

**COVER SHEET**

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S. E. C. Registration Number

M A B U H A Y H O L D I N G S C O R P .

(Company's Full Name)

3 5 T H F L O O R R U F I N O

P A C I F I C T O W E R A Y A L A A V E

M A K A T I C I T Y

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

Ana Maria A. Katigbak

Contact Person

8817-6791

Company Telephone Number

**2026 ASM - DEFINITIVE INFORMATION STATEMENT**  
**(SEC FORM 20-IS)**

FORM TYPE

1 2 3 1  
Month Day  
Fiscal Year

0 5 2 2  
Month Day  
Annual Meeting

Secondary License Type, If Applicable

C F D  
Dept. Requiring this Doc

N/A  
Amended Articles Number / Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

\_\_\_\_\_  
LGU

Document ID

\_\_\_\_\_  
Cashier

# MABUHAY HOLDINGS CORPORATION

35/F Rufino Pacific Tower, 6784 Ayala Avenue, Makati City  
Tel No. 8850-2000 Fax No. 8724-8918

April 30, 2026

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder:

Please be notified that the annual meeting of the stockholders of **MABUHAY HOLDINGS CORPORATION** (the "Corporation") will be held on May 22, 2026, Friday, at 11:00 a.m., in person at the principal office of the Corporation and through remote communication or *in absentia*. The Chairman of the meeting shall call and preside over the meeting at the principal office of the Corporation. The meeting may be accessed at <https://us04web.zoom.us/j/72022571306?pwd=xVnS3RP2aT3N6zp3b6dV3HQJYfzCjz.1> provided by the Corporation to all stockholders of record as of March 31, 2026 or their proxies who have registered to attend the meeting. The agenda of the meeting are as follows:

1. Call to order;
2. Proof of notice and certification of quorum;
3. Approval of the minutes of the previous meeting of the stockholders;
4. Management report and approval of the 2025 audited financial statements;
5. Ratification of resolutions, contracts, and acts of the Board of Directors and Management;
6. Election of directors;
7. Appointment of external auditors;
8. Other matters; and
9. Adjournment.

For purposes of the meeting, the stockholders of record as of March 31, 2026 shall be entitled to notice of, participation via remote communication, and voting *in absentia* at such meeting and any adjournment thereof.

You may vote *in absentia* or through proxy by submitting (i) the original signed and accomplished Proxy/Ballot form attached to this notice by mail, courier or manual delivery to the front desk of the Corporation's principal office at 35<sup>th</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1223; or (ii) a scanned copy thereof by email to the Corporation's email address at [mabuhayholdings@yahoo.com](mailto:mabuhayholdings@yahoo.com). Deadline for submission of Proxy/Ballot is on or before 5:00 p.m. of May 12, 2026. Corporate stockholders should attach to the Proxy/Ballot a notarized Secretary's Certificate attesting to the authority of their representative to execute the Proxy/Ballot. When signing as attorney-in-fact, executor, administrator, guardian or in any representative capacity, please give full title and file papers showing your authority. Validation of proxies shall be held on May 15, 2026 at 2:00 p.m.

Successfully verified stockholders voting *in absentia* or by proxy will receive an email from the Corporation providing them the weblink to be able to access the live streaming of the meeting.

Electronic copies of the Notice of the Meeting, Definitive Information Statement, Management Report, SEC Form 17-A, and other related documents in connection with the annual meeting may be accessed through the QR Code below, the Corporation's website at <https://mabuhayholdingscorp.com/> and through the PSE Edge portal at <https://edge.pse.com.ph>.

For any concerns, please reach us through [admin@mabuhayholdingscorp.com](mailto:admin@mabuhayholdingscorp.com).

For complete information on the Corporation's annual meeting, please visit <https://mabuhayholdingscorp.com/>.

  
ANA MARIA A. KATIGBAK  
Corporate Secretary



[For Individual Stockholder]

**INSTRUCTIONS:**

1. Material erasures or alterations shall not affect the validity of the Proxy/Ballot provided that the stockholder affixes his/her full signature beside such erasures or alterations. The initials of the said stockholder are not sufficient to validate the Proxy/Ballot unless the said initials are also the said stockholder's customary signature.
2. Please submit either (i) the original signed and accomplished Proxy/Ballot form by mail, courier or manual delivery to the **front desk of the Corporation's principal office at 35<sup>th</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1223**; or (ii) a scanned copy thereof by email at the Corporation's email address at [mabuhayholdings@yahoo.com](mailto:mabuhayholdings@yahoo.com). Deadline for the submission of Proxy/Ballot is on or before 5:00 p.m. of **May 12, 2026**.

## PROXY/BALLOT FORM

MABUHAY HOLDINGS CORPORATION

*[PLEASE CHECK OR MARK THE APPROPRIATE BOX BELOW]*

VOTING IN ABSENTIA:	VOTING BY PROXY:
The undersigned hereby votes as indicated below.	The Undersigned hereby appoints the Chairman of the Board of Directors of <b>MABUHAY HOLDINGS CORPORATION</b> (the "Corporation"), or in his absence, the President of the Corporation to act for me/us and on my/our behalf at the <b>MABUHAY HOLDINGS CORPORATION</b> Annual Stockholders' Meeting to be held on May 22, 2026 (and as may be rescheduled and/or adjourned) and to vote for me/us as indicated below, or, if no such indication is given, as my/our proxy thinks fit:

		<i>Please check or mark the appropriate box</i>		
	RESOLUTION	FOR	AGAINST	ABSTAIN
1	Approval/ratification of the minutes of the previous meeting of the stockholders			
2	Approval the management report and the 2025 audited financial statements			

3	Ratification of all acts of the Board of Directors and Management from the last stockholders' meeting to date			
4	Appointment of Independent Auditor (Isla Lipana & Co.)			
5	Election of Directors for the term 2026-2027  (Note: If you want to vote by cumulative voting, kindly also indicate opposite the name of the nominee director/s that you are voting FOR, the number of votes that you want to give such nominee director/s, provided that the total number of votes cast shall not exceed the number of shares owned multiplied by the number of directors to be elected).			
	1. Roberto V. San Jose (Director)			
	2. Esteban G. Peña Sy (Director)			
	3. Delfin P. Angcao (Director)			
	4. Andrew Charles Ferguson (Director)			
	5. Rodolfo D. Santiago (Independent Director)			
	6. Orlando S. Mercado (Independent Director)			
	7. Kristina Louise S. Magalong (Independent Director)			

**IN CASE THIS PROXY/BALLOT IS SIGNED AND RETURNED IN BLANK**

If no instructions are indicated on a returned and duly signed proxy, the shares represented by the proxy will be voted:

- FOR the approval of the minutes of previous meeting of the stockholders;
- FOR the approval of the management report for 2025 audited financial statements;
- FOR the confirmation and ratification of all acts of the Board of Directors and Management from the last stockholders' meeting to date;
- FOR the election of the following directors for the term 2026-2027:

1. Roberto V. San Jose (Director)
2. Esteban G. Peña Sy (Director)
3. Delfin P. Angcao (Director)
4. Andrew Charles Ferguson (Director)

5. Rodolfo D. Santiago (Independent Director)
6. Orlando S. Mercado (Independent Director)
7. Kristina Louise S. Magalong (Independent Director)

- FOR the approval of the appointment of Isla Lipana & Co. (PricewaterhouseCoopers-Philippines) as the Corporation's external auditors; and
- TO authorize the Proxy to vote according to the Proxy's discretion on any matter that may come before the meeting

A Proxy/Ballot that is returned without a signature shall not be valid.

