Parent	**71,620,938**	–	**509,312,300**	437,691,362
Entities under common control	**26,502,158**	332,270,680	**1,098,390,955**	1,079,488,797
			₱2,799,005,050	₱2,711,751,209

Treasure has been receiving continuous financial support from related parties to meet its maturing obligations and to finance its working capital. On September 14, 2018, a stockholder assigned portion of his advances to Treasure amounting to ₱1,500.0 million to foreign investors. These investors re-assigned the advances to the Parent Company and applied the advances against their subscription to the increase in authorized capital stock of the Parent Company. As disclosed in Note 1, on May 31, 2022, the Parent Company received cash amounting to ₱1,500.0 million from JEI to pay for its subscription in substitution of the subscription of the foreign investors when the SEC considered the debt to equity conversion not an acceptable payment for the issuance of the shares of stock. The approval for the increase in authorized capital stock is still pending with the SEC as at report date.

Due to the capital deficiency position of Treasure resulting from continuing losses from operations, an allowance of ₱1,500.0 million was recognized by the Parent Company in its separate financial statements on the amounts due from Treasure, arising from the assignment.

The intercompany advances and the recognized allowance for impairment in the books of the Parent Company and Treasure were eliminated in full in the consolidated financial statements (see Note 27).

Compensation of key management personnel of the Group follows:

	2022	2021	2020
Short-term benefits	**₱3,971,657**	₱3,064,033	₱2,973,733
Post-employment benefits	**452,443**	443,886	555,019
	₱4,424,100	₱3,507,919	₱3,528,752

14. **Equity**

Capital Stock

Details of the common stock as at December 31, 2022 and 2021 follows:

	Shares	Amount
Authorized - ₱1 Par Value	1,000,000,000	₱1,000,000,000
Issued and outstanding	940,000,000	₱940,000,000

The details and movements of the shares listed with the PSE follows:

Date of SEC Approval	Type of Issuance	No. of Shares Issued	Issue/Offer Price
November 28, 2006	Acquisition by SEI	25,000,000	₱1.00
April 13, 2007	Subscription of additional shares by SEI	240,000,000	₱1.00
April 16, 2007	Subscription of additional shares by SEI	440,000,000	₱1.00
November 23, 2007	Follow-On-Offering (FOO)	235,000,000	₱9.68
		940,000,000	

Pursuant to the PSE's rules on minimum public ownership, at least 10% of the issued and outstanding shares of a listed company must be owned and held by the public. As at December 31, 2022 and 2021, public ownership over the Parent Company is 29.04%.

Deposits for Future Subscriptions

As discussed in Note 1, the Parent Company has filed for an increase in authorized capital stock from ₱1,000.0 million divided into 1,000.0 million shares at ₱1 par value per share, to ₱3,000.0 million divided into 3,000.0 million shares at ₱1 par value a share with the SEC.

Of the increase in authorized capital stock of ₱2,000.0 million, divided into 2,000.0 million shares at ₱1 par value a share, 750.0 million shares were subscribed by foreign investors for ₱1,500.0 million. The subscriptions were paid in full by converting their assigned advances from Treasure to the Parent Company (see Note 13).

The Parent Company has filed a request for reconsideration when the SEC considered the debt to equity conversion not an acceptable payment for the issuance of the shares of stock. The SEC has not acted on the request. To break the impasse, the BOD of JEI approved to subscribe to the increase and pay for the subscription in cash on May 20, 2022, in substitution of the original subscribers who agreed to subscribe through conversion of their advances to equity. On the same day, the BOD of the Parent Company approved the substitution of the subscribers and the mode of subscription.

On May 31, 2022, the Parent Company received cash amounting to ₱1,500.0 million from JEI for its subscription in substitution of the original subscription from foreign investors.

Accordingly, on June 8, 2022, the Parent Company refiled the application of the increase in authorized capital stock with the SEC to reflect the substitution of the subscribers including the payment made by JEI through cash. The application for the increase in authorized capital stock is still for approval of the SEC as of the date of this report.

Other Equity Reserves

This account consists of:

	Note	**2022**	2021
Adjustments to equity	15	**(₱6,615,550)**	(₱46,444,389)
Cumulative remeasurement gains on retirement liability		**1,595,078**	3,612,127
Cumulative translation adjustments		**–**	336,162,214
		(₱5,020,472)	₱293,329,952

Cumulative translation adjustments resulted from the translation of ZZ Stronghold's financial statements into Philippine Peso.

Non-controlling Interest

The Group's non-controlling interests are as follows:

	2022	2021
Treasure	**2%**	2%
Campanilla	**30%**	30%
ZZ Stronghold	**–**	9%

Non-controlling interests amounted to (₱73.2 million) and ₱7.3 million as at December 31, 2022 and 2021, respectively.

The net loss allocated to non-controlling interests amounted to ₱10.7 million, ₱16.0 million and ₱7.9 million in 2022, 2021 and 2020, respectively.

The summarized financial information of subsidiaries with significant non-controlling interest as at and for the years ended December 31, 2022, 2021 and 2020 follows:

	2022*	2021	2020
Total assets	**₱1,650,779,806**	₱4,144,480,529	₱4,240,929,399
Total liabilities	**4,886,136,012**	8,373,872,119	8,152,136,526
Capital deficiency	**(3,235,356,206)**	(4,229,391,590)	(3,911,207,127)
Net loss	**(300,871,752)**	(367,327,802)	(123,755,626)

**Pertains to Treasure and Campanilla only*

15. **Adjustments to Equity**

The adjustments to equity were the results of the following:

TKC's Additional Investment in Treasure. The increase in ownership in Treasure from 96% to 98% in 2011 resulted to an equity adjustment of ₱6.6 million to reflect a change in ownership of non-controlling interest.

TKC's Acquisition of Billions. The acquisition of Billions in 2007 resulted in a goodwill of ₱11.8 million and an adjustment to equity of ₱8.1 million.

TKC's Increase in Investment of ZZ Stronghold. The increase in ownership in ZZ Stronghold from 90% to 91% in 2013 resulted to an equity adjustment of ₱31.7 million to reflect a change in ownership of non-controlling interest.

Upon deconsolidation of Billions, adjustments to equity amounting to ₱39.8 million were derecognized in 2022.

16. **Costs of Goods Sold**

This account consists of:

	Note	**2022**	2021	2020
Direct materials	6	**₱177,743,314**	₱1,087,406,443	₱426,900,370
Depreciation and amortization	21	**4,230,754**	16,778,330	17,977,784
Indirect labor		**1,966,115**	12,028,390	12,794,027
Salaries, wages and other employee benefits	20	**1,928,535**	11,798,480	14,812,712
Manufacturing supplies		**535,002**	3,273,060	19,870,103
Utilities and rent		**2,679**	16,390	23,213
Others		**90,760**	555,258	1,726,033
		₱186,497,159	₱1,131,856,351	₱494,104,242

17. Operating Expenses

This account consists of:

	Note	2022	2021	2020
Salaries, wages and other employee benefits	20	**₱43,465,334**	₱56,544,390	₱43,850,708
Depreciation and amortization	21	**27,467,921**	32,023,952	26,229,982
Professional fees		**12,735,942**	3,155,741	8,979,093
Outside services		**9,653,274**	5,096,786	14,521,188
Representation		**8,961,925**	1,890,527	4,305,424
Taxes and licenses		**7,958,007**	9,627,161	9,962,221
Freight and handling		**5,843,494**	5,851,765	8,242,941
Penalties		**5,066,242**	–	–
Repairs and maintenance		**4,689,455**	2,136,472	1,635,332
Utilities and rental		**3,390,562**	5,129,258	3,530,033
Travel and transportation		**2,155,696**	1,284,647	1,396,642
Office supplies		**228,113**	778,049	535,596
Insurance		**40,774**	7,157	20,118
Receivables write-off	5	**–**	17,336,054	–
Others		**6,002,296**	16,643,193	11,521,198
		₱137,659,035	₱157,505,152	₱134,730,476

Penalties incurred are due to late rental payments.

Others mainly pertain to registration, postages and other charges incurred during the year.

18. Provision for Impairment Losses

This account consists of provision for impairment losses as follows:

	Note	2022	2021	2020
CWT	7	**₱68,476,659**	₱–	₱–
Trade and other receivables	5	**40,445,899**	–	4,155,374
Due from related parties	13	**38,716,276**	–	1,250,860
Other noncurrent assets	10	**4,947,105**	–	–
Input VAT		**75,873**	222,455,069	6,392
		₱152,661,812	₱222,455,069	₱5,412,626

19. Retirement Benefits

As at December 31, 2022 and 2021, the Parent Company and Treasure have an unfunded, non-contributory retirement plan covering all its qualified employees. The latest actuarial valuation reports obtained by the Parent Company and Treasure were for the year ended December 31, 2022, respectively, using the projected unit credit method.

As at December 31, 2021, ZZ Stronghold maintains a state-managed social security contribution plan for the retirement benefits of its employees.

The components of retirement expense recognized as part of "Salaries, wages and other employee benefits" under "Operating expenses" account in the consolidated statements of comprehensive income are as follows (see Note 20):

	2022	2021	2020
Current service cost	**₱1,102,609**	₱764,889	₱753,774
Interest cost	**299,754**	232,274	245,914
	₱1,402,363	₱997,163	₱999,688

Changes in the present value of retirement liability (PVRL) are as follows:

	2022	2021
Balance at beginning of year	**₱10,475,543**	₱9,896,790
Current service cost	**1,102,609**	764,889
Interest cost	**299,754**	232,274
Remeasurement loss (gain):		
Change in assumptions	**(750,742)**	(327,431)
Experience adjustments	**3,219,067**	(90,979)
Balance at end of year	**₱14,346,231**	₱10,475,543

Movements in the retirement liability are as follows:

	2022	2021
Balance at beginning of year	**₱10,475,543**	₱9,896,790
Retirement expense	**1,402,363**	997,163
Remeasurement loss (gain) recognized in OCI	**2,468,325**	(418,410)
Balance at end of year	**₱14,346,231**	₱10,475,543

Cumulative amount of remeasurement gains recognized in OCI are as follows:

	2022	2021	2020
Balance at beginning of year	**₱3,612,127**	₱3,079,552	₱3,352,177
Remeasurement gain (loss), net of deferred tax	**(2,014,480)**	532,575	(272,625)
Balance at end of year	**₱1,597,647**	₱3,612,127	₱3,079,552

The principal actuarial assumptions used to determine retirement benefit for 2022 and 2021 are as follows:

	2022		2021	
	Treasure	**TKC**	Treasure	TKC
Discount rate	**7.20%**	**7.42%**	5.01%	2.47%
Salary increase rate	**5.00%**	**2.00%**	5.00%	2.00%

Sensitivity analyses on defined benefit liability are as follows:

	Basis Points	**2022**	2021
Discount rate	+1.00%	**(₱216,860)**	(₱344,506)
	-1.00%	**244,750**	194,151
Salary increase rate	+1.00%	**310,748**	226,655
	-1.00%	**(248,576)**	(380,482)

The sensitivity analyses above have been determined based on the method that extrapolates the impact of retirement liability as a result of reasonable changes in key assumptions occurring at end of the reporting period.

As at December 31, 2022, maturity analysis of undiscounted benefit payments is as follows:

Plan Year	
Less than one year	₱13,258,582
More than one to five years	720,866
More than five to 10 years	1,593,065
More than 10 to 15 years	855,839
More than 15 to 20 years	1,995,522
More than 20 years	3,657,033
	₱22,080,907

As at December 31, 2022 the average duration of retirement liability at the end of the reporting period is 0.59 years and 3.79 years for the Parent Company and Treasure, respectively.

20. Salaries, Wages and Other Employee Benefits

This account consists of:

	Note	**2022**	2021	2020
Salaries and wages		**₱43,421,903**	₱67,137,908	₱57,562,332
Retirement benefits	19	**1,402,363**	997,163	999,688
Other employee benefits		**569,603**	207,799	101,400
		₱45,393,869	₱68,342,870	₱58,663,420

Salaries, wages and other employee benefits are classified as follows:

	Note	**2022**	2021	2020
Costs of goods sold	16	**₱1,928,535**	₱11,798,480	₱14,812,712
Operating expenses	17	**43,465,334**	56,544,390	43,850,708
		₱45,393,869	₱68,342,870	₱58,663,420

21. Depreciation and Amortization

Details of depreciation and amortization follows:

	Note	2022	2021	2020
Property, plant and equipment	8	**₱27,178,877**	₱39,672,991	₱35,645,773
Leasehold rights	9	**4,519,798**	9,129,291	8,561,993
		₱31,698,675	₱48,802,282	₱44,207,766

Depreciation and amortization are distributed as follows:

	Note	2022	2021	2020
Costs of goods sold	16	**₱4,230,754**	₱16,778,330	₱17,977,784
Operating expenses	17	**27,467,921**	32,023,952	26,229,982
		₱31,698,675	₱48,802,282	₱44,207,766

22. Lease Commitments

The Group leases its office space from a third party. The lease has a term of 60 months, which commenced in September 2014. The lease obligation is subject to an annual escalation of 5% beginning on the third year of the lease term.

The Group renewed its office space lease in September 2019. The new lease has a term of 36 months, which will end in September 2022. The lease obligation is subject to an annual escalation of 5%. ROU asset is recognized using the discount rate of 4.2% as at September 15, 2019. The adoption of PFRS 16 has no impact on the Group's retained earnings as at January 1, 2019.

Refundable deposits amounted to ₱3.0 million and ₱2.9 million as at December 31, 2022 and 2021, respectively (see Note 10).

The balances and movements in ROU assets as at December 31, 2022 and 2021 are as follows (see Note 8):

	2022	2021
Cost		
Balance at beginning of year	**₱24,291,567**	₱24,291,567
Derecognition	**(24,291,567)**	–
Balance at end of year	**–**	24,291,567
Accumulated Amortization		
Balance at beginning of year	**18,556,058**	10,458,869
Amortization	**5,735,509**	8,097,189
Derecognition	**(24,291,567)**	–
Balance at end of year	**–**	18,556,058
Carrying Amount	**₱–**	₱5,735,509

The balances and movements in lease liability as at and for the years ended December 31, 2022 and 2021 are as follows:

	Note	**2022**	2021
Balance at beginning of year		**₱4,000,957**	₱12,229,159
Rental payments		**(4,062,195)**	(8,617,427)
Interest expense	12	**61,238**	389,225
Balance at end of year - current		**₱–**	₱4,000,957

Short-term Lease – Company as a Lessee
In September 2022, the Parent Company leased an office space from a third party. The lease agreement is on a three-month term and renewable upon mutual agreement of both parties. As at December 31, 2022, the Parent Company did not renew the lease agreement.

Refundable deposit on this short-term lease amounted to ₱30,387 as at December 31, 2022 (see Note 10).

Moreover, the Group also has various short-term leases with remaining lease term of 12 months or less.

Rental expense included in the "Utilities and rental" under "Operating expenses" account pertains to amounting to ₱1.1 million and ₱3.0 million in 2022 and 2021, respectively.

23. Other Income

This account consists of:

	Note	**2022**	2021	2020
Unrealized foreign exchange gain (loss)		**₱35,526,270**	(₱475,673)	(₱1,320,545)
Gain (loss) on sale of raw materials		**(19,895,903)**	(1,250,011)	3,294,764
Interest income:				
Long-term loan receivable		**5,666,188**	–	–
Cash in banks	4	**259,755**	261,086	105,670
Realized foreign exchange gain (loss)		**456,000**	–	–
Gain (loss) on sale of property, plant and equipment	8	**(296,340)**	3,401,660	–
Reversal of receivables written-off	5	**–**	–	5,343,303
Others		**805,220**	–	–
		₱22,521,190	₱1,937,062	₱7,423,192

24. **Income Tax**

The components of provision for (benefit from) income tax as reported in the consolidated statements of comprehensive income are as follows:

	2022	2021	2020
Reported in Profit or Loss:			
Current income tax - MCIT	**₱12,650**	₱65,628	₱32,016
Deferred tax	**15,342,009**	(2,552,906)	(182,190)
	₱15,354,659	(₱2,487,278)	(₱150,174)
Reported in OCI:			
Deferred tax on remeasurement gain on retirement liability	**₱453,845**	(₱104,603)	₱116,840
Effect of changes in income tax rates	**–**	218,768	–
	₱453,845	₱114,165	₱116,840

The Parent Company is subject to income taxes under the Philippine tax laws.

Treasure is registered with the Board of Investments (BOI) for its Modernization of Steel Billets Production Plant and for being a New Producer of Pig Iron and Beneficiated Iron Ore on September 14, 2007 and May 12, 2008, respectively. As a registered enterprise, Treasure is entitled to certain tax incentives such as VAT zero-rating of goods, properties, and services sold by VAT-registered suppliers to Treasure.

No tax benefit was claimed by Treasure from these incentives in 2022, 2021 and 2020 because there were no revenue derived from the registered activities.

In 2021 and 2020, Billions had no Enterprise Income Tax because it has no taxable income in those years.

Under the PRC's Law on Enterprise Income Tax enacted on March 16, 2007, ZZ Stronghold is subject to a tax rate of 25% beginning January 1, 2008. In 2021 and 2020, ZZ Stronghold is in a net taxable loss position.

Campanilla has no current income tax in 2022, 2021 and 2020 due to its taxable loss position.