**VALIDATION OF PROXIES**

Validation of proxies shall be on May 15, 2026 at 2:00 p.m. at the principal office of the Corporation.

**REVOCAION OF PROXIES:**

A stockholder giving a proxy has the power to revoke it at any time before the validation of proxies on May 15, 2026 at 2:00 p.m. by submitting either (i) the original signed letter of revocation by mail, courier or manual delivery to the front desk of the Corporation's principal office at 35<sup>th</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1223; or (ii) a scanned copy thereof by email at the Corporation's email address at [mabuhayholdings@yahoo.com](mailto:mabuhayholdings@yahoo.com).

\_\_\_\_\_

Date

\_\_\_\_\_

(Signature above printed name of Stockholder)

[For Corporate Stockholder]

**INSTRUCTIONS:**

1. This Proxy/Ballot form must be accompanied by a notarized Secretary's Certificate of the company's Board Resolution appointing and authorizing its representative to accomplish this Proxy/Ballot form.
2. Material erasures or alterations shall not affect the validity of the Proxy/Ballot provided that the person authorized to accomplish this Proxy/Ballot form affixes his/her full signature beside such erasures or alterations. The initials of the said authorized person are not sufficient to validate the Proxy/Ballot, unless the said initials are also the said person's customary signature.
3. Please submit either (i) the original signed and accomplished Proxy/Ballot form by mail, courier or manual delivery to the **front desk of the Corporation's principal office at 35<sup>th</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1223**; or (ii) a scanned copy thereof by email at the Corporation's email address at **mabuhayholdings@yahoo.com**. Deadline for the submission of Proxy/Ballot is on or before 5:00 p.m. of **May 12, 2026**.

**PROXY/BALLOT FORM**  
**MABUHAY HOLDINGS CORPORATION**

*[PLEASE CHECK OR MARK THE APPROPRIATE BOX BELOW]*

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		<i>Please check or mark the appropriate box</i>		
	<b>RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1	Approval/ratification of the minutes of the previous meeting of the stockholders			

2	Approval the management report and the 2025 audited financial statements			
3	Ratification of all acts of the Board of Directors and Management from the last stockholders' meeting to date			
4	Appointment of Independent Auditor (Isla Lipana & Co.)			
5	Election of Directors for the term 2026-2027  ( <b>Note:</b> If you want to vote by cumulative voting, kindly also indicate opposite the name of the nominee director/s that you are voting FOR, the number of votes that you want to give such nominee director/s, provided that the total number of votes cast shall not exceed the number of shares owned multiplied by the number of directors to be elected).			
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	2. Esteban G. Peña Sy (Director)			
	3. Delfin P. Angcao (Director)			
	4. Andrew Charles Ferguson (Director)			
	5. Rodolfo D. Santiago (Independent Director)			
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3. Delfin P. Angcao (Director)

4. Andrew Charles Ferguson (Director)
5. Rodolfo D. Santiago (Independent Director)
6. Orlando S. Mercado (Independent Director)
7. Kristina Louise S. Magalong (Independent Director)

- FOR the approval of the appointment of Isla Lipana & Co. (PricewaterhouseCoopers-Philippines) as the Corporation's external auditors; and

- TO authorize the Proxy to vote according to the Proxy's discretion on any matter that may come before the meeting

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\_\_\_\_\_  
 (Printed Name of Corporate Stockholder)  
 By:

\_\_\_\_\_  
 Signature over Printed Name of  
 Authorized Representative

\_\_\_\_\_  
 \_\_\_\_\_  
 Address

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:  
 Preliminary Information Statement  
 **Definitive Information Statement**
2. Name of Registrant as specified in its charter: **MABUHAY HOLDINGS CORPORATION**
3. **PHILIPPINES**  
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **150014**
5. BIR Tax Identification Code **000-473-206-000**
6. **35/F Rufino Pacific Tower, 6784 Ayala Avenue, Makati City** **1223**  
Address of principal office Postal Code
7. Registrant's telephone number, including area code **(632) 8850-2000**
8. Date, time and place of the meeting of security holders: **May 22, 2026, Friday, at 11:00 a.m., in Makati City, via remote communication, or in absentia. The ASM cannot be scheduled on the date fixed in the By-laws of the Corporation (i.e., last Friday of April of each year or April 24, 2026) due to the irreconcilable conflict in the schedule of the Board of Directors and key management officers, as well as to accommodate the travel schedule of the Corporation's foreign director to enable his physical attendance at the ASM as previously disclosed with this Honorable Office and the Philippine Stock Exchange ("PSE") on January 14, 2026.**
9. Approximate date on which the Information Statement is first to be sent or given to security holders **April 30, 2026**
10. In case of Proxy Solicitations: **Not Soliciting Proxy**  
Name of Person Filing the Statement/Solicitor: **N/A**  
Address and Telephone No.: **N/A**
11. Securities registered pursuant to Sections 8 and 12 of the Securities Regulations Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock
<u><b>COMMON STOCK</b></u>	<u><b>1,200,000,000 shares</b></u>

12. Are any or all of registrant's securities listed on a Stock Exchange?

Yes  No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

**PHILIPPINE STOCK EXCHANGE – COMMON SHARES OF STOCK**

**PART I.**  
**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

**Item 1. Date, Time and Place of Meeting of Security Holders**

The annual stockholders' meeting of Mabuhay Holdings Corporation (the "**Registrant**" or the "**Company**") shall be on May 22, 2026, Friday, at 11:00 a.m., in person at the principal office of the Corporation, by remote communication, or *in absentia*. The Chairman will call and preside the meeting in the principal office of the Company.

As previously disclosed with the Securities and Exchange Commission ("SEC") and the Philippine Stock Exchange ("PSE") on January 14, 2026, the annual meeting cannot be scheduled on the date fixed in the By-laws of the Company (*i.e.*, last Friday of April of each year or April 24, 2026) due to the irreconcilable conflict in the schedule of the Board of Directors and key management officers, as well as to accommodate the travel schedule of the Corporation's foreign director to enable his physical attendance at the annual meeting. In compliance with SEC Notice dated April 3, 2020, the Registrant has filed the necessary Current Report (SEC Form 17-C) on January 14, 2026 disclosing the said postponement and attaching thereto a Secretary's Certificate of even date reciting the resolution of the Board of Directors postponing the annual meeting. Furthermore, the said Current Report was likewise uploaded through the PSE EDGE.

The mailing address of the Registrant is at 35<sup>th</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, 1223.

The approximate date on which this Information Statement is first to be sent or given to stockholders is on April 30, 2026.

**Item 2. Dissenters' Right of Appraisal**

A stockholder has the right to dissent and demand payment of the fair value of his shares: (i) in case any amendment to the Company's Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences over the outstanding shares, or of extending or shortening the term of corporate existence; (ii) in case of any sale, lease, mortgage or disposition of all or substantially all of the corporate property or assets; (iii) in case of merger or consolidation; and (iv) in case of investment of corporate funds in another corporation or business or for any purpose other than the primary purpose.

If an action which may give rise to the right of appraisal is proposed at the meeting, any stockholder who voted against the proposed action and who wishes to exercise such right must make a written demand, within thirty (30) days after the date of the meeting or when the vote was taken, for the payment of the fair market value of his shares. Upon payment, he must surrender his certificates of stock. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment.

There are no matters or proposed corporate actions at this year's annual stockholders' meeting of the Company which may give rise to a possible exercise by security shareholders of their appraisal rights under the provisions of the Revised Corporation Code of the Philippines.

**Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

No person who is or has been a director or officer of the Registrant, or a nominee for election as director, or an associate of the said persons, has any substantial interest, direct or indirect, by security holdings or otherwise in any matter to be acted upon during the meeting other than election to office.

None of the persons mentioned above has informed the Registrant in writing of any intention to oppose any action to be taken at the meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders Thereof**

- (a) The Registrant has one class of shares, subscribed and outstanding as of April 16, 2026:

Common shares - 1,200,000,000

Out of the said subscribed and outstanding shares, 427,321,235 shares or 35.61% are owned by foreigners, while 772,678,765 shares or 64.39% are owned by Philippine nationals.

- (b) Number of Votes entitled: Every stockholder entitled to vote as of the Record Date shall be entitled to one (1) vote per share of stock. Provided, however, that in the case of election of directors, every stockholder has the right to cumulate and cast his votes in accordance with Section 23 of the Revised Corporation Code of the Philippines. Section 23 of the Revised Corporation Code of the Philippines provides in part that a stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected.
- (c) The Record Date is on March 31, 2026. All stockholders of record as of March 31, 2026 are entitled to notice of, participate *via* remote communication, and to vote *in absentia* at the Annual Stockholders' Meeting.
- (d) Security Ownership of Certain Beneficial Owners and Management
- (1) Security Ownership of Certain Record and Beneficial Owners
- (e) Stockholders owning more than 5% of the Registrant's shares of stocks as of April 16, 2026:

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
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Common	Prokey Investment Ltd.** c/o Mabuhay Holdings Corporation: 35/F, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, 1223	Esteban G. Peña Sy, President of Registrant**	Filipino	351,289,763	29.27%
Common	PCD Nominee Corporation* G/F MSE Building 6767 Ayala Avenue, Makati City	B.A. Securities, Inc.*	Foreign	426,328,134	35.53%
<b>TOTAL</b>				<b>777,617,897</b>	<b>64.80%</b>

\* B.A. Securities, Inc. is the only participant under the PCD that owns 5% or more of the Company's voting stock. Mr. Esteban G. Peña Sy, President of Registrant, will vote for the shares in the name of B.A. Securities, Inc. in the forthcoming annual stockholders' meeting.

\*\* Prokey Investment Ltd. (“**Prokey**”) is a 100% Filipino-owned company registered in the British Virgin Islands and licensed by the SEC on March 15, 2010 to operate a Representative Office in the Philippines. Mr. Esteban Peña Sy, President of the Registrant and the owner of Prokey, will exercise his right to vote for these shares.

(2) Security Ownership of Management

(f) The following directors and officers are the direct/indirect owners of the Registrant's shares as indicated opposite their names as of April 16, 2026:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership			Citizenship	Percent of Ownership
		Shares	Amount	Nature		
Common	Roberto V. San Jose (Director / Chairman of the Board)	600	₱ 600	Direct	Filipino	0
Common	Esteban G. Peña Sy (Director / President)	353,299,813	353,299,813	Direct and Indirect	Filipino	29.44%
Common	Delfin P. Angcao (Director)	641	641	Direct	Filipino	0
Common	Steven G. Virata (Independent Director)	100	100	Direct	Filipino	0

Common	Orlando S. Mercado (Independent Director)	50	50	Direct	Filipino	0
Common	Ana Maria A. Katigbak (Corporate Secretary)	50	50	Direct	Filipino	0
Common	Rodolfo D. Santiago (Independent Director)	50	50	Direct	Filipino	0
Common	Andrew Charles Ferguson (Director)	1	1	Direct	British	0
Common	Gloria Georgia G. Garcia (SVP / Treasurer and CFO)	50	50	Direct	Filipino	0
<b>TOTAL</b>		<b>353,301,355</b>	<b>₱353,301,355</b>			<b>29.44%</b>

(3) Voting Trust Holders of 5% or more

Registrant is not aware of any person holding more than 5% of the shares of Registrant under a voting trust or similar agreement.

(4) Changes in Control

There has been no change in control of the Registrant since the beginning of its last fiscal year. Neither is Registrant aware of any arrangement which may result in a change in control of it.

**Item 5. Directors and Executive Officers**

- (a) The names, ages, terms of office, business experience for the last five years, directorship in other companies of the directors and executive officers of the Registrant are as follows:

**Atty. Roberto V. San Jose, Director and Chairman of the Board** – Atty. San Jose, Filipino, 84 years old, was elected Chairman of the Board in 2003 and has been a member of the Board of Directors as early as 1991. He is a consultant of the Castillo Laman Tan Pantaleon & San Jose Law Offices and a Director or Officer of the following companies: Anglo Philippine Holdings Corporation, Alsons Consolidated Resources Corporation, Philweb Corporation, CP Group of Companies, Carlos Palanca Foundation, Inc., MAA Consultants, Inc., Solid Group Inc., United Paragon Mining Corporation, The Metropolitan Club, Inc. and various client corporations of their law firm.