The income tax rates used in preparing the financial statements of the Parent Company, Treasure and Campanilla as at and for the years ended December 31, 2022 and 2021 are as follows:

	RCIT	MCIT
Parent Company	25%	1%
Treasure	25%	1%
Campanilla	20%	1%

The effect of the reduction in tax rates was recognized as part of the 2021 provision for income tax, - as required by PAS 12, *Income Tax*es. Details of adjustments are as follows:

	Provision for income tax	Impact of change in tax rates	Adjusted provision for income tax
Reported in Profit or Loss:			
Current tax	₱73,632	(₱8,004)	₱65,628
Deferred tax	556,509	(3,109,415)	(2,552,906)
Reported in OCI -			
Effect of change in tax rates reported in OCI	–	(218,768)	–
	₱630,141	(₱3,336,187)	(₱2,487,278)

The Group did not recognize the following deferred tax assets of the Parent Company, Treasure and Campanilla as at December 31, 2022 and 2021 because Management has assessed that the Group may not have sufficient future taxable profit against which the deferred tax assets can be utilized. The Group's unrecognized deferred tax assets pertain to the following:

	2022	2021
Allowance for impairment loss on property, plant and equipment	**₱165,223,766**	₱165,223,766
Allowance for inventory write-down	**71,452,336**	34,602,890
NOLCO	**67,528,326**	62,627,957
Allowance for ECL of trade and other receivables	**14,527,450**	3,871,808
Allowance for impairment losses on other noncurrent assets	**12,772,215**	11,722,939
Allowance for ECL of due from related parties	**9,679,069**	312,715
Retirement liability	**4,168,019**	3,817,328
Excess of MCIT over RCIT	**110,294**	155,625
	₱345,461,475	₱282,335,028

As at December 31, 2022 and 2021, Billions and ZZ Stronghold have no taxable and deductible temporary differences arising from its operations.

The Group's deferred tax liabilities pertain to the following:

	2022	2021
Unrealized foreign exchange gain	**₱15,802,823**	₱27,175
Capitalized borrowing cost	**12,663,292**	12,663,292
Cumulative remeasurement gains on retirement benefits liability	**744,597**	1,198,442
ROU asset, net of lease liability	**–**	433,639
	₱29,210,712	₱14,322,548

As at December 31, 2022, details of the Parent Company, Treasure and Campanilla's NOLCO are as follows:

Parent Company

Year Incurred	Balance at Beginning of Year	Additions	Expired	Balance at End of Year	Year of Expiration
2022	₱–	₱39,942,282	₱–	₱39,942,282	2025
2021	25,185,405	–	–	25,185,405	2026
2020	37,620,172	–	–	37,620,172	2025
2019	41,560,974	–	(41,560,974)	–	2022
	₱104,366,551	₱39,942,282	(₱41,560,974)	₱102,747,859	

Treasure

Year Incurred	Balance at Beginning of Year	Incurred	Expired	Balance at End of Year	Year of Expiration
2022	₱–	₱76,686,051	₱–	₱76,686,051	2025
2021	38,138,673	–	–	38,138,673	2026
2020	49,336,127	–	–	49,336,127	2025
2019	57,147,264	–	(57,147,264)	–	2022
	₱144,622,064	₱76,686,051	(₱57,147,264)	₱164,160,851	

Campanilla

Year Incurred	Balance at Beginning of Year	Additions	Expired	Balance at End of Year	Year of Expiration
2022	₱–	₱210,660	₱–	₱210,660	2025
2021	194,203	–	–	194,203	2026
2020	171,348	–	–	171,348	2025
2019	215,363	–	–	215,363	2024
2018	714,166	–	–	714,166	2023
2017	608,936	–	(608,936)	–	2022
	₱1,904,016	₱210,660	(₱608,936)	₱1,505,740	

Section 34 (D) (3) of the Tax Code grants mining companies other than oil and gas wells to carry over net operating loss incurred in any of the first ten years of operation as a deduction from taxable income for the next five years immediately following the year of loss.

As mandated by Section 4 of Republic Act No. 11494 or the "Bayanihan to Recover as One Act" and implemented under Revenue Regulations No. 25-2020, the net operating loss of a business enterprise incurred for the taxable years 2020 and 2021 can be carried over as a deduction from taxable income for the next five consecutive taxable years following the year of such loss.

As at December 31, 2022, details of the Parent Company and Treasure's excess MCIT over RCIT follow:

Parent Company

Year Incurred	Balance at Beginning of Year	Additions	Expired	Balance at End of Year	Year of Expiration
2022	₱–	₱11,836	₱–	₱11,836	2025
2019	61	–	(61)	–	2022
	₱61	₱11,836	(₱61)	₱11,836	

Treasure

Year Incurred	Balance at Beginning of Year	Incurred	Effect of change in tax rates	Expired	Balance at End of Year	Year of Expiration
2022	₱–	₱814	₱–	₱–	₱814	2025
2021	73,632	–	–	–	73,632	2024
2020	24,012	–	–	–	24,012	2023
2019	57,920	–	–	(57,920)	–	2022
	₱155,564	₱814	₱–	(₱57,920)	₱98,458	

The reconciliation between the income tax benefit (expense) based on statutory tax rate and effective tax rate on loss before income tax follows:

	2022	2021	2020
At statutory tax rate	**25.00%**	25.00%	30.00%
Change in unrecognized deferred tax assets	**(20.31)**	(20.28)	(7.93)
Change in income tax rates	**–**	0.81	–
Tax effects of:			
Nondeductible expense	**(2.10)**	(0.03)	(3.69)
Expired NOLCO and MCIT	**(1.60)**	(4.89)	(19.14)
Interest income subjected to final tax	**–**	–	0.01
At effective tax rate	**0.99%**	0.61%	(0.75%)

25. Contingencies

The Group is either a defendant or plaintiff in several litigations, claims, and disputes which are normal to its business. Management believes that the ultimate liability, if any, with respect to such litigations, claims and disputes will not materially affect the financial position and results of operation of the Group.

26. Basic and Diluted Income (Loss) Per Share

Basic income (loss) per share is computed as follows:

	2022	2021	2020
Net income (loss) attributable to equity holders of the Parent Company (a)	**₱925,828,395**	(₱392,282,041)	(₱162,097,673)
Weighted average number of shares outstanding (b)	**940,000,000**	940,000,000	940,000,000
Income (loss) per share (a/b)	**₱0.98**	(₱0.42)	(₱0.17)

As at December 31, 2022, 2021 and 2020, the Group has no potential dilutive common shares.

27. **Segment Information**

For management purposes, the Group is organized into three operating segments located in the Philippines and China. Management monitors the operating results of its operating segments separately for the purpose of making decisions about resources to be allocated and of assessing performance. Segment performance is evaluated based on operating results in the consolidated financial statements.

The Group's reportable segments follow:

Parent Company - a holding company located in the Philippines.

Treasure - engaged in the manufacturing of billets. The plant facility is located in Iligan City, Lanao del Norte, Philippines. As disclosed in Note 1, Treasure has suspended its operations since 2013.

ZZ Stronghold - engaged in the manufacturing and distribution of steel pipes products sold in China and other export markets. The plant facility is located in Xiamen, China. As disclosed in Note 1, Billions was sold to a third party in 2022.

Included in the revenues generated by the Group are revenues amounting to ₱203.6 million arising from sales disaggregated by geographical region.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies.

The following table presents the financial information in respect of the Group's operating segments:

	2022		
	Philippines		
	TKC	**Treasure**	**Total**
Results of operations:			
Net revenues	**₱–**	**₱–**	**₱–**
Cost of goods sold	**–**	**–**	**–**
Gross income	**–**	**–**	**–**
Operating expenses	**(35,800,081)**	**(43,269,353)**	**(79,069,434)**
ECL and impairment	**(1,105,152,471)**	**(65,067,159)**	**(1,170,219,630)**
Interest expense	**(7,773,301)**	**(18,866,379)**	**(26,639,680)**
Interest income	**5,920,237**	**5,659**	**5,925,896**
Other income (charges)	**36,408,949**	**(173,672,620)**	**(137,263,671)**
Loss before income tax	**(1,106,396,667)**	**(300,869,852)**	**(1,407,266,519)**
Income tax expense	**(8,458,630)**	**(1,900)**	**(8,460,530)**
Segment net loss	**(₱1,114,855,297)**	**(₱300,871,752)**	**(₱1,415,727,049)**
Segment assets	**₱2,013,534,421**	**₱1,650,779,806**	**₱3,664,314,227**
Segment liabilities	**₱1,094,789,230**	**₱4,886,136,012**	**₱5,980,925,242**
Capital expenditures	**₱–**	**₱–**	**₱–**
Depreciation and amortization	**₱6,119,331**	**₱15,792,705**	**₱21,912,036**

	2021			
	Philippines		China	
	TKC	Treasure	ZZ Stronghold	Total
Results of operations:				
Net revenues	₱–	₱–	₱1,155,152,942	₱1,155,152,942
Cost of goods sold	–	–	1,131,856,351	1,131,856,351
Gross income	–	–	23,296,591	23,296,591
Operating expenses	(17,362,012)	(29,183,614)	(110,762,323)	(157,307,949)
ECL and impairment	(15,267,665)	(207,697,358)	–	(222,965,023)
Interest expense	(8,187,809)	(9,279,725)	(38,099,202)	(55,566,736)
Interest income	5,749,322	725	257,864	6,007,911
Other income (charges)	17,666,172	(1,514,034)	3,186,244	19,338,382
Loss before income tax	(17,401,992)	(247,674,006)	(122,120,826)	(387,196,824)
Income tax benefit (expense)	(3,894,401)	2,467,030	–	(1,427,371)
Segment net loss	(₱21,296,393)	(₱245,206,976)	(₱122,120,826)	(₱388,624,195)
Segment assets	₱3,136,664,798	₱1,914,107,309	₱2,230,373,220	₱7,281,145,327
Segment liabilities	₱1,100,921,380	₱4,848,720,213	₱3,525,151,906	₱9,474,793,499
Capital expenditures	₱–	₱–	₱–	₱–
Depreciation and amortization	₱8,429,780	₱15,787,253	₱24,585,249	₱48,802,282

	2020			
	Philippines		China	
	TKC	Treasure	ZZ Stronghold	Total
Results of operations:				
Net revenues	₱–	₱–	₱512,050,821	₱512,050,821
Cost of goods sold	–	–	494,104,242	494,104,242
Gross income	–	–	17,946,579	17,946,579
Operating expenses	(28,293,866)	(34,591,198)	(72,905,167)	(135,790,231)
ECL and impairment	(59,039,008)	–	–	(59,039,008)
Interest expense	(12,509,884)	(13,606,077)	(29,286,823)	(55,402,784)
Interest income	5,578,960	4,985	76,024	5,659,969
Other income (charges)	(16,863,930)	1,600,800	7,037,267	(8,225,863)
Loss before income tax	(111,127,728)	(46,591,490)	(77,132,120)	(234,851,338)
Income tax benefit (expense)	5,240,923	(32,016)	–	5,208,907
Segment net loss	(₱105,886,805)	(₱46,623,506)	(₱77,132,120)	(₱229,642,431)
Segment assets	₱3,141,552,883	₱2,151,028,488	₱2,089,900,911	₱7,382,482,282
Segment liabilities	₱1,084,612,404	₱4,840,867,659	₱3,311,268,867	₱9,236,748,930
Capital expenditures	₱–	₱–	₱–	₱–
Depreciation and amortization	₱8,314,484	₱15,782,176	₱20,111,106	₱44,207,766

The following are the reconciliations of the segment information to reported amounts in the consolidated statements of financial position and consolidated statements of comprehensive income:

Reconciliation of Assets

	2022	2021
Assets of all reportable segments	**₱3,664,314,227**	₱7,281,145,327
Intercompany eliminations	**5,851**	(3,018,625,804)
Assets of nonreportable segment	**23,061**	23,014
Group assets	**₱3,664,343,139**	₱4,262,542,537

Reconciliation of Liabilities

	2022	2021
Liabilities of all reportable segments	**₱5,980,925,242**	₱9,474,793,499
Intercompany eliminations	**(2,568,182,375)**	(4,916,639,851)
Liabilities of nonreportable segment	**4,051,488**	3,832,828
Group liabilities	**₱3,416,794,355**	₱4,561,986,476

Reconciliation of Income (Loss)

	2022	2021	2020
Net loss of all reportable segments	**(₱1,415,727,049)**	(₱388,624,195)	(₱229,642,431)
Intercompany eliminations	**2,380,038,436**	(19,410,650)	59,796,179
Net loss of nonreportable segment	**(218,613)**	(203,157)	(179,689)
Net loss of deconsolidated segment	**(48,980,657)**	–	–
Group net income (loss)	**₱915,112,117**	(₱408,238,002)	(₱170,025,941)

The following information relate to geographical segments:

Revenues from External Customers

	2022	2021	2020
China	**₱203,575,434**	₱1,155,152,942	₱512,050,821
Philippines	**–**	–	–
	₱203,575,434	₱1,155,152,942	₱512,050,821

The revenues are based on revenues generated from the respective operations in the Philippines and China. Revenues are derived mainly from sale of steel products to external customers.

Noncurrent Assets

	2022	2021
Philippines:		
Property, plant and equipment	**₱1,635,904,979**	₱1,649,798,209
Leasehold rights	**13,186,667**	15,026,667
Others	**–**	16,750,511
	1,649,091,646	1,681,575,387
China:		
Property, plant and equipment	**–**	1,788,273,014
Leasehold rights	**–**	188,115,371
	–	1,976,388,385
	₱1,649,091,646	₱3,657,963,772

28. **Financial Risk Management Objectives and Policies**

The Group's financial instruments consist of cash and cash equivalents, trade and other receivables (excluding advances to officers and employees), refundable deposits, due from/to related parties, trade and other payables (excluding statutory liabilities), lease liability and loans payable.

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's BOD focuses on actively securing the Group's short to medium-term cash flows by minimizing the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The financial risks to which the Group is exposed to are described as follows.

Market Risks

The Group is exposed to market risks, primarily those related to foreign currency and interest rate risks. Management actively monitors these exposures, as follows:

Foreign Currency Risk. Foreign currency risk arises as a result of change in exchange rates between the Philippine Peso and foreign currencies. Any change will affect the Group's foreign currency-denominated accounts and transactions.

As discussed in Note 1, the Group sold Billions which was the only component of the Group dealing with foreign currency exposures covering operations in PRC. Any fluctuation in the exchange rate between the PHP and the RMB will impact the amount of its investment and related accounts. As at December 31, 2022, the Group is not exposed to RMB foreign currency risk.

The Group regularly monitors foreign exchange rates, and any trends and changes. Measures are adopted to protect its investment in the event there would be significant fluctuations in the exchange rate.

The Group's financial monetary assets denominated in USD include cash in banks which comprised only 0.05% of the total financial monetary assets as at December 31, 2022. Accordingly, exposure of the Group to USD foreign currency risk is minimal.

Interest Rate Risk. The Group's exposure to interest rate risk arises from unfavorable changes in interest rates related primarily to outstanding debt obligations. As at December 31, 2022 and 2021, the Group was exposed to changes in market interest rates since loans payable of the Parent Company and Treasure are subject to monthly repricing (see Note 12). All other financial assets and liabilities are noninterest-bearing or have fixed interest rates.

The table below illustrates the sensitivity of the Group's loss before income tax to a reasonably possible change in interest rates using the volatility of interest rates as basis points during the year presented. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each year, and the financial instruments held at the end of each reporting period that are sensitive to changes in interest rates. All other variables are held constant.

	Increase/Decrease in Basis Points	Effect on Loss before Income Tax
December 31, 2022	+9.52	(₱282,973)
	-9.52	282,973
December 31, 2021	+4.03	(₱74,345)
	-4.03	74,345

<u>Credit Risk</u>

The Group's exposure to credit risk relates to the Group's cash and cash equivalents (excluding cash on hand), trade and other receivables (excluding advances to officers and employees), due from related parties and refundable deposits.

With the exception of cash and cash equivalents and nontrade receivable from a third party which are subject to 12-month ECL, the impairment of financial assets at amortized cost was measured on a lifetime ECL basis. The resulting ECL amounted to ₱96.1 million and ₱16.7 million as at December 31, 2022 and 2021, respectively.

The ECL was measured on a collective basis through disaggregation of receivables by type of debtors with similar default risks and loss patterns. The carrying amount of financial assets at amortized cost recorded in the consolidated financial statements represents the Group's maximum exposure to credit risk.

The tables below show the credit risk concentrations of the Group's financial assets at amortized cost as at December 31, 2022 and 2021. The amounts are presented by credit risk rating grades and represent the gross carrying amounts of the financial assets.

	December 31, 2022					
	Neither Past Due nor Impaired					
	High Grade	**Standard Grade**	**Substandard Grade**	**Past Due but not Impaired**	**Credit Impaired**	**Total**
Lifetime ECL:						
Trade receivables from third parties**	**₱–**	**₱974,025**	**₱–**	**₱–**	**₱11,331,856**	**₱12,305,881**
Trade receivables from related parties**	**–**	**–**	**–**	**–**	**43,572,598**	**43,572,598**
Other receivables**	**67,822,726**	**–**	**–**	**–**	**524,206**	**68,346,932**
Due from related parties	**–**	**290,744,064**	**–**	**–**	**39,967,136**	**330,711,200**
Refundable deposits***	**2,259,645**	**–**	**–**	**–**	**697,105**	**2,956,750**
12-month ECL:						
Cash and cash equivalents*	**10,477,730**	**–**	**–**	**–**	**–**	**10,477,730**
Nontrade receivable from a third party**	**1,597,572,982**	**–**	**–**	**–**	**–**	**1,597,572,982**
	₱1,678,133,083	**₱291,718,089**	**₱–**	**₱–**	**₱96,092,901**	**₱2,065,944,073**

**Excluding cash on hand.*
***Presented under trade and other receivables.*
****Presented as other current assets and other noncurrent asset.*

	December 31, 2021					
	Neither Past Due nor Impaired					
	High Grade	Standard Grade	Substandard Grade	Past Due but not Impaired	Credit Impaired	Total
Lifetime ECL:						
Trade receivables from third parties**	₱–	₱–	₱–	₱113,771,620	₱11,331,856	₱125,103,476
Trade receivables from related parties**	–	43,639,292	–	–	4,155,374	47,794,666
Other receivables**	–	–	–	5,566,260	–	5,566,260
Due from related parties	–	38,716,276	–	–	1,250,860	39,967,136
Refundable deposits***	2,229,258	697,105	–	–	–	2,926,363
12-month ECL -						
Cash and cash equivalents*	19,966,741	–	–	–	–	19,966,741
	₱22,195,999	₱83,052,673	₱–	₱119,337,880	₱16,738,090	₱241,324,642

**Excluding cash on hand.*
***Presented under trade and other receivables.*
****Presented as other current assets and other noncurrent asset.*

The table below shows the aging of financial assets that are past due but not impaired as at December 31, 2022 and 2021.