**Esteban G. Peña Sy, Director and President** – Mr. Peña Sy, Filipino, 78 years old, was elected as Director and President on November 1, 2006 and has served as such for more than ten years now. He graduated from the University of the Philippines in 1968 with the degree of A.B. Economics and completed the Program for Management Development at Harvard Business School in 1982. He was the Managing Director of Pan Asian Management Ltd. and

AI Financial Services Ltd., which are management and investment consultancy firms based in Hongkong, and Pan Asian Oasis Telecom Ltd. that operates joint venture factories engaged in the manufacture of communication and fiber optic cables in China. His previous work experience includes the following: Asst. Secretary General of the Federation of Filipino Chinese Chambers of Commerce and Industry from 1971-1979 and Executive Director from 1980-1986; various positions in the Ayala Group of Companies from 1979-1984.

**Atty. Delfin P. Angcao, Director** – Atty. Angcao, Filipino, 68 years old, held the position of Corporate Secretary from 1995 to 2026. He was a partner at the Castillo Laman Tan Pantaleon & San Jose Law Offices (CLTPSJ) since the year 2000. He was a junior associate with CLTPSJ from 1995 to 1997. He climbed up to being a Senior Associate from 1997 to 2000. He was a former associate at the San Jose, Enriquez, Lacas, Santos, Borje & Vendero from 1992 to 1995. His other business experience in the last 5 years are as follows: director and/or Corporate/Asst. Corporate Secretary of various client corporations of CLTPSJ namely: United Paragon Mining Corporation, The Manila Southwoods Golf & Country Club, Inc., and Golden Valley Exploration Corporation. He is a member of the Integrated Bar of the Philippines and the Philippine Institute of Certified Public Accountants.

**Atty. Ana Maria A. Katigbak, Corporate Secretary** – Atty. Katigbak, Filipino, 57 years old, held the position of Assistant Corporate Secretary from 1999 to 2026. She likewise held the position of a director from 1999 to October 31, 2006, and from June 27, 2007 to 2026. A member of the Integrated Bar of the Philippines and a graduate of Bachelor of Laws and Bachelor of Arts in Comparative Literature (Cum Laude) at the University of the Philippines, she is currently a partner at the Castillo Laman Tan Pantaleon San Jose Law Offices. Her other business experience in the last 5 years are as follows: Assistant Corporate Secretary of publicly listed companies and registered membership clubs such as: Boulevard Holdings, Inc., Premier Entertainment Productions, Inc., Solid Group, Inc., The Metropolitan Club, Inc., AJO.net Holdings, Inc. and PhilWeb Corporation. She is also a lecturer at the Thames International Business School, Philippine Campus.

**Andrew Charles Ferguson, Director** – Mr. Ferguson, British citizen, 52 years old, was elected Director on August 2, 2021. He holds a Bachelor of Science Degree in Natural Resource Development. Mr. Ferguson worked as a mining engineer in Western Australia in the mid 1990's. In 2003, Mr. Ferguson co-founded New City Investment Managers in the United Kingdom. He has a proven track record in fund management and was the former co-fund manager of City Natural Resources High Yield Trust, which was awarded “Best UK Investment Trust” in 2006. In addition, he managed New City High Yield Trust Ltd. and Geiger Counter Ltd. He worked for New City Investment Managers CQS Hong Kong, a financial institution providing investment management services to a variety of investors. He has 26 years of experience in the finance industry specializing in global natural resources. Being a fund manager for assets in London and Hong Kong, he was responsible for day-to-day management of portfolios, risk management, business development, relationship management and working with independent boards, custodians and auditors to ensure that all shareholders' funds were managed properly. Mr. Ferguson is currently an Executive Director and the Chief Executive Officer of APAC Resources Limited (Stock Code: 1104), a company listed on the main board of The Stock Exchange of Hong Kong Limited, and an alternate director in Mount Gibson Iron Limited (Stock Code: MGX), a company listed on the Australian Securities Exchange.

**Steven Gamboa Virata, Independent Director (Outgoing)** – Mr. Virata, Filipino, 68 years old, joined the Company in 2001. A degree holder of B.S. Architecture from the University of the Philippines, he has more than 10 years of experience in the aviation industry, marketing, architecture, graphic design and production, theater industry and farm management. His other business experiences in the last 5 years are as follows: currently, he is a Director of C. Virata and Associates, ATAR-IV, Inc., Chilco Holdings Inc., and V.L. Araneta Properties, Inc.

**Rodolfo D. Santiago, Independent Director** – Retired Major General Santiago, Filipino, 65 years old, is a graduate of the Philippine Military Academy, Class of 1982. He has more than 38 years of military service holding various positions in several specialized fields. He held command and staff positions of major importance in the fields of military communications, intelligence, civil military operations and infantry operations. He capped his military career as an educator serving as the 54th Commandant of the Armed Forces of the Philippines Command and General Staff College. He completed his 15-year intelligence career serving as a Commander of the Defense Intelligence and Security Group. His civil-military operations stint was topped by being designated as the Assistant Deputy Chief of Staff for Civil-Military Operations, J7 (AJ7). He also led the AFP in disaster response operations, training and education. He is currently serving as Chief Technology Officer of Dito Telecommunity Corporation and as a member of the Board of Advisers of the Tech Peace, Build Peace Movement. He works as an independent consultant of the Department of Education since January 2017 dealing largely with other stakeholders, disaster resiliency, peace education and schools in conflict areas. He is also a research consultant of Ateneo de Manila University on disaster resiliency since May 2017. Maj. Gen. Santiago served as an Independent Director of Philippine Infradev Holdings, Inc. from Aug. 17, 2017 to May 21, 2020.

**Orlando S. Mercado, Independent Director** – Mr. Mercado, 79 years old, Filipino, earned his Bachelor of Arts in Political Science, Master of Arts in Communication, and Doctor of Philosophy in Political Science all from the University of the Philippines. He was a former Senator, Secretary of Defense, and Ambassador. He has served two consecutive terms as Senator and authored among others, the Generics Drugs Act, Magna Carta for Disabled Persons, Consumer Protection Act, Armed Forces of the Philippines (AFP) Modernization Act and the Philippine National Police (PNP) Reform Act. Among his notable contributions include the reorganization the Department of National Defense to assert civilian supremacy over the military. He exposed the corrupt practices in the administration of the armed forces pension and veterans funds. He introduced the first online electronic procurement system in the Department of National Defense. He is a veteran broadcaster and professor of political science, communication and business management. In 2009, he was appointed as the first Permanent Representative of the Philippines to the Association of Southeast Asian Nations (ASEAN) in Jakarta, Indonesia. From 2010 to 2021, he was Secretary General of the Eastern Regional Organization for Public Administration, based in the National College of Public Administration, University of the Philippines, Diliman, Quezon City. Currently, he is member of the faculty of the Ateneo School of Government, an Eminent Fellow and member of the Academic Council of the Development Academy of the Philippines (DAP). He also teaches MBA courses in FEU Makati. He is also the current Chairman of the Multi-Sectoral Advisory Board of the Education, Training and Doctrine Command of the Armed Forces of the Philippines.

Mr. Steven G. Virata and Mr. Rodolfo D. Santiago were likewise elected as Independent Directors of the Company during the last annual stockholders' meeting. Meanwhile, Mr. Orlando S. Mercado was elected as an Independent Director on April 13, 2026, following the acceptance of Mr. Rodrigo B. Supeña's resignation from his position as Independent Director.

**Gloria Georgia G. Garcia, Corporate Treasurer & Chief Financial Officer** – Ms. Garcia, Filipino, 55 years old, is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants. Ms. Garcia started her career with SGV & Co. Her work experience included more than three years as a junior auditor with the firm. Thereafter, she had few years in the recreation, gaming and hotel industries and more than twenty years in the real estate industry up to present.

All the directors and executive officers named above were elected to their positions for a term of one year and to serve as such until their successors are elected and qualified.

No director of the Company has resigned or declined to stand for re-election to the board of directors since the date of the last annual meeting because of a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Except for the above-named directors and officers, the Registrant has no "significant employees" (as the term is defined under the SRC and its implementing rules and regulations).

(b) Independent Directors/Corporate Governance Committee

In compliance with SRC Rule 38 which provides for the guidelines on the nomination and election of independent directors, a Corporate Governance Committee which performs the functions of the erstwhile Nomination Committee has been created with the following as members:

- |                            |   |                                |
|----------------------------|---|--------------------------------|
| 1. Steven G. Virata        | - | Chairman, Independent Director |
| 2. Roberto V. San Jose     | - | Member                         |
| 3. Andrew Charles Ferguson | - | Member                         |
| 4. Ana Maria A. Katigbak   | - | Member                         |

Under the Company's New Manual of Corporate Governance, the members of the Nomination Committee shall consist of at least three independent directors, one of whom shall be the Chairman thereof. The Corporate Governance Committee was tasked to accept and to pre-screen nominees for election as independent directors conformably with the criteria prescribed in the said SEC Memo Circular and the Company's Code of Corporate Governance, and to prepare and to make available to the SEC and the stockholders before the stockholders' meeting a Final List of Candidates as required in the said SEC Memo Circular.

In compliance with SRC Rule 38, hereunder is the Final List of Candidates for Independent Directors of Mabuhay Holdings Corporation for the term 2026-2027 based on nominations received and pre-screened by the Nomination Committee:

<b>Name of Candidate</b>	<b>Nominated By</b>
Gen. Rodolfo D. Santiago	Mr. Esteban G. Peña Sy
Mr. Orlando S. Mercado	Mr. Esteban G. Peña Sy
Kristina Louise S. Magalong	Mr. Esteban G. Peña Sy

Mr. Peña Sy, presently a stockholder and the incumbent President of the Company, is not related to any of his above-mentioned nominees.

Information about Retired General Santiago and Mr. Mercado as required under Part IV (A) and (C) of Annex "C" of SRC Rule 12 are as contained in this item 5.

The following is the background of the third nominee for Independent Director, Atty. Magalong:

**Atty. Kristina Louise S. Magalong, Nominee Independent Director** – Atty. Magalong, Filipino, earned her Juris Doctor Degree at the Ateneo de Manila University – School of Law in 2014. She is a Philippine lawyer and Managing Partner of Libayan Magalong Law Office with broad experience in labor and employment matters, contract review, business advisory, private-client property transactions, and housing-related legal matters involving the Department of Human Settlements and Urban Development (“DHSUD”). She was admitted to the bar in 2016, with prior legal experience before admission and a professional background in healthcare as a Physical Therapist. She was recognized for a balanced legal perspective representing both management and employees, including *pro bono* work for employees, reflecting both commercial judgment and ethical accountability. She likewise served as an overall Campaign Manager for a mayoral campaign, leading strategy, operations, stakeholder coordination, and decision-making across the full campaign structure demonstrating executive leadership under high-pressure public environments. Her professional profile is anchored in governance, ethics, labor and employment risk management, regulatory compliance, and institutional accountability, making her well-suited for board-level oversight and strategic leadership roles.

To comply with the Securities and Exchange Commission (SEC) Memorandum Circular No. 5 which became effective March 10, 2017, the Company submits herewith the Certificates of Qualification of the independent directors in the form prescribed by the SEC. The term limits of the independent directors shall be in accordance with SEC Memorandum Circular No. 9, Series of 2011, which became effective beginning January 2, 2012. The term limits of the independent directors shall be for a maximum cumulative term of nine (9) years in accordance with SEC Memorandum Circular No. 7, Series of 2026, which became effective beginning February 1, 2026. The reckoning date of the maximum cumulative term is from 2012.

The stockholders and the board of directors of the Company have on May 20, 2008 duly approved to amend the Company’s By-Laws by inserting a new provision therein relating to the procedure on nomination and election of independent directors as required under SRC Rule 38 of the Implementing Rules and Regulations of the Securities Regulations Code.

(c) Significant Employees

Aside from those listed above, the Company has no other executive officers or certain key personnel who are deemed to make significant contribution to the business.

(d) Family Relationships

No director or officer is related to the extent of the fourth civil degree either by consanguinity or affinity.

(e) Involvement in Certain Legal Proceedings

None of the directors and officers of the Company was involved, in the past five years up to the latest date, in any bankruptcy proceeding. Neither have they been during the same period convicted by final judgment in any criminal proceeding, nor been subject to any order, judgment or decree of competent jurisdiction, permanently enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, nor found in action by any court or administrative body to have violated a securities or commodities law that are material to their evaluation as to their fitness for their respective positions.

The Company and its consolidated subsidiaries/affiliates are parties to various legal actions or proceedings. However, in the opinion of management, the ultimate liability, if any, resulting

from these actions or proceedings, will not have a material effect on the Company's financial position.

(f) Certain Relationship and Related Transactions

During the last two (2) years, there had been no transaction or proposed transaction between the Registrant, on one hand, and its directors, nominees as director, record or beneficial shareholders, management, or members of their immediate family, on the other.

There are no related party transactions other than those presented in Note 14 of the Notes to the Consolidated Financial Statements as of December 31, 2025, a copy of which is hereto attached.