	2022				
	Days Past Due				
	1 to 30 Days	**31 to 60 Days**	**61 to 90 Days**	**Over 91 Days**	**Total**
Trade and other receivables*	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**

**Excluding trade receivables from related parties and advances to officers and employees.*

	2021				
	Days Past Due				
	1 to 30 Days	31 to 60 Days	61 to 90 Days	Over 91 Days	Total
Trade and other receivables*	₱–	₱–	₱–	₱119,337,880	₱119,337,880

**Excluding trade receivables from related parties and advances to officers and employees.*

The Group's financial assets are categorized by credit risk rating grades based on the Group's collection experience with the counterparties as follows:

- High Grade - settlements are obtained from counterparty following the terms of the contracts without much collection effort.
- Standard Grade - other financial assets not belonging to high grade financial assets and are not past due are included in this category.
- Past Due - with history of frequent default nevertheless the amount due are still collectible.
- Credit impaired - long outstanding or those that have been provided with an allowance for impairment

Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatch of the maturities of financial assets and financial liabilities. The Group's objectives to manage its liquidity profile are: (a) to ensure that adequate funding is available at all times; (b) to meet commitments as they arise without incurring unnecessary costs; (c) to be able to access funding when needed at the least possible cost; and (d) to maintain an adequate time spread in refinancing maturities.

The table below shows the maturity profile of the Group's financial liabilities as at December 31, 2022 and 2021 based on contractual undiscounted payments:

	2022					
	On Demand	**Up to 3 Months**	**3 to 6 Months**	**6 to 12 Months**	**Beyond 1 Year**	**Total**
Financial Liabilities at Amortized Cost:						
Trade and other payables*	**₱5,926,702**	**₱265,942,357**	**₱–**	**₱–**	**₱–**	**₱271,869,059**
Loans payable**	–	**300,001,662**	–	–	–	**300,001,662**
Due to related parties	**2,799,005,050**	–	–	–	–	**2,799,005,050**
	₱2,804,931,752	**₱565,944,019**	**₱–**	**₱–**	**₱–**	**₱3,370,875,771**

**Excluding nonfinancial liabilities.*
***Includes future interest payments.*

	2021					
	On Demand	Up to 3 Months	3 to 6 Months	6 to 12 Months	Beyond 1 Year	Total
Financial Liabilities at Amortized Cost:						
Trade and other payables*	₱10,148,770	₱579,107,599	₱160,629,078	₱32,006,830	₱–	₱781,892,277
Loans payable**	–	379,649,296	56,668,689	–	667,430,923	1,103,748,908
Lease liability***	–	2,229,255	1,832,943	–	–	4,062,198
Due to related parties	2,711,751,209	–	–	–	–	2,711,751,209
	₱2,721,899,979	₱960,986,150	₱219,130,710	₱32,006,830	₱667,430,923	₱4,601,454,592

**Excluding nonfinancial liabilities.*
***Includes future interest payments.*
****Include nominal interest.*

29. **Fair Value Measurement**

The following table presents the carrying amounts and fair values of the Group's financial assets and liabilities at amortized cost:

	2022		2021	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Assets				
At amortized cost:				
Cash and cash equivalents	**₱10,487,730**	**₱10,487,730**	₱20,529,533	₱20,529,533
Trade and other receivables*	**1,666,369,733**	**1,666,369,733**	162,977,172	162,977,172
Due from related parties	**330,711,200**	**330,711,200**	38,716,276	38,716,276
Refundable deposits	**2,259,645**	**2,259,645**	2,926,363	2,926,363
	₱2,009,828,308	**₱2,009,828,308**	₱225,149,344	₱225,149,344
Financial Liabilities				
At amortized cost:				
Trade and other payables**	**₱271,869,059**	**₱271,869,059**	₱781,892,277	₱781,892,277
Current portion of loans payable	**297,270,080**	**297,270,080**	424,659,656	424,659,656
Due to related parties	**2,799,005,050**	**2,799,005,050**	2,711,751,209	2,711,751,209
Loans payable - net of current portion	**–**	**–**	609,471,548	694,559,873
Lease liability	**–**	**–**	4,000,957	4,000,957
	₱3,368,144,189	**₱3,368,144,189**	₱4,531,775,647	₱4,616,863,972

**Excluding nonfinancial receivables.*
***Excluding nonfinancial liabilities.*

Cash and Cash Equivalents, Trade and Other Receivables, Due from Related Parties, Trade and Other Payables, Current Portion of Loans Payable, and Due to Related Parties. Due to the short-term nature of transactions, the fair values of these financial assets and liabilities approximate their carrying amounts at the reporting date.

Refundable Deposits. As at December 31, 2022 and 2021, the fair value of refundable deposit using level 2 was determined as the sum of all future cash flows, discounted using the prevailing market rates of interest for instruments with similar maturities. The carrying amount of refundable deposits approximates its fair value.

Lease Liability. The carrying amount of lease liability approximates its fair value because the initial recognition of lease liability is based on the discounted value of lease rentals and expected payments at the end of the lease which is not significantly different from the discounted value of lease rentals as at year-end. The fair valuation is classified in Level 2 of the fair value hierarchy.

Loans Payable - Net of Current Portion. The fair values of interest-bearing fixed-rate loans are estimated as the present value of all future cash flows discounted using applicable rates of similar type of loans as at reporting date. The discount rates used ranged from 2.08% to 2.71% in 2021. The fair valuation is classified in Level 2 of the fair value hierarchy.

There are no significant transfers between levels in the fair value hierarchy.

30. **Capital Management**

The primary objective of the Group's capital management is to ensure that it maintains a strong and healthy financial position to support its current business operations and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, when there are changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust its borrowings or raise capital. No changes were made in the objectives, policies or processes in 2022 and 2021.

The Group is committed to maintain adequate capital at all times to meet shareholders' expectations, withstand adverse business conditions and take advantage of business opportunities.

The Group regularly monitors its capital position and assesses business conditions to ensure early detection and determination of risks, and its consequent adverse impact. The Group adopts measures, as is deemed necessary and appropriate, to mitigate risks.

The Group will access the capital market when it is considered necessary. As the Group sustains its business, it will retain sufficient flexibility to raise capital to support new business opportunities and will be prudent in its capital management.

The Group considers the following as capital employed:

	2022	2021
Capital stock	**₱940,000,000**	₱940,000,000
Additional paid-in capital	**1,983,047,906**	1,983,047,906
Deposits for future subscriptions	**1,500,000,000**	1,500,000,000
	₱4,423,047,906	₱4,423,047,906

On May 31, 2022, the Parent Company received cash amounting to ₱1,500.0 million from JEI to be used as a substitute for the conversion of the assigned advances from Treasure (see Note 1).

BOA/PRC Accreditation No. 4782
August 16, 2021, valid until April 13, 2024
SEC Accreditation No. 4782 SEC Group A
Issued August 11, 2022
Valid for Financial Periods 2021 to 2025

BDO Towers Valero
8741 Paseo de Roxas
Makati City 1226 Philippines
Phone : +632 8 982 9100
Fax : +632 8 982 9111
Website : www.reyestacandong.com

INDEPENDENT AUDITORS' REPORT ON
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
TKC Metals Corporation
Unit B1-A/C, 2nd Floor
Building B, Karrivin Plaza
2316 Chino Roces Avenue Extension
Makati City

We have audited in accordance with Philippines Standards on Auditing, the accompanying consolidated financial statements of TKC Metals Corporation (the Parent Company) and Subsidiaries (the Group) as at December 31, 2022 and 2021, and for the years ended December 31, 2022, 2021 and 2020, and have issued our report dated June 21, 2023. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, is the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for purposes of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2022 and 2021, and for the years ended December 31, 2022, 2021, and 2020 and no material exceptions were noted.

REYES TACANDONG & CO.

Arthur Vinson Ong
ARTHUR VINSON U. ONG
Partner
CPA Certificate No. 120745
Tax Identification No. 253-222-555-000
BOA Accreditation No. 4782; Valid until April 13, 2024
SEC Accreditation No. 120745-SEC Group A
Issued March 29, 2022
Valid for Financial Periods 2021 to 2025
BIR Accreditation No. 08-005144-015-2023
Valid until June 4, 2026
PTR No. 9564572
Issued January 3, 2023, Makati City

June 21, 2023
Makati City, Metro Manila

TKC METALS CORPORATION AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

DECEMBER 31, 2022 AND 2021

Below is a schedule showing financial soundness indicators of the Group for the years 2022 and 2021.

Ratio	Formula	2022	2021
CURRENT RATIO	Current assets	**₱2,015,251,493**	₱604,578,765
	Divided by current liabilities	**3,373,237,412**	3,927,716,837
		0.60:1	0.15:1
ACID TEST RATIO	Current assets (excluding inventories)	**₱2,015,251,493**	₱315,576,940
	Divided by current liabilities	**3,373,237,412**	3,927,716,837
		0.60:1	0.08:1
SOLVENCY RATIO	Net income (loss) before depreciation and amortization	**₱946,810,792**	(₱359,435,720)
	Divided by total liabilities	**3,416,794,355**	4,561,986,476
		0.28:1	(0.08):1
DEBT-TO-EQUITY RATIO	Total liabilities	**₱3,416,794,355**	₱4,561,986,476
	Divided by total equity (capital deficiency)	**247,548,784**	(299,443,939)
		13.80:1	(15.23):1
ASSET-TO-EQUITY RATIO	Total assets	**₱3,664,343,139**	₱4,262,542,537
	Divided by total equity (capital deficiency)	**247,548,784**	(299,443,939)
		14.80:1	(14.23):1
INTEREST RATE COVERAGE RATIO	Income (loss) before interest and taxes	**₱972,597,276**	(₱355,158,544)
	Divided by interest expense	**42,130,500**	55,566,736
		23.09:1	(6.39):1
RETURN ON EQUITY	Net income (loss)	**₱915,112,117**	(₱408,238,002)
	Divided by average equity	**(25,947,578)**	(119,946,274)
		(35.27):1	3.40:1
RETURN ON ASSETS	Net income (loss)	**₱915,112,117**	(₱408,238,002)
	Divided by total assets	**3,664,343,139**	4,262,542,537
		0.25:1	(0.10):1
NET PROFIT MARGIN	Gross profit	**₱17,078,275**	₱23,296,591
	Divided by revenue	**203,575,434**	1,155,152,942
		0.08:1	0.02:1

REYES TACANDONG & CO.
FIRM PRINCIPLES. WISE SOLUTIONS.

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REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
TKC Metals Corporation
Unit B1-A/C, 2nd Floor
Building B, Karrivin Plaza
2316 Chino Roces Avenue Extension
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of TKC Metals Corporation (the Parent Company) and Subsidiaries (the Group) as at December 31, 2022 and 2021, and for the years ended December 31, 2022, 2021 and 2020 and have issued our report thereon dated June 21, 2023 statements taken as a whole. The accompanying Supplementary Schedules for submission to the Securities and Exchange Commission are the responsibility of the Group's management.

These supplementary schedules include the following:

- Schedule of Reconciliation of Retained Earnings Available for Dividend Declaration of the Parent Company for the year ended December 31, 2022
- Schedules Required by Annex 68-J of the Revised Securities Regulation Code Rule 68, as at December 31, 2022
- Map of Conglomerate as at December 31, 2022

The supplementary schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. The supplementary schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and in our opinion, the financial data required to be set forth therein are fairly stated, in all material respects, in relation to the basic consolidated financial statements taken as a whole.

REYES TACANDONG & CO.

Arthur Vinson Ong

ARTHUR VINSON U. ONG
Partner
CPA Certificate No. 120745
Tax Identification No. 253-222-555-000
BOA Accreditation No. 4782; Valid until April 13, 2024
SEC Accreditation No. 120745-SEC Group A
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Valid until June 4, 2026
PTR No. 9564572
Issued January 3, 2023, Makati City

June 21, 2023
Makati City, Metro Manila

TKC METALS CORPORATION AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION OF THE PARENT COMPANY

DECEMBER 31, 2022

Deficit, as adjusted to available for dividend distribution, beginning of the year	(₱2,438,769,246)
Net loss during the year closed to deficit	(1,114,855,297)
Less: Non-actual/unrealized income net of tax	
Accretion of interest on long-term loan receivable	(5,666,188)
Unrealized foreign exchange gain - net (except those attributable to cash and cash equivalents)	(35,523,650)
Deficit, end of the year available for dividend declaration	(₱3,594,814,381)

RECONCILIATION

Deficit, end of year, as shown in the separate financial statements	(₱3,503,649,771)
Less: Cumulative unrealized foreign exchange gain - net (except those attributable to cash and cash equivalents), end	(63,205,099)
Cumulative accretion of interest on long-term loan receivable, end	(27,959,511)
Deficit, end of the year available for dividend declaration	(₱3,594,814,381)

TKC METALS CORPORATION AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULES AS REQUIRED BY PART II of REVISED SRC RULE 68
DECEMBER 31, 2022

Table of Contents

**There are no financial assets measured at fair value through profit or loss, fair value through other comprehensive income and held-to-maturity investments.*

***There are no amounts to whom the aggregate indebtedness is ₱1,000,000 or 1% of total assets. In addition, the advances were made to the employees to carry out the ordinary course of business.*

****The Group does not have long-term debts.*

***** Total noncurrent indebtedness to related parties does not exceed five percent (5%) of total assets.*

****** No guarantees of securities of other issuers.*

TKC METALS CORPORATION AND SUBSIDIARIES

SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

			Deductions			*Ending Balance*		
Name and designation of debtor	***Balance at beginnning of year***	***Additions***	***Amounts collected***	***Amounts written off***	***Other changes Additions (Deductions)***	***Current***	***Not current***	***Balance at end of year***
Treasure Steelworks Corporation – Subsidiary								
Trade receivables	₱2,176,670	₱–	₱–	₱–	₱–	₱2,176,670	₱–	₱2,176,670
Due from related parties	2,507,678,225	56,241,886	70,000	–	–	2,563,850,111	–	2,563,850,111
Billions Steel International Limited – Subsidiary								
Due from related parties (including long-term loan receivable)	328,639,335	–	–	–	(328,639,335)	–	–	–
Campanilla Mineral Resources, Inc. – Subsidiary								
Due from related parties	2,081,157	74,437	–	–	–	2,155,594	–	2,155,594
	₱2,840,575,387	₱56,316,323	₱70,000	₱–	(₱328,639,335)	₱2,568,182,375	₱–	₱2,568,182,375

TKC METALS CORPORATION AND SUBSIDIARIES

SCHEDULE G – CAPITAL STOCK

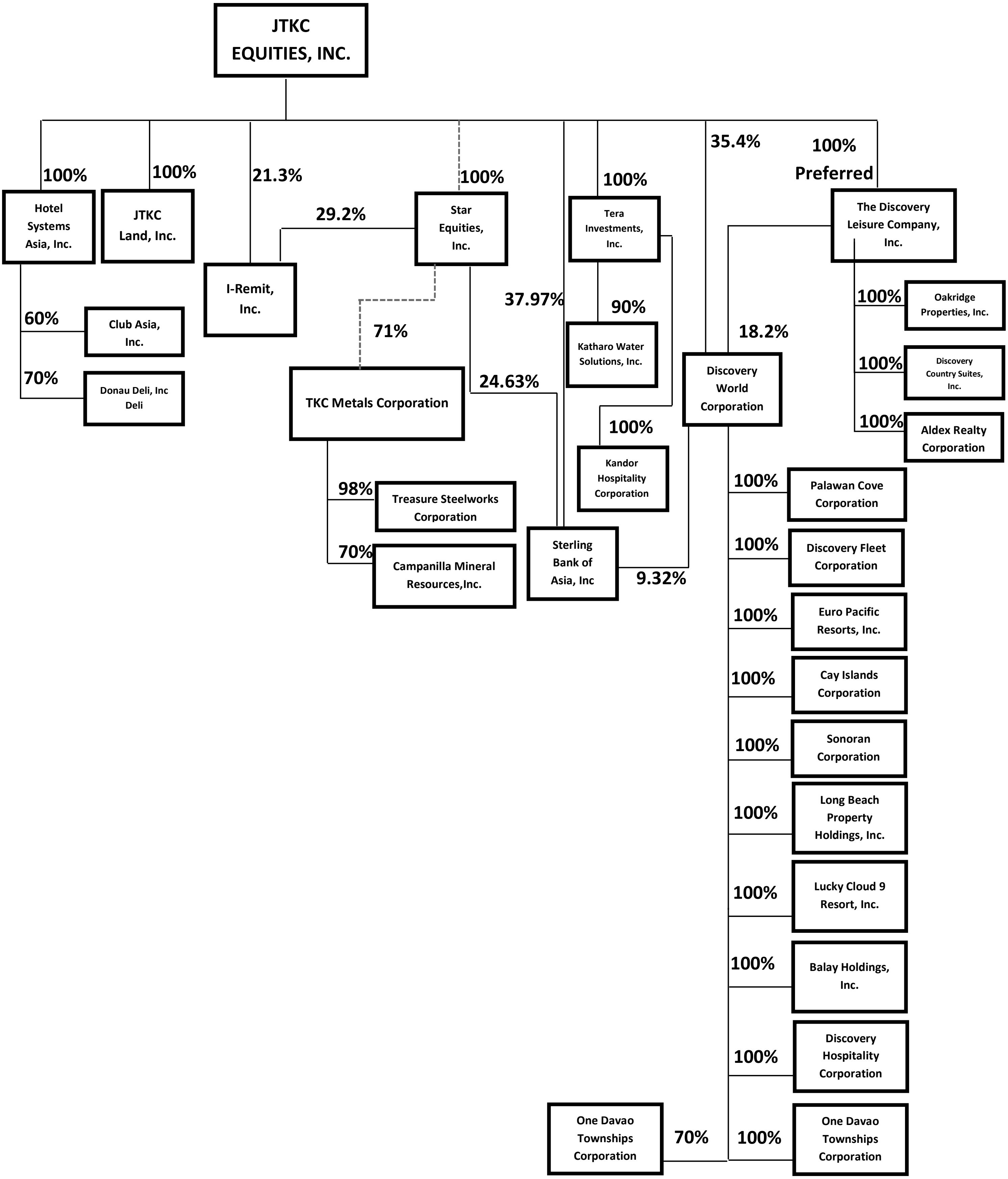
DECEMBER 31, 2022

				Number of shares held by		
Title of Issue	*Number of shares authorized*	*Number of shares issued and outstanding as shown under the related statement of financial position caption*	*Number of shares reserved for options,warrants, conversion and other rights*	*Related parties*	*Directors, officers and employees*	*Others*
Common stock - ₱1 par value	1,000,000,000	940,000,000	–	667,000,598	4	272,999,398

TKC METALS CORPORATION AND SUBSIDIARIES

CONGLOMERATE MAP

DECEMBER 31, 2022



TKC METALS
Strength in vision

"STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS"

The Management of TKC Metals Corporation and Subsidiaries (the Group) is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2022 and 2021, 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 in 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 auditor appointed by the stockholders, has audited the consolidated financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

Signature: ______________________
BEN C. TIU
Chairman/Chief Executive Officer
PP-EZ3799702

Signature: ______________________
IGNATIUS F. YENKO
Vice-Chairman
PP-P0405937B

Signature: ______________________
EFREN A. REALEZA JR.
Chief Financial Officer
PP-P4832475B

Signed this JUL 05 2023 day of ______ 2023

SUBSCRIBED AND SWORN TO BEFORE ME THIS JUL 05 2023 AFFIANT EXHIBITING TO ME HIS/HER ______ NO. ______ VALID UNTIL ______

2nd Floor Unit 201, W Tower Condominium,
39th St., Bonifacio Global City
Taguig City, Philippines 1634
Tel No.: (02) 864-0734; 864-0736; 840-4335
Fax No.: (02) 893-3702

ATTY. CONCEPCION P. VILLAREÑA
Notary Public for Quezon City
Until December 31, 2023
PTR No. 3715375 / January 3, 2023 Q.C
IBP No. 167803 / December 23, 2021 Q.C
Roll No. 30467 / 05-09-1980
MCLE VII-0006994 / 09-21-2021
ADM. MATTER No. NP-005 (2022-2023)
TIN NO. 131-942-754

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Page No. 92
Book No. VIII
Series of 2023

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

A 1 9 9 6 – 1 0 6 2 0

COMPANY NAME

TKC METALS CORPORATION

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

Unit B1-A/C, 2nd Floor, Building B, Karrivin Plaza, 2316 Chino Roces Avenue Extension, Makati City

Form Type	Department requiring the report	Secondary License Type, If Applicable
AASFS	CRMD	N/A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
earealeza@yahoo.com	8864-0734/8840-4335	0928-524-7168

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
42	Last Friday of July	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Efren A. Realeza Jr.	earealeza@yahoo.com	8864-0734/8840-4335	0928-524-7168

CONTACT PERSON'S ADDRESS

2nd Floor W Tower Condominium 39th St., North Bonifacio Triangle, Bonifacio Global City, Taguig

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
TKC Metals Corporation
Unit B1-A/C, 2nd Floor
Building B, Karrivin Plaza
2316 Chino Roces Avenue Extension
Makati City

Opinion

We have audited the accompanying separate financial statements of TKC Metals Corporation (the Company), which comprise the separate statements of financial position as at December 31, 2022 and 2021, and the separate statements of comprehensive income, separate statements of changes in equity and separate statements of cash flows for the years ended December 31, 2022, 2021 and 2020, and notes to separate financial statements, including a summary of significant accounting policies.

In our opinion, the separate financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years ended December 31, 2022, 2021 and 2020 in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). 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.

Material Uncertainty Related to Going Concern

Because of the continuing losses of ZhangZhou Stronghold Steel Works Co. Ltd. (ZZ Stronghold), the operating steel subsidiary of Billions Steel International Limited (Billions), due to low production and sales volume in China, the Parent Company sold all of its interest in Billions on June 20, 2022. Moreover, on December 29, 2022, the Board of Directors approved to dispose Treasure Steelworks Corporation (Treasure) and Campanilla Mineral Resources, Inc. (Campanilla), its remaining subsidiaries. Treasure has ceased operations since 2013, while Campanilla has not commenced operations as at December 31, 2022.

Additionally, the deficit of the Company amounted to ₱3,503.6 million and ₱2,388.8 million as at December 31, 2022 and 2021, respectively.

These events or conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

As further discussed in Note 1, the Company has an ongoing negotiation with an investor group for business ventures mainly in the field of information technology and broadband internet. Moreover, the stockholders and all related parties of the Company, have continued to provide financial support to sustain the Company's operations and meet its maturing obligations.

Accordingly, the Company continues to prepare its separate financial statements using the going concern basis of accounting. Our opinion is not modified with respect to this matter.

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 PFRS, 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.

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 PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

As part of an audit in accordance with PSA, 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.

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 audits.

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

REYES TACANDONG & CO.

Arthur Vinson Ong

ARTHUR VINSON U. ONG
Partner
CPA Certificate No. 120745
Tax Identification No. 253-222-555-000
BOA Accreditation No. 4782; Valid until April 13, 2024
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TKC METALS CORPORATION

SEPARATE STATEMENTS OF FINANCIAL POSITION

	Note	December 31 **2022**	2021
ASSETS			
Current Assets			
Cash	4	**₱7,741,165**	₱268,465
Trade and other receivables	5	**1,670,788,239**	51,349,708
Due from related parties	13	**330,711,200**	1,177,523,569
Refundable deposits	21	**2,259,645**	2,229,258
Loan receivable	9	**–**	146,361,132
Other current assets	7	**–**	10,261,497
Total Current Assets		**2,011,500,249**	1,387,993,629
Noncurrent Assets			
Property and equipment	10	**2,034,172**	6,845,243
Investment in subsidiaries	8	**–**	1,741,825,926
Total Noncurrent Assets		**2,034,172**	1,748,671,169
		₱2,013,534,421	₱3,136,664,798
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other payables	11	**₱35,964,185**	₱44,957,905
Loans payable	12	**97,377,719**	168,998,657
Lease liability	21	**–**	4,000,957
Due to related parties	13	**938,850,465**	871,653,641
Total Current Liabilities		**1,072,192,369**	1,089,611,160
Noncurrent Liabilities			
Retirement liability	14	**6,795,124**	3,458,615
Deferred tax liabilities	20	**15,801,737**	7,851,605
Total Noncurrent Liabilities		**22,596,861**	11,310,220
Total Liabilities		**1,094,789,230**	1,100,921,380
Equity			
Capital stock	15	**940,000,000**	940,000,000
Deposits for future subscriptions	15	**1,500,000,000**	1,500,000,000
Additional paid-in capital		**1,983,047,906**	1,983,047,906
Cumulative remeasurement gains (losses) on retirement liability	14	**(652,944)**	1,489,986
Deficit		**(3,503,649,771)**	(2,388,794,474)
Total Equity		**918,745,191**	2,035,743,418
		₱2,013,534,421	₱3,136,664,798

See accompanying Notes to Separate Financial Statements.

TKC METALS CORPORATION

SEPARATE STATEMENTS OF COMPREHENSIVE INCOME

		Years Ended December 31		
	Note	**2022**	2021	2020
GENERAL AND ADMINISTRATIVE EXPENSES	16	**(₱35,800,081)**	(₱17,362,012)	(₱28,293,866)
PROVISION FOR EXPECTED CREDIT LOSSES (ECL) ON:				
Due from related parties	13	**(1,051,491,689)**	(83,978)	(52,278,824)
Trade and other receivables	5	**(41,993,553)**	–	(4,260,184)
NET UNREALIZED FOREIGN EXCHANGE GAIN (LOSS)	17	**35,525,498**	17,666,172	(16,863,930)
PROVISION FOR IMPAIRMENT ON:				
Creditable withholding taxes (CWT)	7	**(10,249,661)**	–	–
Input value-added tax (VAT)	3	**(1,417,568)**	(14,751,711)	–
Investment in subsidiaries	8	**–**	–	(2,500,000)
INTEREST EXPENSE	12	**(7,773,301)**	(8,187,809)	(12,509,884)
OTHER INCOME - Net	18	**6,803,688**	5,317,346	5,578,960
LOSS BEFORE INCOME TAX		**(1,106,396,667)**	(17,401,992)	(111,127,728)
PROVISION FOR (BENEFIT FROM) INCOME TAX	20			
Current		**11,836**	–	–
Deferred		**8,446,794**	3,894,401	(5,240,923)
		8,458,630	3,894,401	(5,240,923)
NET LOSS		**(1,114,855,297)**	(21,296,393)	(105,886,805)
OTHER COMPREHENSIVE INCOME	14			
Item not to be reclassified to profit or loss:				
Remeasurement loss on retirement liability, net of deferred tax		**(2,142,930)**	–	–
Effect of changes in income tax rates		**–**	99,332	–
		(2,142,930)	99,332	–
TOTAL COMPREHENSIVE LOSS		**(₱1,116,998,227)**	(₱21,197,061)	(₱105,886,805)

See accompanying Notes to Separate Financial Statements.

TKC METALS CORPORATION

SEPARATE STATEMENTS OF CHANGES IN EQUITY

	Note	Years Ended December 31 2022	2021	2020
CAPITAL STOCK - ₱1 par value	15			
Authorized - 1,000,000,000 shares				
Issued and outstanding - 940,000,000 shares		**₱940,000,000**	₱940,000,000	₱940,000,000
DEPOSITS FOR FUTURE SUBSCRIPTIONS	15	**1,500,000,000**	1,500,000,000	1,500,000,000
ADDITIONAL PAID-IN CAPITAL		**1,983,047,906**	1,983,047,906	1,983,047,906
DEFICIT				
Balance at beginning of year		**(2,388,794,474)**	(2,367,498,081)	(2,261,611,276)
Net loss		**(1,114,855,297)**	(21,296,393)	(105,886,805)
Balance at end of year		**(3,503,649,771)**	(2,388,794,474)	(2,367,498,081)
CUMULATIVE REMEASUREMENT GAINS (LOSSES) ON RETIREMENT LIABILITY	14			
Balance at beginning of year		**1,489,986**	1,390,654	1,390,654
Remeasurement loss on retirement liability, net of deferred tax		**(2,142,930)**	–	–
Effect of changes in income tax rates		**–**	99,332	–
Balance at end of year		**(652,944)**	1,489,986	1,390,654
		₱918,745,191	₱2,035,743,418	₱2,056,940,479

See accompanying Notes to Separate Financial Statements.

TKC METALS CORPORATION

SEPARATE STATEMENTS OF CASH FLOWS

	Note	**2022**	2021	2020
		Years Ended December 31		
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before income tax		**(₱1,106,396,667)**	(₱17,401,992)	(₱111,127,728)
Adjustments for:				
Provision for ECL on:				
Due from related parties	13	**1,051,491,689**	83,978	52,278,824
Trade receivables	5	**41,993,553**	–	4,260,184
Net unrealized foreign exchange loss (gain)	17	**(35,525,498)**	(17,666,172)	16,863,930
Provision for impairment on:				
CWT	7	**10,249,661**	–	–
Input VAT		**1,417,568**	14,751,711	–
Investment in subsidiaries	8	**–**	–	2,500,000
Interest expense	12	**7,773,301**	8,187,809	12,509,884
Depreciation and amortization	10	**6,119,331**	8,429,780	8,314,484
Interest income	18	**(5,920,237)**	(5,749,322)	(5,578,960)
Retirement expense	14	**696,917**	338,663	325,574
Loss on sale of property and equipment	18	**296,340**	–	–
Loss on inventory write-down	6	**–**	431,976	–
Operating loss before working capital changes		**(27,804,042)**	(8,593,569)	(19,653,808)
Decrease (increase) in:				
Trade and other receivables		**(63,886,485)**	96,189	(5,186,259)
Input VAT		**(1,417,568)**	(563,772)	(1,086,817)
Refundable deposits		**(30,387)**	–	–
Increase (decrease) in trade and other payables		**(8,019,527)**	8,750,601	(2,434,600)
Net cash used for operations		**(101,158,009)**	(310,551)	(28,361,484)
Interest received		**254,049**	2,451	24,610
Net cash used in operating activities		**(100,903,960)**	(308,100)	(28,336,874)
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from disposal of investment in a subsidiary	8	**500,110,000**	–	–
Additional due from related parties	13	**(387,027,523)**	(83,978)	(12,435,512)
Acquisition of property and equipment	10	**(2,204,600)**	(29,910)	(1,629,710)
Proceeds from sale of property and equipment	10	**600,000**	–	–
Collection of due from related parties		**70,000**	1,350,000	–
Net cash provided by (used in) investing activities		**111,547,877**	1,236,112	(14,065,222)
CASH FLOWS FROM FINANCING ACTIVITIES	12			
Proceeds from due to related parties		**81,196,324**	14,252,285	58,951,419
Payments for:				
Loans payable		**(71,620,938)**	–	–
Interest		**(8,686,256)**	(10,398,024)	(7,125,105)
Lease liability		**(4,062,195)**	(8,617,427)	(8,207,073)
Due to related parties		**–**	–	(877,026)
Net cash provided by (used in) financing activities		**(3,173,065)**	(4,763,166)	42,742,215

(Forward)

	Note	Years Ended December 31 2022	2021	2020
EFFECT OF CHANGES IN FOREIGN EXCHANGE RATES ON CASH		**₱1,848**	₱3,766	(₱87,442)
NET INCREASE (DECREASE) IN CASH		**7,472,700**	(3,831,388)	252,677
CASH AT BEGINNING OF YEAR		**268,465**	4,099,853	3,847,176
CASH AT END OF YEAR		**₱7,741,165**	₱268,465	₱4,099,853
NONCASH FINANCIAL INFORMATION				
Uncollected portion of proceeds from disposal of investment in a subsidiary		**₱1,241,715,926**	₱–	₱–
Reclassification to nontrade receivable from a third party from:	13			
Due from related parties		**201,470,295**	–	–
Loan receivable		**168,358,878**	–	–
Due to related parties		**13,999,500**	–	–

See accompanying Notes to Separate Financial Statements.

TKC METALS CORPORATION

NOTES TO SEPARATE FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2022 AND 2021
AND FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020

1. **Corporate Information**

General Information

TKC Metals Corporation (the Company or TKC) was organized and registered with the Philippine Securities and Exchange Commission (SEC) on November 28, 1996. TKC's shares of stock were listed for trading in the Philippine Stock Exchange (PSE) on July 20, 2001. The Company is primarily a holding company and is engaged in marketing and selling of purlins and galvanized iron sheets.

The following are the subsidiaries of the Company:

Name of Subsidiaries	Country of Incorporation	Nature of Business	Percentage of Ownership 2022	2021	2020
Billions Steel International Limited (Billions)	Hong Kong	Investment holdings	–	100%	100%
Zhangzhou Stronghold Steel Works Co. Ltd. (ZZ Stronghold)*	People's Republic of China or PRC	Manufacture of steel pipes	–	91%	91%
Treasure Steelworks Corporation (Treasure)	Philippines	Manufacture of steel products	**98%**	98%	98%
Campanilla Mineral Resources, Inc. (Campanilla)**	Philippines	Mineral production	**70%**	70%	70%

**Through Billions*
***Has not yet started commercial operations as at December 31, 2022*

TKC and its subsidiaries are collectively referred to as "the Group."

Star Equities, Inc. (SEI) owns 71% of the Company. The ultimate parent company of TKC is JTKC Equities, Inc. (JEI). SEI and JEI are both holding companies and were incorporated in the Philippines.

On December 21, 2018, the Company applied for the amendment of its Articles of Incorporation (AOI) for the change of the principal office address. The application for the amendment of its AOI for the change of the principal address is still for approval of the SEC as of the date of this report.

The principal office address of the Company is Unit B1-A/C, 2nd Floor, Building B, Karrivin Plaza, 2316 Chino Roces Avenue Extension, Makati City.

The principal place of business of the Company is 2nd Floor W Tower Condominium 39th St., North Bonifacio Triangle, Bonifacio Global City, Taguig City.

Increase in Capital

In 2018, a stockholder assigned ₱1,500.0 million of his advances to Treasure to foreign investors who, in turn, reassigned these advances to the Company and applied the advances against their subscriptions to the Company's increase in authorized capital stock.