No other transaction was undertaken by the Company in which any Director or Executive Officer was involved or had a direct or indirect material interest.

Item 6. **Compensation of Directors and Executive Officers**

(a) Summary Compensation Table

The annual compensation of the Company's President and three most highly compensated executive officers for the last two (2) fiscal years and the ensuing year 2026 (estimate) are as follows:

Name	Position	Year	Salary	Bonus	Other Annual Compensation	Total
Roberto V. San Jose	Chairman of the Board	2024 2025 2026 (est.)				
Esteban G. Peña Sy	President	2024 2025 2026 (est.)				
Delfin P. Angcao	Corporate Secretary	2024 2025 2026 (est.)				
Ana Maria A. Katigbak		2026 (est.)				
Gloria Georgia G. Garcia	Treasurer	2024 2025 2026 (est.)				
Aggregate compensation (all key officers and directors as a group)		2024 2025 2026 (est.)	2,820,000.00 2,825,000.00 2,832,000.00		360,000.00 360,000.00 360,000.00	3,180,000.00 3,185,000.00 3,192,000.00
Note: Registrant has no other executive officers except those named above.						

\* Figures for year 2026 were based on estimates.

\* Each director receives a per diem of Php5,000.00 for each board meeting attended.

(b) Compensation of Directors

Directors receiving compensation were either employed as officers of the Registrant receiving fixed monthly salary or receiving reimbursement of representation expenses incurred from time to time.

Executive officers employed by the Registrant, receiving fixed monthly salary (*see table above*) are Mr. Esteban G. Peña Sy and Ms. Gloria Georgia G. Garcia.

Name	Position	Year	Salary	Bonus	Other Annual Compensation	Total Compensation
Roberto V. San Jose	Chairman of the Board / Director	2025				100,000
Esteban G. Peña Sy	President / Director	2025				2,540,000
Andrew Ferguson	Director	2025				-0-
Ana Maria A. Katigbak	Director	2025				40,000
Rodrigo B. Supeña	Independent Director	2025				20,000
Steven G. Virata	Independent Director	2025				20,000
Rodolfo D. Santiago	Independent Director	2025				120,000

(c) Employment Contracts and Termination of Employment and Change-in-Control Arrangement

There were no employment contracts, termination of employment, or any arrangement that resulted or may result in a change of control of the Registrant.

(d) Warrants and Options Outstanding

There are no outstanding warrants or options held by the Company's executive officers and directors as a group.

**Item 7. Independent Public Accountants**

The Registrant's external auditor, Isla, Lipana & Co., has been re-appointed during last year's annual stockholders' meeting held on June 24, 2025. The name of Isla, Lipana & Co.'s partner-in-charge for the ensuing year will be known on or before its re-appointment during the stockholders' meeting. The engagement partner in charge of the audit for the period ended on December 31, 2025 is Mr. Zaldy D. Aguirre.

There were no disagreements with the said Auditors with respect to accounting principles and practices, financial disclosures, or auditing scope or procedures. As in the previous years, representatives of the Registrant's auditors are expected to be present at this year's annual stockholders' meeting, available to respond to questions that may be asked by the stockholders. The said auditors will have the opportunity to make a statement if they desire to do so.

(a) Audit and Audit-Related Fees

The external auditors charged the Company and its subsidiaries an aggregate amount of Php1.05M (inclusive of applicable value-added tax and out-of-pocket expenses) for the last two (2) calendar years ending December 31, 2025 and 2024. The Company is in compliance with SRC Rule 68, Paragraph 3(b)(ix) which requires the rotation of external auditors or their signing partners, including the 2-year cooling off period requirement in case of their re-engagement.

There are no other fees billed for the last two (2) years for assurance and related services rendered by the external auditors.

(b) Tax Fees

There were routine professional services rendered by the external auditors for tax accounting, compliance, advice, planning and any other form of tax services in each of the last two (2) calendar years ending December 31, 2025 and 2024. The fees for these services are included in the Audit and Audit-Related Fees mentioned above.

Tax consultancy services are secured from entities other than the external auditors.

(c) All Other Fees

There were no other fees billed for the last two (2) years for other professional services rendered by the external auditors during the period.

(d) Company Policy on Appointment of Independent Auditor

The President, SVP/Treasurer and CFO and the Audit & Related Party Transactions Committee recommend to the Board of Directors the appointment of the external auditor and the fixing of the audit fees. The Board of Directors approves the recommendation for the appointment of the external auditor subject to approval/ratification by the stockholders at the annual stockholders' meeting.

The present members of the Audit & Related Party Transactions Committee of the Company are as follows:

Steven G. Virata	-	Acting Chairman (Independent Director)
Rodolfo D. Santiago	-	Member (Independent Director)
Gloria Georgia G. Garcia	-	Non-voting Member

**D. OTHER MATTERS**

**Item 15. Action with Respect to Reports**

### ***Summary of Items to be Submitted for Stockholders' Approval***

- (a) Approval of the minutes of the 2025 annual stockholders' meeting<sup>1</sup>
- (b) Approval of annual report of management and 2025 financial statements

Approval of the minutes of the 2025 annual stockholders' meeting will constitute a ratification of the accuracy and faithfulness of the record therein of the events that transpired during the said meeting. Among the matters taken up during the 2025 annual stockholders' meeting and reflected in the minutes thereof were the following: (a) approval of the minutes of the 2024 annual stockholders' meeting; (b) approval of the management report and 2024 annual financial statements; (c) ratification of resolutions, contracts, and acts of the Board of Directors and Management; (d) election of directors; (e) re-election of Mr. Rodrigo B. Supeña as Independent Director; and (f) appointment of external auditors. This will not constitute a second approval of the same matters that were already taken up and approved during the said meeting. Approval of the annual report of management and 2024 financial statements will constitute a ratification of the Company's performance during the preceding year as contained or reflected in said annual report and financial statements.

Among the acts and resolutions of the board and management for which ratification by the stockholders will be sought are the following: (a) application for verified survey return with the Bureau of Land and application for the consolidation/subdivision with the Registry of Deed of Lipa City; (b) Authority to open, renew, and maintain a securities trading account with BA Securities, Inc.; (c) Authority to open, maintain, reactivate, and close current/savings account with Yuanta Savings Bank Philippines, Inc., apply for secured loan, and mortgage the Corporation's properties; (d) Opening, operating, and maintaining a customer's securities trading account with Value Quest Securities; (e) Sale, transfer, and conveyance of motorcycle; and (f) Postponement and rescheduling of the 2026 Annual Stockholders' Meeting and its record date.