The increase in authorized capital of the Company from ₱1,000.0 million, divided into 1,000.0 million shares at ₱1 par value a share, to ₱3,000.0 million, divided into 3,000.0 million shares at ₱1 par value a share, were approved by the Board of Directors (BOD) and the stockholders on September 3, 2018 and October 25, 2018, respectively.

Of the increase in authorized capital stock of ₱2,000.0 million, divided into 2,000.0 million shares at ₱1 par value a share, 750.0 million shares, were subscribed by foreign investors for ₱1,500.0 million against their assigned advances.

The Company filed the application for the approval of the proposed increase in authorized capital stock with the SEC on December 21, 2018. The Company has filed a request for reconsideration when the SEC considered the debt to equity conversion not an acceptable payment for the issuance of the shares of stock. The SEC did not act on the request. To break the impasse, the BOD of JEI approved to subscribe to the increase and pay for the subscription in cash on May 20, 2022, in substitution of the original subscribers who agreed to subscribe through conversion of their advances into equity. On the same day, the BOD of the Company approved the substitution of the subscribers and mode of subscription.

On May 31, 2022, the Company received cash amounting to ₱1,500.0 million from JEI for its subscription in substitution of the original subscription of the foreign investors.

Accordingly, on June 8, 2022, the Company refiled the application of the increase in authorized capital stock with the SEC to reflect the substitution of the subscribers including the payment made by JEI through cash. The application for the increase in authorized capital stock is still for approval of the SEC as of the date of this report.

Status of Operations

Because of the continuing losses of ZZ Stronghold, the operating steel subsidiary of Billions, due to low production and sales volume in China, the Company sold all of its interest in Billions at cost amounting to ₱1,741.8 million on June 20, 2022. On December 29, 2022, the BOD approved to dispose Treasure and Campanilla, its remaining subsidiaries. Treasure has ceased operations since 2013, while Campanilla has not commenced operations as at December 31, 2022.

Additionally, the deficit of the Company amounted to ₱3,503.6 million and ₱2,388.8 million as at December 31, 2022 and 2021, respectively.

These events or conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

The Company is currently undergoing business reorganization and realignment of business opportunities. On December 27, 2022, the BOD approved a resolution to enter into a business venture with an investor group mainly in the field of information technology services and broadband internet.

Moreover, the stockholders and all related parties of the Company have continued to provide financial support to sustain the Company's operations and meet its maturing obligations. Due to related parties aggregated ₱938.9 million as at December 31, 2022. With the pending disposal of Treasure, the subsidiary with the more substantial assets, the Company, as discussed in Note 8 to the separate financial statements, have reviewed the recoverability of the significant nonfinancial assets of Treasure. Treasure recognized loss on inventory write-down and impairment loss on CWT amounting to ₱147.4 million and ₱58.2 million, respectively. No impairment loss on Treasure's property, plant and equipment was recognized in 2022.

The accompanying separate financial statements have been prepared using the going concern basis of accounting.

Approval of Separate Financial Statements

The separate financial statements of the Company as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020 were authorized and approved for issuance by the BOD on June 21, 2023, as reviewed and recommended for approval by the Audit Committee on the same date.

2. Summary of Significant Accounting Policies

Basis of Preparation and Statement of Compliance

The separate financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) issued by the Philippine Financial and Sustainability Reporting Standards Council (formerly Financial Reporting Standards Council) and adopted by the SEC, including SEC pronouncements. This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC) and SEC provisions.

The Company also prepares and issues consolidated financial statements for the same years in accordance with PFRS. In the consolidated financial statements, subsidiary undertakings have been fully consolidated. Users of the separate financial statements should read them together with the consolidated financial statements in order to obtain full information on the consolidated statements of financial position, financial performance and cash flows of the Group. The consolidated financial statements are available for public use and may be obtained at the Company's registered office address and at the SEC and PSE.

The significant accounting policies that have been used in the preparation of the separate financial statements have been consistently applied to all the years presented, unless otherwise stated.

Measurement Bases

The separate financial statements are presented in Philippine Peso (PHP), the Company's functional and presentation currency. All values represent absolute amounts except when otherwise stated.

The separate financial statements of the Company have been prepared on the historical cost basis of accounting. Historical cost is generally based on the fair value of the consideration given in exchange for an asset or consideration paid in exchange for the incurrence of 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 valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

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

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

Further information about the assumptions made in measuring fair value is included in Note 23 to the separate financial statements.

Adoption of Amended PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amended PFRS:

- Amendments to PAS 16, Property, Plant and Equipment - Proceeds Before Intended Use – The amendments prohibit deducting from the cost of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for its intended use. Instead, the proceeds and related costs from such items shall be recognized in profit or loss. There is no transition relief for first-time adopters.

- Amendments to PAS 37, Onerous Contracts - Cost of Fulfilling a Contract – The amendments specify which costs shall be included when assessing whether a contract is onerous or loss-making. The ‘costs of fulfilling’ a contract comprise the ‘costs that relate directly to the contract’. These costs can either be incremental (e.g., the costs of direct labor and materials) or can be an allocation of costs directly related to fulfilling a contract (e.g., depreciation of fixed assets). At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other component of equity, as applicable. Accordingly, the comparatives are not restated.

- Annual Improvements to PFRS 2018 to 2020 Cycle -

  - Amendment to PFRS 9, *Financial Instruments - Fees in the '10 per cent' Test for Derecognition of Financial Liabilities* – The amendment clarifies which fees an entity shall include when it applies the '10 per cent' test in assessing whether to derecognize a financial liability (i.e. whether the terms of a new or modified financial liability is substantially different from the terms of the original financial liability). These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other's behalf. The amendment applies to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applied the amendment.

The adoption of the amended PFRS did not materially affect the separate financial statements of the Company. Additional disclosures were included in the separate financial statements, as applicable.

Amended PFRS Issued But Not Yet Effective

Relevant amended PFRS, which are not yet effective and have not been applied in preparing the separate financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2023:

- Amendments to PAS 1, Presentation of Financial Statements, and PFRS Practice Statement 2, Making Materiality Judgments - Disclosure Initiative - Accounting Policies – The amendments require an entity to disclose its material accounting policies, instead of its significant accounting policies and provide guidance on how an entity applies the concept of materiality in making decisions about accounting policy disclosures. In assessing the materiality of accounting policy information, entities need to consider both the size of the transactions, other events or conditions and its nature. The amendments clarify (1) that accounting policy information may be material because of its nature, even if the related amounts are immaterial, (2) that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements, and (3) if an entity discloses immaterial accounting policy information, such information should not obscure material accounting policy information. In addition, PFRS Practice Statement 2 is amended by adding guidance and examples to explain and demonstrate the application of the 'four-step materiality process' to accounting policy information. The amendments should be applied prospectively. Earlier application is permitted.

- Amendments to PAS 8, Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Accounting Estimates – The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies, and the correction of errors. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". An entity develops an accounting estimate if an accounting policy requires an item in the financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not a correction of an error, and that the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. A change in an accounting estimate may affect only the profit or loss in the current period, or the profit or loss of both the current and future periods. Earlier application is permitted.

- Amendments to PAS 12, Income Taxes - Deferred Tax Related Assets and Liabilities from a Single Transaction – The amendments require companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendments should be applied on a modified retrospective basis. Earlier application is permitted.

Effective for annual periods beginning on or after January 1, 2024:

- Amendments to PAS 1, Presentation of Financial Statements - Classification of Liabilities as Current or Noncurrent – The amendments clarify the requirements for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendments also specify and clarify the following: (i) an entity's right to defer settlement must exist at the end of the reporting period, (ii) the classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement, (iii) how lending conditions affect classification, and (iv) requirements for classifying liabilities where an entity will or may settle by issuing its own equity instruments. The amendments must be applied retrospectively. Earlier application is permitted. If applied in earlier period, the Company shall also apply Amendments to PAS 1 - Noncurrent Liabilities with Covenants for that period.

Under prevailing circumstances, the adoption of the foregoing amended PFRS is not expected to have any material effect on the separate financial statements of the Company. Additional disclosures will be included in the separate financial statements, as applicable.

Financial Assets and Liabilities

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" Differences. 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.

Financial Assets

Classification. 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 fair value through other comprehensive income (FVOCI).

As at December 31, 2022 and 2021, the Company does not have financial assets at FVPL and financial assets at FVOCI.

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, 2022 and 2021, the Company's cash, trade and other receivables (excluding advances to employees), due from related parties, refundable deposits and loan receivable are classified under this category.

Financial Liabilities

Classification. The Company classifies its financial liabilities 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, 2022 and 2021, the Company does not have financial liabilities at FVPL.

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. Financial liabilities at amortized cost are included under current liabilities if maturity is within 12 months from reporting date. Otherwise, these are classified as noncurrent liabilities.

As at December 31, 2022 and 2021, the Company's trade and other payables (excluding statutory payables), loan payable, lease liability and due to related parties are classified under this category.

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 (OCI).

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.

Impairment of Financial Assets at Amortized Cost

The Company records an allowance for expected credit loss (ECL) on its financial assets measured at amortized cost 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.

Trade Receivables and Due from Related Parties. For trade receivables and due from related parties the Company has applied the simplified approach in measuring ECL.

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 forecasted direction of conditions at the reporting date, including time value of money where appropriate.

Other Financial Instruments Measured at Amortized Cost. For these instruments, 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 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.

Classification of Financial Instrument 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.

Otherwise, a financial instrument is classified as equity.

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 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 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 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 pay.

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 profit or loss.

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 profit or loss.

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.

Advances to Employees
Advances to employees represent advances which are subject to liquidation. These are carried at face amount in the separate statement of financial position and are recognized to the corresponding expense account upon liquidation.

Inventories
Inventories are valued at lower of cost and net realizable value (NRV). Cost is determined using the first-in-first-out method. The cost of finished goods comprises of raw materials, direct labor and related production overheads (based on normal operating capacity). Cost of raw materials includes purchase price and other taxes that are not subsequently recoverable from taxing authorities. The NRV of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. In determining the net realizable value, the Company considers any adjustment necessary for obsolescence. These are recognized in profit or loss when the related goods are sold.

Other Current Assets
Other current assets include creditable withholding tax (CWT) and advances to suppliers.

CWT. CWT represents the amount withheld by the Company's customers in relation to its income. CWT can be carried forward to the succeeding year when in excess of income tax payable and utilized as payment for income taxes provided that these are properly supported with certificates of creditable tax withheld at source. CWT is stated at face amount less any impairment in value.

Advances to Suppliers. Advances to suppliers are amounts paid in advance for accreditation application, and purchase of scrap and raw materials. These are initially recognized at the amount of cash paid and subsequently measured at cost less any impairment in value. These are reclassed to the corresponding asset account when the goods or services for which the advances were made are received.

Property and Equipment
Property and equipment are stated at cost less accumulated depreciation, amortization and any impairment in value.

The initial cost of property and equipment comprises its purchase price, including import duties, nonrefundable purchase taxes after deducting trade discounts and rebates and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditures incurred after the property and equipment have been put into operation, such as repairs, maintenance and overhaul costs, are normally recognized in profit or loss in the year 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 additional costs of property and equipment.

Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the property and equipment:

	Number of Years
Leasehold improvement	3 or term of the lease, whichever is shorter
Office equipment	3
Furniture and fixtures	5
Transportation equipment	5

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

Fully depreciated and amortized assets are retained in the accounts until these are no longer in use and no further charge for depreciation and amortization is made in respect of these assets.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation and amortization are removed from the accounts. Any resulting gain or loss is recognized in profit or loss.

Investment in Subsidiaries
The Company's investment in subsidiaries is carried at cost less any impairment loss. Cost is the purchase price plus any incidental costs relating to the acquisition of the investment. A subsidiary is an entity that is controlled by another entity known as the parent. Control is when the investor is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to offset those returns through its power over the subsidiary.

Input VAT
Expenses and assets are recognized net of the amount of VAT except for receivables that are stated with the amount of VAT included. Input VAT is stated at face amount less impairment in value, if any. The Company classifies input VAT as current when it is expected to be realized within 12 months from the reporting period. Otherwise, this is classified as noncurrent asset.

Impairment of Nonfinancial Assets

The nonfinancial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If any such indication exists and where the carrying amount exceeds its estimated recoverable amounts, the asset or cash-generating unit is written down to its recoverable amount. The estimated recoverable amount of the asset is the higher of an asset's fair value less costs to sell or value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss in the period incurred.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. 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 charge is adjusted in future years to allocate the asset's revised carrying amount, on a systematic basis over its remaining useful life.

Equity

Capital Stock and Additional Paid-in Capital. Capital stock is measured at par value for all shares issued. Proceeds and/or fair value of considerations received in excess of par value, if any, are recognized as additional paid-in capital. Incremental costs incurred directly attributable to the issuance of new shares are recognized in equity as deduction from proceeds, net of tax.

Deposits for Future Subscriptions. Deposit for future stock subscription represent funds received from existing or potential stockholders to be applied as payment for future issuance of capital stock. Deposit for future stock subscription are recognized as equity if an only if, all of the following elements set forth by the SEC are present as at end of the reporting period:

- The unissued authorized capital stock of the entity is insufficient to cover the amount of shares indicated in the contract;
- There is BOD approval on the proposed increase in the authorized capital stock;
- There is stockholders' approval of said proposed increase; and
- The application for the approval of the proposed increase has been presented for filing or has been filed with the SEC.

If any or all of the foregoing elements are not present, the transaction should be recognized as a liability.

OCI. OCI comprises of items of income and expense that are not recognized in profit or loss in accordance with PFRS. OCI of the Company pertains to cumulative remeasurement gains and losses on retirement liability, net of deferred tax.

Deficit. Deficit represents the cumulative balance of net losses.

Revenue Recognition

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 Company perform its obligations; (b) the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

The Company also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Company 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.

Interest Income. Interest income is recognized in profit or loss as it accrues, net of final tax. Interest income includes the amortization of any discount or premium or other differences between the initial carrying amount of a noninterest-bearing instrument and its amount at maturity calculated on an effective interest rate basis.

Other Income. Income from other sources is recognized when earned during the period.

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 of a liability has arisen that can be measured reliably.

General and Administrative Expenses. General and administrative expenses constitute cost of administering the business. These are expensed as incurred.

Interest Expense. Interest expense is recognized in profit or loss using the effective interest method.

Leases

A contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset for a period of time, the Company assesses whether, throughout the period of use, the customers has both of the following:

- The right to obtain substantially all of the economic benefits from use of the identified asset; and
- The right to direct the use of the identified asset.

If the Company 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 Company also assesses whether a contract contains a lease for each potential separate lease component.

Company as a Lessee. At the commencement date, the Company recognizes right-of-use (ROU) asset and a lease liability 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 Company measures the ROU assets at cost. The cost comprises:

- The amount of the initial measurement of lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs incurred by the Company; and
- An estimation of costs to be incurred by the Company in dismantling and removing the underlying asset, when applicable.

The ROU assets is recognized under the same basis with property and equipment 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 liability.

The ROU assets is amortized over the lease term of the underlying asset of 3 years using the straight-line method. ROU assets is presented as part of "Property and equipment" account in separate statement of financial position.

Lease Liabilities. At commencement date, the Company measures lease liabilities 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 Company uses its incremental borrowing rate.

Lease payments included in the measurement of a lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonable certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonable 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.

Employee Benefits

Short-term Benefits. The Company provides short-term benefits to its employees in the form of basic pay, 13th month pay, bonuses, employer's share on government contribution, and other short-term benefits. Short-term employee benefit liabilities are measured on an undiscounted basis and are expensed as the related service is provided.

Retirement Benefits. The Company has an unfunded, noncontributory retirement plan covering all its 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 Company recognizes current service costs, and interest expense in profit or loss.

Interest on retirement liability is the change during the period in the retirement liability that arises from the passage of time which is determined by applying the discount rate based on government bonds to the retirement liability. Interest is calculated by applying the discount rate to the defined benefit liability.

Remeasurement comprising actuarial gains and losses are immediately recognized in the period in which they arise. Remeasurements are directly recognized in OCI and are not reclassified to profit or loss in subsequent periods.

The present value of the defined benefit liability is determined by discounting the estimated future cash outflows using interest rate on government bonds that have terms to maturity approximating the terms of the related retirement liability.

Actuarial valuations are made with sufficient regularity so that the amounts recognized in the separate financial statements do not differ materially from the amounts that would be determined at the reporting date.

Income Taxes

Current Tax. Current tax is the expected tax payable on the taxable income for the year, using tax rate enacted or substantively enacted 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 carry forward benefits of the net operating loss carryover (NOLCO) and excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT), to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, NOLCO and excess 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 future taxable profit will be available to allow all or part of the deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rate 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) in effect at the reporting date.

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

Foreign Currency-Denominated Transactions

The Company determines its own functional currency and items included in the separate financial statements are measured using that functional currency. Transactions in foreign currencies are initially recorded in the functional currency rate at the transaction date.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the reporting date. All differences are taken to and presented as “net unrealized foreign exchange gain (loss)” in the separate statement of comprehensive income. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Related Parties

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting entity, or between, and/or among the reporting entity and its key management personnel, directors or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely to the legal form. Related party transactions consist of transfers of resources, services or obligations between the Company and its related parties.

Related party transactions are considered material and/or significant if (i) these transactions amount to 10% or higher of the Company’s total assets or, (ii) there are several transactions or a series of transactions over a 12-month period with the same related party amounting to 10% or higher of the Company’s total assets. Details of transactions entered into by the Company with related parties are reviewed by the Risk and Audit Committee and the BOD in accordance with the Company's related party transactions policies.

Provisions and Contingencies

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Provisions are reviewed at the end of each reporting year and adjusted to reflect the current best estimate.

Contingent liabilities are not recognized in the separate statement of financial position. These are disclosed in the notes to separate financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the separate financial statements but 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 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.

3. Significant Judgment, Accounting Estimates and Assumptions

The preparation of the Company's separate financial statements in accordance with PFRS requires management to make judgment, accounting estimates and assumptions that affect the application of accounting policies and the amounts of assets, liabilities, income and expenses reported in the separate financial statements at the reporting date. The judgment and accounting estimates and assumptions used in the separate financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the separate financial statements. 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. Such estimates will be adjusted accordingly when the results become determinable.

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

The following are the significant judgment, accounting estimates and assumptions made by the Company:

Assessing the Ability of the Company to Continue as Going Concern. Because of the continuing losses of ZZ Stronghold, the operating steel subsidiary of Billions, due to low production and sales volume in China, the Company sold all of its interest in Billions at cost amounting to ₱1,741.8 million on June 20, 2022. On December 29, 2022, the BOD approved to dispose of Treasure and Campanilla, its remaining subsidiaries. Treasure has ceased operations since 2013, while Campanilla has not commenced operations as at December 31, 2022. Additionally, the deficit of the Company amounted to ₱3,503.6 million and ₱2,388.8 million as at December 31, 2022 and 2021, respectively.

The Company has an ongoing negotiation with an investor group for business ventures mainly in the field of information technology services and broadband internet. Moreover, the stockholders and all related parties of the Company have continued to provide financial support to sustain the Company's operations and to settle its maturing obligations.

Management has assessed that the Company can continue as a going concern. Accordingly, the separate financial statements were prepared on a going concern basis.

Determining the Functional Currency. Based on management's assessment, the functional currency of the Company has been determined to be the Philippine Peso. The Philippine Peso is the currency of the primary economic environment in which the Company operates. It is the currency that mainly influences the operations of the Company.

Establishing Control over Investment in Subsidiaries. The Company determines that it has control over its subsidiaries by considering, among others, its power over 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. The following factors were also considered:

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

As at December 31, 2022 and 2021, management has assessed that it has control over its subsidiaries disclosed in Note 8 to the separate financial statements.

Estimating the ECL on Trade Receivables and Due from Related Parties. The Company estimates ECL on trade receivables (presented under trade and other receivables) and due from related parties using a provision matrix which considers the Company's historical credit loss experience adjusted for forward-looking factors, as appropriate.

The amounts and timing of recorded expenses for any period would differ if different estimates and assumptions were made or different estimates were utilized. An increase in the allowance for ECL would increase the recognized expense and decrease current assets.

Provision for ECL on trade receivables and due from related parties in 2022, 2021 and 2020, and the carrying amount of trade receivables and due from related parties as at December 31, 2022 and 2021 are disclosed in Notes 5 and 13 to the separate financial statements.

Estimating the ECL on Other Financial Assets at Amortized Cost. The Company determines the allowance for ECL using general approach based on probability-weighted estimate of the present value of all cash shortfalls over the expected life of the financial assets at amortized cost. ECL are provided for credit losses that result to possible default events within 12-months unless there has been a significant increase in credit risk since initial recognition, in which case, ECL are provided based on lifetime expected credit loss.

While cash in banks are subject to the impairment requirements of PFRS 9, the resulting impairment loss is not significant primarily because these are with reputable counterparty banks that possess good credit rating. Cash in banks as at December 31, 2022 and 2021 are disclosed in Note 4 to the separate financial statements.

No provision for ECL was recognized on nontrade receivable from a third party, other receivables, refundable deposits and loan receivable at amortized cost in 2022, 2021 and 2020. The carrying amounts of other financial assets at amortized cost are disclosed in Notes 5, 9 and 21 to the separate financial statements.

Estimating the Useful Lives of Property and Equipment. The Company estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimates are based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful lives of property and equipment are reviewed at each reporting date and are 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. Future results of operations could be materially affected by changes in estimates brought about by changes in the factors mentioned above. The amount and timing of recording of depreciation and amortization expense for any period would be affected by changes in these factors and circumstances.

There was no change in useful lives of property and equipment in 2022, 2021 and 2020.

Depreciation and amortization in 2022, 2021 and 2020, and carrying amount of property and equipment as at December 31, 2022 and 2021 are disclosed in Note 10 to the separate financial statements.

Determining the Recoverability of Input VAT and CWT. The carrying amounts of input VAT and CWT are adjusted to an extent that it is probable that sufficient taxable profit and revenue subject to output VAT, respectively, will be available to allow all or part of the input VAT and CWT to be recoverable. Any allowance for unrecoverable portion of input VAT and CWT is maintained at a level considered adequate to provide for potentially unrecoverable portion. The level of allowance is based on past application experience and other factors that may affect recoverability.

In 2022 and 2021, the Company recognized provision for impairment loss on input VAT amounting to ₱1.4 million and ₱14.8 million, respectively. In 2020, no provision for impairment loss on input VAT was recognized. The carrying amount of input VAT amounted to nil as at December 31, 2022 and 2021.

Provision for impairment loss on CWT in 2022, 2021 and 2020, and the carrying amount of CWT as at December 31, 2022 and 2021 are disclosed in Note 7 to the separate financial statements.

Assessing the Impairment for Investment in Subsidiaries. The Company assesses the impairment of investment in subsidiaries whenever events or changes in circumstances indicate that the carrying amount of investment in subsidiaries may not be recoverable. Factors that the Company considered in deciding when to perform impairment review include the following, among others:

- Significant decline in business and operating performance in relation to expectations;
- Significant negative industry or economic trends; and
- Significant changes in the business operations and strategies of the Company and its subsidiaries.

The recoverability of the Company's investments is dependent on the management plans as discussed in Note 1. Provision for impairment loss on investment in subsidiaries in 2022, 2021 and 2020 and the carrying amount of investment in as at December 31, 2022 and 2021 are disclosed in Note 8 to the financial statements.

Assessing the Impairment of Other Nonfinancial Assets. The Company assesses impairment on its nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of the assets or group of assets may not be recoverable.

The relevant factors that the Company considers in deciding whether to perform an asset impairment review include 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.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs. Each group of the Company's equipment installed in customer sites is considered as a cash-generating unit. Recoverable amount represents the value in use, determined as the present value of estimated future cash flows expected to be generated from the continued use of the assets. The estimated cash flows are projected using growth rates based on historical experience and business plans and are discounted using pretax discount rates that reflect the current assessment of the time value of money and the risks specific to the assets.

Provision for impairment loss on advances to employees in 2022, 2021 and 2020 is disclosed in Note 5 to the separate financial statements.

Loss on inventory write-down in 2022, 2021 and 2020 is disclosed in Note 6 to the separate financial statements.

No provision for impairment loss on advances to suppliers (presented under "Other current assets") and property and equipment was recognized in 2022, 2021 and 2020.

The carrying amounts of other nonfinancial assets as at December 31, 2022 and 2021 are disclosed in Notes 5, 6, 7 and 10 to the separate financial statements.

Estimating the Retirement Benefits. 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 14 to the separate financial statements and include, among others, discount rates and salary increase rates.

Retirement expense and the cumulative amount of remeasurement gains recognized in 2022, 2021 and 2020, and the present value of retirement liability as at December 31, 2022 and 2021 are disclosed in Note 14 to the separate financial statements.

Recognizing the Deferred Tax Assets. The carrying amount of deferred tax assets at each reporting date is reviewed 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 assets to be utilized. The Company's assessment on the recognition of deferred tax asset on deductible temporary differences is based on the forecasted taxable income of the subsequent reporting periods. This forecast is based on the Company's past results and future expectations on revenue and expenses.

As at December 31, 2022 and 2021, the Company did not recognize deferred tax assets. The Company has assessed that it is not probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets disclosed in Note 20 to the separate financial statements to be utilized.

4. **Cash**

This account consists of:

	2022	2021
Cash on hand	**₱10,000**	₱10,000
Cash in banks	**7,731,165**	258,465
	₱7,741,165	₱268,465

Cash in banks earn interest at prevailing bank deposit rates and are immediately available for use in the current operations.

Interest income earned from cash in banks in 2022, 2021 and 2020 are disclosed in Note 18 to the separate financial statements.

5. **Trade and Other Receivables**

This account consists of:

	Note	**2022**	2021
Trade:			
Related parties	13	**₱45,749,268**	₱49,971,336
Third parties		**11,331,856**	11,331,856
Nontrade receivable from a third party		**1,597,572,982**	–
Advances to employees		**5,927,709**	629,156
Others		**67,792,017**	5,009,400
		1,728,373,832	66,941,748
Allowance for ECL on:			
Trade receivables		**(57,081,124)**	(15,592,040)
Advances to employees		**(504,469)**	–
		₱1,670,788,239	₱51,349,708

Trade receivables are unsecured and noninterest-bearing. Trade receivables from third parties are generally collectible on a 30 to 90-day credit term while trade receivables from related parties are collectible on demand.

Nontrade receivable from a third party pertains to the collectible amount from the sale of Billions. This account also includes reclassifications of loan receivable from Billions, due from ZZ Stronghold and due to Billions which remained outstanding before the sale of Billions. These receivables are unsecured and noninterest-bearing. The buyer has committed to pay until 2023.

Advances to employees are noninterest-bearing and are subject to liquidation within a year.

Movement and balances in the allowance for ECL and allowance impairment loss are as follows:

	Trade Receivables		Advances to Officers and	
	Third Parties	Related Parties	Employees	Total
Balances as at December 31, 2020	₱11,331,856	₱4,260,184	₱–	₱15,592,040
Provision for ECL	–	–	–	–
Balances as at December 31, 2021	11,331,856	4,260,184	–	15,592,040
Provision for:				
ECL	–	41,489,084	–	41,489,084
Impairment	–	–	504,469	504,469
Balances as at December 31, 2022	**₱11,331,856**	**₱45,749,268**	**₱504,469**	**₱57,585,593**

6. **Inventories**

This account pertains to finished goods carried at lower of cost and NRV.

	2022		2021	
	At Cost	**At NRV**	At Cost	At NRV
Finished goods	**₱463,556**	**₱–**	₱463,556	₱–

Movement and balances in the allowance for inventory write-down are as follows:

	Note	**2022**	2021
Balance at beginning of year		**₱463,556**	₱31,580
Loss on inventory write-down	18	**–**	431,976
Balance at end of year		**₱463,556**	₱463,556

In 2022 and 2020, the Company did not recognize any loss on inventory write-down. In 2021, the Company recognized loss on inventory write-down amounting to ₱0.4 million

7. Other Current Assets

As at December 31, 2022 and 2021, this account consists of:

	2022	2021
CWT	**₱10,249,661**	₱10,261,497
Advances to suppliers	**240,707**	240,707
	10,490,368	10,502,204
Allowance for impairment on:		
CWT	**(10,249,661)**	–
Advances to suppliers	**(240,707)**	(240,707)
	₱–	₱10,261,497

Advances to suppliers are advance payments for accreditation application, and purchase of scrap and raw materials. These advances are subsequently recognized as inventory upon receipt of materials.

No additional provision for impairment of advances to suppliers was recognized in 2022, 2021 and 2020.

In 2022, the Company recognized provision for CWT amounting to ₱10.2 million.

8. Investment in Subsidiaries

Details of investment in subsidiaries, which are accounted for under cost method, are as follows:

	2022	2021
Treasure	**₱220,200,330**	₱220,200,330
Campanilla	**2,500,000**	2,500,000
Billions	**–**	1,741,825,926
	222,700,330	1,964,526,256
Allowance for impairment	**(222,700,330)**	(222,700,330)
	₱–	₱1,741,825,926

Financial Information

The financial information of the subsidiaries as at and for the years ended December 31, 2022 and 2021 is summarized below (amounts in thousands):

	2022	
	Treasure	**Campanilla**
Total assets	**₱1,650,780**	**₱23**
Total liabilities	**4,886,136**	**4,051**
Revenue	**–**	**–**
Total comprehensive loss	**300,872**	**219**

	2021		
	Billions	Treasure	Campanilla
Total assets	₱2,230,373	₱1,914,107	₱23
Total liabilities	3,525,152	4,848,720	3,833
Revenue	1,155,153	–	–
Total comprehensive loss	122,120	244,774	203

Treasure

Treasure was incorporated in the Philippines and registered with the SEC on February 23, 2005, to operate a steel billet production plant with steel billets as its principal product. In 2013, Treasure has ceased operations, suspended its plant operations (production of steel billets) in Iligan City and terminated its contract with plant employees due to shortage in power supply in Mindanao.

On December 29, 2022, the BOD of the Company approved the plan to dispose of Treasure. The Company reviewed the recoverability of the significant nonfinancial assets of Treasure. In 2022, Treasure recognized loss on inventory write-down and impairment loss on CWT amounting to ₱147.4 million and ₱58.2 million, respectively.

The fair value of Treasure's property, plant and equipment amounting to ₱1,709.7 million and ₱2,464.5 million as at December 31, 2022 and 2021, respectively, was determined using the market value approach by an independent appraiser. The appraisal report as at March 17, 2023 is dated April 5, 2023. In relation to the planned sale of Treasure, the inputs used in 2022 is the market value in orderly liquidation of the property, plant and equipment which pertains to the amount that might be realized from assembled or piecemeal disposition in the secondhand market, assuming a reasonable period of time (usually more than three months) in which to complete the transaction. The market value estimates consider that the property, plant and equipment will be offered for sale in its present location and condition on an "as is, where is" basis, with the potential buyer to assume cost, if any, to dismantle and remove. Management has assessed that any reasonably possible changes in the key assumptions on which the recoverable amount is based would not result to significant changes in the fair value of property, plant and equipment.

In 2022, 2021 and 2020, no additional impairment loss was recognized on the Treasure's property, plant and equipment. As at December 31, 2022 and 2021, the Treasure's accumulated impairment loss on property, plant and equipment amounted to ₱683.5 million.

Campanilla

Campanilla was incorporated in the Philippines and registered with the SEC on May 30, 2011 and is primarily engaged in the business of mining, exploration and dealings of all kinds of metals, ores, minerals and natural resources.

Campanilla has not started exploration activities since incorporation. The recoverability of Campanilla's assets was identified at fair value rather than value in use since its management is still assessing on the future plans of the entity. Thus, financial projection would not be practical to use.

In 2020, the Company assessed that the recoverable amount of the investment in Campanilla is lower by ₱2.5 million than its carrying amount. Accordingly, the Company recognized an impairment loss of ₱2.5 million on its investment in Campanilla in 2020. The recoverable amount was determined using fair value of the net assets of Campanilla. The carrying amount of Campanilla's only asset, which is cash, approximate its fair value at the reporting date due to its short-term nature. The fair value was determined using level 3 in the fair value hierarchy.

On December 29, 2022, the Company's Board of Directors approved the plan to dispose Campanilla. Campanilla has not commenced operations as at December 31, 2022.

Billions

Billions is a company incorporated in Hong Kong with limited liability. Billions is an investment holding company and has acquired 91% of ZZ Stronghold on January 9, 2009. ZZ Stronghold is a company registered in the PRC and is primarily engaged in manufacturing of steel pipes.

As discussed in Note 1 to the separate financial statements, the Company assigned and transferred all its rights, title and interest in Billions to a third party at cost.

9. Loan Receivable

Details of the carrying amount are as follows (see Note 13):

	2022	2021
Gross amount of loan	**₱150,718,995**	₱150,718,995
Unearned interest income	**–**	(5,666,188)
	150,718,995	145,052,807
Net cumulative unrealized foreign exchange gain	**17,639,883**	1,308,325
Reclassification to nontrade receivable from a third party	**(168,358,878)**	–
	₱–	₱146,361,132

Loan receivable is a five-year noninterest-bearing term loan to Billions and originally due on December 25, 2017. On December 19, 2017, the Company extended the maturity until December 25, 2022. Upon the sale of Billions, the Company reclassified the loan receivable to nontrade receivable from a third party (see Note 5).

The unrealized foreign exchange gain (loss) on loan receivable in 2022, 2021 and 2020 are disclosed in Note 17 to the separate financial statements.

Interest income from accretion of loan receivable in 2022, 2021 and 2020 are disclosed in Note 18 to the separate financial statements. These are included under "Other income - net" account in the statements of comprehensive income.

10. **Property and Equipment**

The balances and movements of this account are as follows:

		2022					
	Note	**Leasehold Improvement**	**Office Equipment**	**Furniture and Fixtures**	**Transportation Equipment**	**ROU Asset**	**Total**
Cost							
Balances at beginning of year		**₱2,897,408**	**₱2,421,108**	**₱1,504,889**	**₱2,205,603**	**₱24,291,567**	**₱33,320,575**
Additions		**–**	**–**	**–**	**2,204,600**	**–**	**2,204,600**
Disposal		**–**	**–**	**–**	**(1,629,710)**	**–**	**(1,629,710)**
Derecognition		**–**	**–**	**–**	**–**	**(24,291,567)**	**(24,291,567)**
Balances at end of year		**2,897,408**	**2,421,108**	**1,504,889**	**2,780,493**	**–**	**9,603,898**
Accumulated Depreciation and Amortization							
Balances at beginning of year		**2,897,408**	**2,397,845**	**1,504,889**	**1,119,132**	**18,556,058**	**26,475,332**
Depreciation and amortization	16	**–**	**9,972**	**–**	**373,850**	**5,735,509**	**6,119,331**
Disposal		**–**	**–**	**–**	**(733,370)**	**–**	**(733,370)**
Derecognition		**–**	**–**	**–**	**–**	**(24,291,567)**	**(24,291,567)**
Balances at end of year		**2,897,408**	**2,407,817**	**1,504,889**	**759,612**	**–**	**7,569,726**
Carrying Amount		**₱–**	**₱13,291**	**₱–**	**₱2,020,881**	**₱–**	**₱2,034,172**

		2021					
	Note	Leasehold Improvement	Office Equipment	Furniture and Fixtures	Transportation Equipment	ROU Asset	Total
Cost							
Balances at beginning of year		₱2,897,408	₱2,391,198	₱1,504,889	₱2,205,603	₱24,291,567	₱33,290,665
Additions		–	29,910	–	–	–	29,910
Balances at end of year		2,897,408	2,421,108	1,504,889	2,205,603	24,291,567	33,320,575
Accumulated Depreciation and Amortization							
Balances at beginning of year		2,897,408	2,391,198	1,504,889	793,188	10,458,869	18,045,552
Depreciation and amortization	16	–	6,647	–	325,944	8,097,189	8,429,780
Balances at end of year		2,897,408	2,397,845	1,504,889	1,119,132	18,556,058	26,475,332
Carrying Amount		₱–	₱23,263	₱–	₱1,086,471	₱5,735,509	₱6,845,243

Cost of fully depreciated and amortized assets still in use amounted to ₱7.4 million as at December 31, 2022 and 2021.