### ***Description of Voting and Voting Tabulation Procedures used in the 2025 Annual Stockholders' Meeting***

Stockholders of record were allowed to vote by proxy or *in absentia* through the link provided by the Corporation for the 2025 annual stockholders' meeting. Stock Transfer Services, Inc. ("STSI"), the Corporation's stock transfer agent, acted as the board of canvassers for the annual meeting. They had access to the submitted proxies and the online voting portal of the Corporation, and based on the votes submitted, STSI was able to prepare the official tabulation of votes.

### ***Description of opportunity given to stockholders to ask questions***

The stockholders were encouraged to submit their questions before and during the June 24, 2025 annual stockholders' meeting. No questions or comments were raised by the Stockholders during the meeting.

### ***Matters Discussed and Resolutions Reached and Record of Voting Results***

Below is a summary of the tabulation of votes as confirmed by STSI:

<b>2025 ASM Agenda Items</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
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<sup>1</sup> The draft minutes of the Annual Stockholders' Meeting dated June 24, 2025 are made available at the Company's website pursuant to SEC Memorandum Circular No. 11, Series of 2024, which may be accessed at <https://www.mabuhayholdingscorp.com/wp-content/uploads/2025/06/mhc-draft-minutes-of-the-2025-annual-stockholders-meeting-dated-june-24-2025.pdf>

1. Approval of the Minutes of the Annual Stockholders' Meeting held on June 25, 2024	<b>810,480,663</b>	0	0
2. Approval of the Management Report and 2024 Audited Financial Statements	<b>810,480,663</b>	0	0
3. Ratification of Resolutions, Contracts, Acts of the Board of Directors and Management	<b>810,480,663</b>	0	0
4. Election of Directors			
<i><u>Nominees for Regular Directors</u></i>			
a) Roberto V. San Jose	<b>810,480,663</b>	0	0
b) Esteban G. Peña Sy	<b>810,480,663</b>	0	0
c) Andrew Ferguson	<b>810,480,663</b>	0	0
d) Ana Maria A. Katigbak	<b>810,480,663</b>	0	0
<i><u>Nominees for Independent Directors</u></i>			
a) Rodrigo B. Supeña	<b>810,480,663</b>	0	0
b) Steven G. Virata	<b>810,480,663</b>	0	0
c) Rodolfo D. Santiago	<b>810,480,663</b>	0	0
5. Re-election of Mr. Rodrigo B. Supeña as Independent Director	<b>810,480,663</b>	0	0
6. Appointment of Isla Lipana & Co. as the External Auditor of the Corporation	<b>810,480,663</b>	0	0

***List of Directors, Officers, Stockholders and Other Related Attendees who attended the 2025 Annual Stockholders Meeting***

**The following Directors were present:**

1. Roberto V. San Jose
2. Esteban G. Peña Sy
3. Andrew Charles Ferguson
4. Ana Maria A. Katigbak
5. Rodolfo D. Santiago
6. Rodrigo B. Supeña
7. Steven G. Virata

**The following Officers of the Company were present:**

1. Delfin P. Angcao
2. Gloria Georgia G. Garcia

**The following shareholders were represented as follows:**

<b>Stockholders Participating in person</b>	
Roberto V. San Jose	600
Esteban G.Peña Sy	2,010,050
Steven G. Virata	100
Rodrigo B. Supeña	50
Ana Maria A. Katigbak-Lim	50
Rodolfo D. Santiago	50
Andrew Ferguson	1
<b>Total</b>	<b>2,011,592</b>
<b>Stockholders Represented by Proxy</b>	
B.A. Securities Inc.	416,999,999
Prokey Investments Ltd.	351,289,763
Value Quest Securities Corp.	47,645,000
Tower Securities	19,915,000
Mindanao Appreciation Corp.	10,183,000
Ansaldo, Godinez & Co., Inc.	8,027,000
Triton Securities Corporation	2,037,000
South China Holdings Corp.	432,000
First Metro Securities Brokerage Corporation	201,000
The Taal Co. Inc.	14,400
Delfin P. Angcao	641
Gloria Georgia G. Garcia	50
<b>Total</b>	<b>808,469,071</b>

Total No. of Shares Issued and Outstanding	<b>1,200,000,000</b>
Stockholders Participating in Person	2,011,592
Stockholders Represented by Proxy	808,469,071
Total No. of Shares Participating in Person and Represented by Proxy	810,480,663

Total Percentage of Shares Participating in Person and Represented by Proxy	67.54%
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**Other attendees:**

Isla Lipana & Co. - External Auditor  
 Stock Transfer Services, Inc. - Stock Transfer Agent / Board of Canvass

**Material Information on the Current Stockholders and Their Voting Rights**

As discussed previously, the following are the Stockholders owning more than 5% of the Registrant’s shares of stocks as of April 16, 2026:

Title of Class	Name and Address of Record Owner and Relationship with Issuer	Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Prokey Investment Ltd.** c/o Mabuhay Holdings Corporation: 35/F, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, 1223	Esteban G. Peña Sy, President of Registrant**	Filipino	351,289,763	29.27%
Common	PCD Nominee Corporation* G/F MSE Building 6767Ayala Avenue, Makati City	B.A. Securities, Inc.*	Foreign	426,328,134	35.53%
<b>TOTAL</b>				<b>777,617,897</b>	<b>64.80%</b>

Prokey Investment Ltd. (“**Prokey**”), an investment holding company, is a 100% Filipino-owned company registered in the British Virgin Islands and licensed by the SEC on March 15, 2010 to operate a Representative Office in the Philippines. Mr. Esteban Peña Sy, President of the Registrant is the owner of Prokey. Prokey holds 29.27% of the shares of the registrant while the remaining 70.73% is owned by various individuals and corporations.

***Appraisals and performance report for the Board and Criteria and Procedure for Assessment***

The Governance Committee oversees the annual performance evaluation of the Board, its board committees as well as the individual director’s performance. The assessment criteria include the structure, efficiency and effectiveness of the Board as a body, the composition, organization and processes implemented within the different board committees and the knowledge, attendance and overall contribution of each member director to their respective board committees.

### ***Directors' Attendance Report***

*The list of meetings of the Board and its committees, including both regular and special meetings for the year 2025, are summarized below:*

<b>Director's Name</b>	<b>Number of Board Meetings Attended</b>	<b>Number of Committee Meetings Attended</b>
Roberto V. San Jose	3	0
Esteban G. Peña Sy	3	1
Ana Maria A. Katigbak	2	1
Andrew Charles Ferguson	3	0
Rodrigo B. Supeña	3	1
Rodolfo D. Santiago	3	1
Steven G. Virata	3	1

### ***Directors Disclosures on self-dealing and related party transactions***

The directors and officers of the Company did not have any dealing in the Company's shares nor did they engage in any related party transactions during the year 2025.