In 2022, the Company's transportation equipment with a carrying amount of ₱0.9 million was sold for ₱0.6 million, which resulted in a loss on sale of ₱0.3 million (see Note 18).

11. **Trade and Other Payables**

This account consists of:

	Note	**2022**	2021
Trade:			
Third parties		**₱1,582,026**	₱1,582,026
Related parties	13	**–**	4,222,068
Accruals for:			
Professional fees and other services		**12,368,103**	17,330,737
Documentary stamp tax		**1,419,872**	1,419,872
Interest		**335,547**	1,309,740
Salaries payable		**14,881,008**	14,585,085
Statutory payables		**4,903,405**	4,034,153
Others		**474,224**	474,224
		₱35,964,185	₱44,957,905

Trade payables consist of unsecured and noninterest-bearing obligations that are payable in cash. Trade payables to third parties are normally settled within one year while trade payables to related parties are payable on demand.

Accruals are expected to be settled within the next 12 months.

Salaries payable pertain to the unpaid salaries to its employees which should be settled in the following month.

Statutory payables pertain to obligations to government agencies that should be settled in the following month.

Others pertain to nontrade payables to third parties and are normally settled within one year.

12. Loans Payable

This account represents unsecured peso-denominated loans of the Company from a local commercial bank amounting to ₱97.4 million and ₱169.0 million as at December 31, 2022 and 2021, respectively. These loans have maturity of one year and renewable upon mutual agreement of the parties. Annual interest rates are subject to monthly repricing ranging from 4.50% - 8.27% and 4.50% - 5.25% in 2022 and 2021, respectively.

Details of interest expense are as follows:

	Note	**2022**	2021	2020
Loans payable		**₱7,712,063**	₱7,798,584	₱11,792,700
Lease liability	21	**61,238**	389,225	717,184
		₱7,773,301	₱8,187,809	₱12,509,884

The changes in liabilities arising from financing activities are as follows:

	2022						
				Financing Cashflows			
	Balance at Beginning of Year	**Interest Expense**	**Reclassification**	**Proceeds**	**Principal Payment**	**Interest Payments**	**Balance at End of Year**
Loan payable	**₱168,998,657**	**₱–**	**₱–**	**₱–**	**(₱71,620,938)**	**₱–**	**₱97,377,719**
Due to related parties	**871,653,641**	**–**	**(13,999,500)**	**81,196,324**	**–**	**–**	**938,850,465**
Lease liability	**4,000,957**	**61,238**	**–**	**–**	**(4,062,195)**	**–**	**–**
Accrued interest	**1,309,740**	**7,712,063**	**–**	**–**	**–**	**(8,686,256)**	**335,547**
	₱1,045,962,995	**₱7,773,301**	**(₱13,999,500)**	**₱81,196,324**	**(₱75,683,133)**	**(₱8,686,256)**	**₱1,036,563,731**

	2021					
			Financing Cashflows			
	Balance at Beginning of Year	Interest Expense	Proceeds	Principal Payment	Interest Payments	Balance at End of Year
Loan payable	₱168,998,657	₱–	₱–	₱–	₱–	₱168,998,657
Due to related parties	857,401,356	–	14,252,285	–	–	871,653,641
Lease liability	12,229,159	389,225	–	(8,617,427)	–	4,000,957
Accrued interest	3,909,180	7,798,584	–	–	(10,398,024)	1,309,740
	₱1,042,538,352	₱8,187,809	₱14,252,285	(₱8,617,427)	(₱10,398,024)	₱1,045,962,995

13. Related Party Transactions

In the normal course of business, the Company has the following transactions with its related parties as follows:

a. Trade receivables are from sale of inventories and are unsecured and noninterest-bearing. These are generally collectible in cash and on demand. Provision for ECL on trade receivables amounting to ₱41.5 million, nil and ₱4.3 million was recognized in 2022, 2021 and 2020, respectively.

b. Due from related parties are unsecured and noninterest-bearing advances for working capital requirements. These are normally collectible in cash and on demand. Provision for ECL on due from related parties amounting to ₱1,051.5 million, ₱83,978 and ₱52.3 million was recognized in 2022, 2021 and 2020, respectively.

   Upon the sale of Billions, the Company reclassified due from ZZ Stronghold amounting to ₱201.5 million to nontrade receivable from a third party (see Note 5).

c. Loan receivable is noninterest-bearing, unsecured and to be collected in cash in 2022. No provision for ECL was recognized in 2021 and 2020.

   Upon the sale of Billions, the Company reclassified the loan receivable amounting to ₱168.4 million to nontrade receivable from a third party (see Note 5).

d. Trade payables are from availment of manufacturing services. These are unsecured, noninterest-bearing and payable in cash and on demand.

e. Due to related parties are unsecured, noninterest-bearing advances for working capital requirements. These are payable in cash and on demand.

   Upon the sale of Billions, the Company reclassified due from Billions amounting to ₱14.0 million to nontrade receivable from a third party (see Note 5).

Transactions and outstanding balances are presented below:

		Amount of Transactions		Outstanding Balance	
	Note	**2022**	2021	**2022**	2021
Trade receivables	5				
Subsidiary		**₱–**	₱–	**₱2,176,670**	₱2,176,670
Entities under common control		**–**	–	**43,572,598**	47,794,666
				45,749,268	49,971,336
Allowance for ECL		**(41,489,084)**	–	**(45,749,268)**	(4,260,184)
				₱–	₱45,711,152
Due from related parties					
Subsidiaries		**₱56,246,323**	₱83,978	**₱2,566,005,705**	₱2,692,037,585
Entities under common control		**330,711,200**	–	**356,720,813**	26,009,613
Stockholder		**–**	–	**11,839,173**	11,839,173
				2,934,565,691	2,729,886,371
Allowance for ECL		**(1,051,491,689)**	(83,978)	**(2,603,854,491)**	(1,552,362,802)
				₱330,711,200	₱1,177,523,569

		Amount of Transactions		Outstanding Balance	
	Note	**2022**	2021		Note
Loan receivable	9				
Subsidiary		**₱–**	₱–	**₱–**	₱146,361,132
Trade payables	11				
Entities under common control		**₱–**	₱–	**₱–**	₱4,222,068
Due to related parties					
Entities under common control		**₱9,575,386**	₱14,252,285	**₱424,783,741**	₱415,208,355
Ultimate Parent		**71,620,938**	–	**454,446,724**	382,825,786
Stockholders		**–**	–	**59,620,000**	59,620,000
Subsidiary		**–**	–	**–**	13,999,500
				₱938,850,465	₱871,653,641

Treasure has been receiving continuous financial support from related parties to meet its maturing obligations and to finance its working capital. In 2018, a stockholder assigned portion of his advance to Treasure amounting to ₱1,500.0 million to foreign investors. These investors re-assigned the advances to the Company and applied the advances against their subscription to the increase in authorized capital stock of the Company. As discussed in Note 1, on May 31, 2022, the Company received cash amounting to ₱1,500.0 million from JEI to pay for its subscription in substitution of the subscription of the foreign investors when the SEC considered the debt to equity conversion not an acceptable payment for the issuance of the shares of stock. The approval for the increase in authorized capital stock is still pending with the SEC.

Due to the capital deficiency position of Treasure resulting from continuing losses from operations, an allowance of ₱1,500.0 million was recognized by the Company on the amounts due from Treasure, arising from the assignment.

The Company collected ₱70,000 and ₱1.4 million from Treasure in 2022 and 2021, respectively.

Compensation of key management personnel of the Company are as follows:

	2022	2021	2020
Short-term employee benefits	**₱3,689,567**	₱2,691,100	₱2,600,800
Post-employment benefits	**25,600**	25,600	25,200
	₱3,715,167	₱2,716,700	₱2,626,000

14. Retirement Liability

The Company has an unfunded, noncontributory retirement plan covering all its qualified employees. The latest actuarial valuation report obtained by the Company was for the year ended December 31, 2022.

The components of retirement expense recognized as part of "Salaries, wages and employee benefits" account under "General and administrative expenses" account in the separate statements of comprehensive income are as follows (see Note 19):

	2022	2021	2020
Current service cost	**₱611,489**	₱261,600	₱256,471
Interest cost	**85,428**	77,063	69,103
	₱696,917	₱338,663	₱325,574

Changes in the present value of retirement liability are as follows:

	2022	2021
Balance at beginning of year	**₱3,458,615**	₱3,119,952
Remeasurement loss	**2,639,592**	–
Current service cost	**611,489**	261,600
Interest cost	**85,428**	77,063
Balance at end of year	**₱6,795,124**	₱3,458,615

Movements in retirement liability are as follows:

	2022	2021
Balance at beginning of year	**₱3,458,615**	₱3,119,952
Remeasurement loss	**2,639,592**	–
Retirement expense	**696,917**	338,663
Balance at end of year	**₱6,795,124**	₱3,458,615

The cumulative remeasurement gains (losses) recognized in the separate statements of financial position as at December 31, 2022 and 2021 are as follows:

		2022	
	Gross	**Tax Effect**	**Net of Tax**
Balances at beginning of year	**₱1,986,648**	**₱496,662**	**₱1,489,986**
Remeasurement loss	**(2,639,592)**	**(659,898)**	**(1,979,694)**
Effect of deferred tax asset	**–**	**163,236**	**(163,236)**
Balance at end of year	**(₱652,944)**	**₱–**	**(₱652,944)**

		2021	
	Gross	Tax Effect	Net of Tax
Balances at beginning of year	₱1,986,648	₱595,994	₱1,390,654
Effect of change in income tax rates	–	(99,332)	99,332
Balance at end of year	₱1,986,648	₱496,662	₱1,489,986

The principal actuarial assumptions used to determine retirement liability for 2022 and 2021 is as follows:

	2022	2021
Discount rate	**7.42%**	2.47%
Salary increase rate	**2.00%**	2.00%

Sensitivity analysis on retirement liability is as follows:

	Change in Assumption	Effect on Retirement Liability
Discount rate	+1.00%	(₱43,932)
	-1.00%	46,928
Salary increase rate	+1.00%	79,013
	-1.00%	(76,514)

The sensitivity analysis above has been determined based on the method that extrapolates the impact of retirement liability as a result of reasonable changes in key assumptions occurring at end of the reporting period.

As at December 31, 2022, maturity analysis of the undiscounted benefit payments is as follows:

Less than one year	₱7,284,892
More than 15 to 20 years	408,218
More than 20 years	604,191
	₱8,297,301

The average duration of retirement liability as at December 31, 2022 is 0.59 years.

15. **Capital Stock**

Details of the common stock as at December 31, 2022 and 2021 follow:

	Shares	Amount
Authorized - ₱1 par value	1,000,000,000	₱1,000,000,000
Issued and outstanding	940,000,000	₱940,000,000

The details and movements of the Company’s shares listed with PSE are as follows:

Date of SEC Approval	Type of Issuance	No. of Shares Issued	Issue/Offer Price
November 28, 2006	Acquisition by SEI	25,000,000	₱1.00
April 13, 2007	Subscription of additional shares by SEI	240,000,000	1.00
April 16, 2007	Subscription of additional shares by SEI	440,000,000	1.00
November 23, 2007	Follow-On-Offering (FOO)	235,000,000	9.68
		940,000,000	

Pursuant to the PSE's rules on minimum public ownership, at least 10% of the issued and outstanding shares of a listed company must be owned and held by the public. As at December 31, 2022 and 2021, public ownership over the Company is 29.04%.

Deposits for Future Subscriptions

As discussed in Note 1, the Company has filed for an increase in authorized capital stock from ₱1,000.0 million divided into 1,000.0 million shares at ₱1 par value per share, to ₱3,000.0 million divided into 3,000.0 million shares at ₱1 par value a share with the SEC.

Of the increase in authorized capital stock of ₱2,000.0 million divided into 2,000.0 million shares at ₱1 par value a share, 750.0 million shares were subscribed by foreign investors for ₱1,500.0 million. The subscriptions were paid in full by converting their assigned advances from Treasure to the Company (see Note 13).

The Company has filed a request for reconsideration when the SEC considered the debt to equity conversion not an acceptable payment for the issuance of the shares of stock. The SEC has not acted on the request. To break the impasse, the BOD of JEI approved to subscribe to the increase and pay for the subscription in cash on May 20, 2022, in substitution of the original subscribers who agreed to subscribe through conversion of their advances to equity. On the same day, the BOD of the Company approved the substitution of the subscribers and mode of subscription.

On May 31, 2022, the Company received cash amounting to ₱1,500.0 million from JEI for its subscription in substitution of the original subscription from foreign investors.

Accordingly, on June 8, 2022, the Company refiled the application of the increase in authorized capital stock with the SEC to reflect the substitution of the subscribers including the payment made by JEI through cash. The application for the increase in authorized capital stock is still for approval of the SEC as of the date of this report.

16. General and Administrative Expenses

This account consists of:

	Note	**2022**	2021	2020
Outside services		**₱7,297,135**	₱301,482	₱8,207,089
Depreciation and amortization	10	**6,119,331**	8,429,780	8,314,484
Salaries, wages and employee benefits	19	**5,349,187**	4,514,635	4,338,271
Penalties		**5,066,242**	–	791,019
Professional fees		**4,727,308**	800,000	1,120,000
Taxes and licenses		**2,334,834**	294,945	1,408,836
Travel and transportation		**1,878,417**	573,237	634,052
Due and subscription		**1,113,934**	481,866	924,000
Utilities		**497,838**	865,793	651,945
Rental	21	**251,460**	–	–
Representation		**248,897**	243,595	1,451,019
Repairs		**223,015**	298,972	338,879
Others		**692,483**	557,707	114,272
		₱35,800,081	₱17,362,012	₱28,293,866

Penalties incurred are due to late rental payments.

17. Net Unrealized Foreign Exchange Gain (Loss)

This pertains to the following:

	Note	2022	2021	2020
Due from related parties		**₱19,192,092**	₱9,876,065	(₱9,377,055)
Loan receivable	9	**16,331,558**	7,786,341	(7,399,433)
Cash		**1,848**	3,766	(87,442)
		₱35,525,498	₱17,666,172	(₱16,863,930)

18. Other Income

This account consists of:

	Note	2022	2021	2020
Interest income:				
Loan receivable	9	**₱5,666,188**	₱5,746,871	₱5,554,350
Cash in banks	4	**254,049**	2,451	24,610
Realized foreign exchange gain		**456,000**	–	–
Loss on sale of property and equipment	10	**(296,340)**	–	–
Loss on inventory write-down	6	**–**	(431,976)	–
Others		**723,791**	–	–
		₱6,803,688	₱5,317,346	₱5,578,960

19. Salaries, Wages and Employee Benefits

This account consists of:

	Note	2022	2021	2020
Salaries and wages		**₱4,258,444**	₱4,047,842	₱3,911,297
Retirement expense	14	**696,917**	338,663	325,574
Other employee benefits		**393,826**	128,130	101,400
		₱5,349,187	₱4,514,635	₱4,338,271

20. Income Taxes

The components of provision for (benefit from) income tax as reported in the separate statements of comprehensive income are as follows:

	2022	2021	2020
Reported in Profit or Loss:			
Current	**₱11,836**	₱–	₱–
Deferred	**8,446,794**	3,894,401	(5,240,923)
	₱8,458,630	₱3,894,401	(₱5,240,923)

	2022	2021	2020
Reported in OCI			
Deferred tax expense on remeasurement loss on retirement liability	**(₱496,662)**	₱–	₱–
Effect of change in income tax rates	**–**	(99,332)	–
	(₱496,662)	(₱99,332)	₱–

The Corporate Recovery and Tax Incentives for Enterprises ("CREATE") Act

On March 26, 2021, the CREATE was approved and signed into law by the country's President. Under the CREATE, the RCIT of domestic corporations was reduced from 30% to 25% or 20% depending on the amount of total assets or total amount of taxable income. In addition, the MCIT was changed from 2% to 1% of gross income for a period of three (3) years. The changes in the income tax rates became effective beginning July 1, 2020. The income tax rates used in preparing the separate financial statements as at and for the years ended December 31, 2022 and 2021 are 25% for RCIT, and 1% for MCIT, respectively.

The effect of the reduction in tax rates was recognized as part of the 2021 provision for income tax, as required by PAS 12, *Income Tax*es. Details of adjustments are as follows:

	Provision for income tax	Impact of change in tax rates	Adjusted provision for income tax
Reported in Profit or Loss -			
Deferred tax	₱4,471,158	(₱576,757)	₱3,894,401
Reported in OCI -			
Effect of change in tax rates reported in OCI	–	(99,332)	–
	₱4,471,158	(₱676,089)	₱3,894,401

The Company did not recognize the following deferred tax assets as at December 31, 2022 and 2021 because management has assessed that the Company may not have sufficient future taxable profit which the deferred tax assets can be utilized.

	2022	2021
Allowance for ECL on due from related parties	**₱650,963,623**	₱388,090,701
NOLCO	**25,686,965**	26,091,638
Allowance for ECL on trade receivables	**14,396,398**	3,898,010
Retirement liability	**1,535,545**	1,361,316
Allowance for inventory write-down	**115,889**	115,889
Allowance for impairment on advances to suppliers	**60,177**	60,177
Excess MCIT over RCIT	**11,836**	61
"Day 1" loss on loan receivable	**–**	1,416,547
	₱692,770,433	₱421,034,339

The Company's deferred tax liabilities pertain to the following:

	2022	2021
Net unrealized foreign exchange gain (loss)	**₱15,801,737**	₱6,921,304
Cumulative remeasurement gains (losses) on retirement liability	**–**	496,662
ROU assets, net of lease liability	**–**	433,639
	₱15,801,737	₱7,851,605

As at December 31, 2022, details of the Company's NOLCO and excess MCIT over RCIT are as follow:

NOLCO

Year Incurred	Balance at Beginning of Year	Additions	Expired	Balance at End of Year	Year of Expiration
2022	₱–	₱39,942,282	₱–	₱39,942,282	2025
2021	25,185,405	–	–	25,185,405	2026
2020	37,620,172	–	–	37,620,172	2025
2019	41,560,974	–	(41,560,974)	–	2022
	₱104,366,551	₱39,942,282	(₱41,560,974)	₱102,747,859	

As mandated by Section 4 of Republic Act No. 11494 or the "Bayanihan to Recover as One Act" and implemented under Revenue Regulations No. 25-2020, the net operating loss of a business enterprise incurred for the taxable years 2020 and 2021 can be carried over as a deduction from taxable income for the next five consecutive taxable years following the year of such loss.

Excess MCIT over RCIT

Year Incurred	Balance at Beginning of Year	Additions	Expired	Balance at End of Year	Year of Expiration
2022	₱–	₱11,836	₱–	₱11,836	2025
2019	61	–	(61)	–	2022
	₱61	₱11,836	(₱61)	₱11,836	

The reconciliation between the benefit from income tax based at statutory tax rate and the effective tax rate on loss before income tax follow:

	2022	2021	2020
At statutory tax rate	**(₱276,599,167)**	(₱4,350,498)	(₱33,338,318)
Change in unrecognized deferred tax assets	**271,736,094**	(3,611,324)	16,795,026
Tax effects of:			
Expired NOLCO	**10,390,244**	8,783,945	9,728,347
Nondeductible expenses	**2,994,910**	3,748,980	1,425,657
Interest income already subjected to final tax	**(63,512)**	(613)	(7,383)
Expired excess MCIT over RCIT	**61**	–	155,748
Effect of change in income tax rates	**–**	(676,089)	–
At effective tax rate	**₱8,458,630**	₱3,894,401	(₱5,240,923)

21. **Lease Commitments**

The Company leases its office space from a third party. The lease term has a term of 60 months, which commenced in September 2014. The lease obligation is subject to an annual escalation of 5% beginning on the third year of the lease term.

The Company renewed its office space lease in September 2019. The new lease has a term of 36 months, which ended in September 2022. The lease obligation is subject to an annual escalation of 5%. ROU assets is recognized using the discount rate of 4.2% as at September 15, 2019. The adoption of PFRS 16 has no impact on the Company's retained earnings as at January 1, 2019.

The balances and movements in ROU assets as at December 31, 2022 and 2021 are as follows (see Note 10):

	2022	2021
Cost		
Balance at beginning of year	**₱24,291,567**	₱24,291,567
Derecognition	**24,291,567**	–
Balance at end of year	**–**	24,291,567
Accumulated Amortization		
Balance at beginning of year	**18,556,058**	10,458,869
Amortization	**5,735,509**	8,097,189
Derecognition	**24,291,567**	–
Balance at end of year	**–**	18,556,058
Carrying Amount	**₱–**	₱5,735,509

The balance and movements in lease liability as at and for the years ended December 31, 2022 and 2021 are as follows:

	Note	**2022**	2021
Balance at beginning of year		**₱4,000,957**	₱12,229,159
Rental payments		**(4,062,195)**	(8,617,427)
Interest expense	12	**61,238**	389,225
Balance at end of year - current		**₱–**	₱4,000,957

<u>Short-term Lease - Company as a Lessee</u>
In September 2022, the Company leased an office space from a third party. The lease agreement is on a three-month term and renewable upon mutual agreement of both parties. As at December 31, 2022, the Company did not renew the lease agreement.

Rental expense under "General and administrative expenses" account amounted to ₱0.3 million in 2022 (see Note 16).

Refundable deposits amounted to ₱2.3 million and ₱2.2 million as at December 31, 2022 and 2021, respectively.

22. **Financial Risk Management Objectives and Policies**

The Company's financial instruments consist of cash, trade and other receivables (excluding advances to employees), due to and from related parties, refundable deposits, loan receivable, trade and other payables (excluding statutory liabilities), loans payable, and lease liability.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's BOD focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to financial markets.

The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The financial risks to which the Company is exposed to are described as follows.

Market Risks

The Company is exposed to market risks, primarily those related to foreign currency and interest rate risk. Management actively monitors these exposures, as follows:

Foreign Currency Risk. Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's foreign exchange risk results primarily from movements of the Philippine Peso against the United Stated (US) Dollar with respect to foreign currency denominated financial assets.

The Company's transactional currency exposures arise from cash, due from related parties and loan receivable made in currencies other than the Company's functional currency. The Company periodically reviews the trend of the foreign exchange rates to address its exposure in foreign currency risk. Measures are adopted to protect its financial assets in the event there would be significant fluctuations in the exchange rate.

The following table shows the Company's US dollar-denominated monetary financial assets and their Philippine Peso equivalent:

	2022		2021	
	Philippine Peso	**US Dollar**	Philippine Peso	US Dollar
Financial assets at amortized cost:				
Cash	**₱73,773**	**$1,315**	₱41,432	$816
Nontrade receivable from a third party	**369,829,173**	**6,589,971**	–	–
Due from related parties	**–**	**–**	182,278,203	3,589,991
Loan receivable	**–**	**–**	146,361,132	2,882,600
	₱369,902,946	**$6,591,286**	₱328,680,767	$6,473,407

For purposes of translating the outstanding balances of the Company's foreign currency-denominated financial assets as at December 31, 2022 and 2021, the exchange rates applied were ₱56.12 and ₱50.77 per US$1, respectively.

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate, with all other variables held constant, of the Company's loss before tax for the years ended December 31, 2022 and 2021. There is no other impact on the Company's equity other than those already affecting profit or loss.

	Increase/Decrease in Exchange Rate	Effect on Loss before Income Tax
December 31, 2022	**+4.68%**	**₱17,317,045**
	-4.68%	**(17,317,045)**
December 31, 2021	+2.13%	₱7,000,058
	-2.13%	(7,000,058)

Interest Rate Risk. The Company's exposure to interest rate risk arises from unfavorable changes in interest rates related primarily to outstanding debt obligations. As at December 31, 2022 and 2021, the Company was exposed to changes in market interest rates through its bank borrowings, which are subject to monthly repricing (see Note 12). All other financial assets and liabilities are noninterest-bearing or have fixed interest rates.

The table below illustrates the sensitivity of the Company's loss before income tax to a reasonably possible change in interest rates using the volatility of interest rates as basis points during the year presented. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each year, and the financial instruments held at the end of each reporting period that are sensitive to changes in interest rates. All other variables are held constant.

	Increase/Decrease in Basis Points	Effect on Loss before Income Tax
December 31, 2022	**+12.21**	**(₱118,869)**
	-12.21	**118,869**
December 31, 2021	+2.02	(₱34,060)
	-2.02	34,060

Credit Risk

The Company's exposure to credit risk relates to the Company's cash in banks, trade and other receivables (excluding advances to employees), due from related parties, refundable deposits and loan receivable.

With the exception of trade receivables and due from related parties which are subject to lifetime ECL, the impairment of financial assets at amortized cost was measured on a 12-month ECL basis and reflects the short maturities of the exposures. The resulting ECL amounted to ₱2,660.9 million and ₱1,568.0 million as at December 31, 2022 and 2021, respectively.

For refundable deposits, the Company considered the financial capacity of the lessors to refund the deposits once the lease agreement has been terminated.

The carrying amount of financial assets at amortized cost recorded in the separate financial statements represents the Company's maximum exposure to credit risk.

The tables below show the credit risk concentrations of the Company's financial assets at amortized cost as at December 31, 2022 and 2021. The amounts are presented by credit risk rating grades and represent the gross carrying amounts of the financial assets.

	2022					
	Neither Past Due nor Impaired					
	High Grade	Standard Grade	Substandard Grade	Past Due but not Impaired	Credit-impaired	Total
Lifetime ECL:						
Trade receivables from third parties*	₱–	₱–	₱–	₱–	₱11,331,856	₱11,331,856
Trade receivables from related parties*	–	–	–	–	45,749,268	45,749,268
Due from related parties	–	330,711,200	–	–	2,603,854,491	2,934,565,691
12-month ECL:						
Cash in banks	7,731,165	–	–	–	–	7,731,165
Nontrade receivable from a third party*	1,597,572,982	–	–	–	–	1,597,572,982
Other receivables*	67,792,017	–	–	–	–	67,792,017
Refundable deposits	2,259,645	–	–	–	–	2,259,645
	₱1,675,355,809	₱330,711,200	₱–	₱–	₱2,660,935,615	₱4,667,002,624

**Presented under trade and other receivables.*

	2021					
	Neither Past Due nor Impaired					
	High Grade	Standard Grade	Substandard Grade	Past Due but not Impaired	Credit-impaired	Total
Lifetime ECL:						
Trade receivables from third parties*	₱–	₱–	₱–	₱–	₱11,331,856	₱11,331,856
Trade receivables from related parties*	–	45,711,152	–	–	4,260,184	49,971,336
Due from related parties	–	1,177,523,569	–	–	1,552,362,802	2,729,886,371
12-month ECL:						
Cash in banks	258,465	–	–	–	–	258,465
Other receivables*	–	5,009,400	–	–	–	5,009,400
Refundable deposits	2,229,258	–	–	–	–	2,229,258
Loan receivable	–	146,361,132	–	–	–	146,361,132
	₱2,487,723	₱1,374,605,253	₱–	₱–	₱1,567,954,842	₱2,945,047,818

**Presented under trade and other receivables.*

The Company's financial assets are categorized by credit risk rating grades based on the Company's collection experience with the counterparties as follows:

- High Grade - settlements are obtained from counterparty following the terms of the contracts without much collection effort.
- Standard Grade - other financial assets not belonging to high grade financial assets and are not past due are included in this category.
- Past Due but not Impaired - with history of frequent default nevertheless the amount due are still collectible.
- Credit-impaired - long outstanding or those that have been provided with an allowance for impairment

<u>Liquidity Risk</u>

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatch of the maturities of financial assets and financial liabilities. The Company's objectives to manage its liquidity profile are: (a) to ensure that adequate funding is available at all times; (b) to meet commitments as they arise without incurring unnecessary costs; (c) to be able to access funding when needed at the least possible cost; and (d) to maintain an adequate time spread in refinancing maturities.

The table below shows the maturity profile of the Company's financial liabilities as at December 31, 2022 and 2021 based on contractual undiscounted payments:

	2022				
	On Demand	**Up to 6 Months**	**6 to 12 Months**	**Beyond 1 Year**	**Total**
Financial liabilities at amortized cost:					
Trade and other payables*	**₱–**	**₱29,640,908**	**₱–**	**₱–**	**₱29,640,908**
Loans payable**	**–**	**98,272,512**	**–**	**–**	**98,272,512**
Due to related parties	**938,850,465**	**–**	**–**	**–**	**938,850,465**
	₱938,850,465	**₱127,913,420**	**₱–**	**₱–**	**₱1,066,763,885**

**Excluding nonfinancial liabilities.*
***Includes future interest payments.*

	2021				
	On Demand	Up to 6 Months	6 to 12 Months	Beyond 1 Year	Total
Financial liabilities at amortized cost:					
Trade and other payables*	₱4,222,068	₱35,281,812	₱–	₱–	₱39,503,880
Loans payable**	–	170,761,779	–	–	170,761,779
Lease liability***	–	4,062,198	–	–	4,062,198
Due to related parties	871,653,641	–	–	–	871,653,641
	₱875,875,709	₱210,105,789	₱–	₱–	₱1,085,981,498

**Excluding nonfinancial liabilities.*
***Including future interest payments.*
****Includes nominal interest.*

23. Fair Value Measurement

The following table presents the fair values of the financial assets and liabilities of the Company with carrying amounts:

	2022		2021	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Assets				
At amortized cost:				
Cash	**₱7,741,165**	**₱7,741,165**	₱268,465	₱268,465
Trade and other receivables*	**1,665,364,999**	**1,665,364,999**	50,720,552	50,720,552
Due from related parties	**330,711,200**	**330,711,200**	1,177,523,569	1,177,523,569
Refundable deposits	**2,259,645**	**2,259,645**	2,229,258	2,229,258
Loan receivable	**–**	**–**	146,361,132	146,361,132
	₱2,006,077,009	**₱2,006,077,009**	₱1,377,102,976	₱1,377,102,976
Financial Liabilities				
At amortized cost:				
Trade and other payables**	**₱29,640,908**	**₱29,640,908**	₱39,503,880	₱39,503,880
Loans payable	**97,377,719**	**97,377,719**	168,998,657	168,998,657
Lease liability	**–**	**–**	4,000,957	4,000,957
Due to related parties	**938,850,465**	**938,850,465**	871,653,641	871,653,641
	₱1,065,869,092	**₱1,065,869,092**	₱1,084,157,135	₱1,084,157,135

**Excluding advances to employees.*
***Excluding nonfinancial liabilities.*

Cash, Trade and Other Receivables (excluding Advances to Employees), Due from Related Parties, Refundable Deposits, Trade and Other Payables (excluding nonfinancial liabilities), Loans Payable, and Due to Related Parties. Due to the short-term nature of transactions, the fair values of these financial assets and liabilities approximate their carrying amounts at the reporting date.

Loan Receivable. As at December 31, 2021, the fair value of this asset approximates its carrying amount due at the reporting date to their maturity being less than one (1) year.

Lease Liability. As at December 31, 2021, the carrying amount of lease liability approximates its fair value because the initial recognition of lease liability is based on the discounted value of lease rentals and expected payments at the end of the lease which is not significantly different from the discounted value of lease rentals as at year-end. The fair valuation is classified in Level 2 of the fair value hierarchy.

There were no transfers between levels in the fair value hierarchy in 2022 and 2021.

24. Capital Management Policy

The primary objective of the Company’s capital management is to ensure that it maintains a strong and healthy financial position to support its current business operations and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, when there are changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust its borrowings or raise capital. No changes were made in the objectives, policies or processes in 2022 and 2021.

The Company is committed to maintain adequate capital at all times to meet shareholders' expectations, withstand adverse business conditions and take advantage of business opportunities.

The Company regularly monitors its capital position and assesses business conditions to ensure early detection and determination of risks, and its consequent adverse impact. The Company adopts measures, as is deemed necessary and appropriate, to mitigate risks.

The Company will access the capital market when it is considered necessary. As the Company sustains its business, it will retain sufficient flexibility to raise capital to support new business opportunities and will be prudent in its capital management.

The Company is not subject to externally imposed capital requirements.

The Company considers the following as capital employed as at December 31, 2022 and 2021:

Capital stock	₱940,000,000
Additional paid-in capital	1,983,047,906
Deposits for future subscriptions	1,500,000,000
	₱4,423,047,906

On May 31, 2022, the Company received cash amounting to ₱1,500.0 million from JEI to be used as a substitute for the conversion of the assigned advances from Treasure (see Note 1).

TKC METALS
Strength in vision

"STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS"

The Management of TKC Metals Corporation (the Company) is responsible for the preparation and fair presentation of the separate financial statements including the schedules attached therein, for the years ended December 31, 2022 and 2021, 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 separate financial statements that are free from material misstatement, whether due to fraud or error.

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.

The Board of Directors is responsible in overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the separate financial statements including the schedules attached therein, and submits the same to the stockholders.

Reyes Tacandong & Co., the independent auditor appointed by the stockholders, has audited the separate financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

Signature: ______________________
BEN C. TIU
Chairman/Chief Executive Officer
PP- EC3799702

Signature: ______________________
IGNATIUS F. YENKO
Vice-Chairman
PP - P0405937B

Signature: ______________________
EFREN A. REALEZA JR.
Chief Financial Officer
PP - P4832675B

Signed this JUL 05 2023 day of _____ 2023

SUBSCRIBED AND SWORN TO BEFORE ME THIS JUL 05 2023
AFFIANT EXHIBITING TO ME HIS/HER ______
______ NO. ______
VALID UNTIL ______

2nd Floor Unit 201, W Tower Condominium,
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ATTY. CONCEPCION P. VILLARENA
Notary Public for Quezon City
Until December 31, 2023
PTR No. 37[illegible] / January 3, 2023 Q.C
IBP No. 16[illegible] / November 25, 2021 Q.C
Roll No. 30467 / 05-09-1980
MCLE VII-0006994 / 09-21-2021
ADM. MATTER No. NP-005 (2022-2023)
TIN NO 131-942-754

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