Attached as **Annex "A"** of this Information Statement is a summary of the disclosure requirements under Section 49 of the Revised Corporation Code.

### **Item 18. Other Proposed Actions**

- (a) Ratification of resolutions, contracts and acts of the board of directors and management
- (b) Election of directors
- (c) Appointment of external auditors

Resolutions, contracts and acts of the board of directors and management for ratification refer to those passed or undertaken by them during the year and for the day-to-day operations of the Company as contained or reflected in the annual report and financial statements. These included the election of officers, composition of corporate governance committees and appointment of external auditors as previously disclosed to the Securities and Exchange Commission and the Philippine Stock Exchange. The summary of the resolutions, contracts, and acts to be ratified may be found in **Annex "B"** of this Information Statement.

### **Item 19. Voting Procedures**

#### ***Vote required for approval and election***

The vote required for acts requiring stockholders' approval is majority of stocks present in a quorum, unless the law provides otherwise. In the election of directors, however, the seven (7) nominees obtaining the highest number of votes in accordance with the provisions of the Revised Corporation Code, shall be proclaimed the directors.

Casting of votes will be done *in absentia* or by proxy as described in the attached Notice of Meeting, votes cast during the annual stockholders' meeting shall be counted by the Corporate Secretary.

***Methods by which votes will be counted***

A stockholder entitled to vote shall have the right to vote in person, *in absentia* or by proxy the number of shares of stock standing in his or her own name in the stock books of the Registrant as of the record date. A stockholder may vote *in absentia* or through proxy by submitting (i) the original signed and accomplished Proxy/Ballot form attached to the notice by mail, courier, or manual delivery to the front desk of the Corporation's principal office at the 35<sup>th</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1223; or (ii) a scanned copy thereof by email at the Corporation's email address at [mabuhayholdings@yahoo.com](mailto:mabuhayholdings@yahoo.com).

Counting of votes will be done by balloting. Votes cast in the election of directors shall be counted by the Nomination and Election Committee and/or the canvassing body, while those for other actions shall be counted by the Corporate Secretary.

**ACCOMPANYING THIS INFORMATION STATEMENT IS A COPY OF THE NOTICE OF THE ANNUAL STOCKHOLDERS' MEETING CONTAINING THE AGENDA THEREOF, AS WELL AS A COPY OF THE REGISTRANT'S MANAGEMENT REPORT AS REQUIRED UNDER SRC RULE 20 (4), AS AMENDED, AND 2025 AUDITED FINANCIAL STATEMENTS.**

**REQUESTS FOR HARD COPIES OF THE FOREGOING DOCUMENTS MAY BE SENT TO [admin@mabuhayholdingscorp.com](mailto:admin@mabuhayholdingscorp.com).**

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete, and correct. This report is signed in the City of Makati on April 29, 2026.

**MABUHAY HOLDINGS CORPORATION**

Registrant

By:

  
**ANA MARIA A. KATIGBAK**  
Corporate Secretary

## Annex "A"

### Disclosure Requirements under Section 49 of the Revised Corporation Code

Disclosure Requirements	Compliance
A description of the voting and vote tabulation procedures used in the previous meeting;	Complied. Please refer to page 13 of the Information Statement.
A description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given;	Complied. Please refer to page 13 of the Information Statement.
The matters discussed and resolutions reached;	Complied. Please refer to pages 13 and 14 of the Information Statement.
A record of the voting results for each agenda item;	
A list of the directors or trustees, officers, and stockholders or members who attended the meeting;	Complied. Please refer to pages 14 to 16 of the Information Statement.
Material information on the current stockholders and their voting rights; and	Complied. Please refer to page 16 of the Information Statement.
Appraisals and performance report for the Board and the criteria and procedure for assessment.	Complied. Please refer to page 17 of the Information Statement.
Directors' Attendance Report	Complied. Please refer to page 17 of the Information Statement.
Directors disclosures on self-dealing and related party transactions.	Complied. Please refer to page 17 of the Information Statement.  The Registrant notes that its directors and officers did not have any dealing in the company's shares nor did they engage in any related party transactions during the year 2025.

## **Annex "B"**

### **Summary of Acts for Ratification**

The acts for ratification from the date of the last annual stockholders' meeting include the following:

1. Authority to Open, Renew, and Maintain a Securities Trading Account with BA Securities, Inc. (June 24, 2025);
2. Authority to Open, Maintain, Reactivate, and Close Current/Savings Account with Yuanta Savings Bank Philippines, Inc., Apply for Secured Loan, and Mortgage the Corporation's Properties (June 24, 2025);
3. Opening, Operating, and Maintaining a Customer's Securities Trading Account with Value Quest Securities (October 29, 2025);
4. Sale, Transfer, and Conveyance of One (1) Unit of Motorcycle (Yamaha Mio 125 with Plate No./MV File No. 130300000440086 (October 29, 2025); and
5. Postponement and Rescheduling of the 2026 Annual Stockholders' Meeting and its Record Date (January 14, 2026).

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, **RODOLFO D. SANTIAGO**, Filipino, of legal age and a resident of 14 Oriole Drive, Victoria Valley Subdivision, Antipolo City, Rizal, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of MABUHAY HOLDINGS CORPORATION (the "Company").
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations ["GOCC"]):

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Dito Telecommunity Corp.	Chief Technology Officer	6 years

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the Company, as provided in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of the Company and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not in government service or affiliated with a government agency or a GOCC as would require written permission or consent from the head of the agency/department for me to be an independent director of the Company, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of the Company of any changes in the abovementioned information within five days from its occurrence.

IN WITNESS WHEREOF, I have affixed my signature this \_\_\_\_\_ in

\_\_\_\_\_.

  
RODOLFO D. SANTIAGO

Affiant

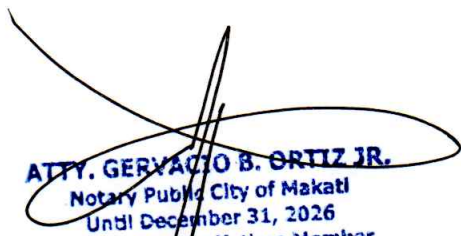
SUBSCRIBED AND SWORN to before me this APR 16 2026 in  
affiant personally appeared before me and exhibited to me his  
Passport P6306329A issued at DFA Manila on 06 March 2018.

Doc. No. 138 ;

Page No. 29 ;

Book No. 13 ;

Series of 2026.

  
ATTY. GERVACIO B. ORTIZ JR.  
Notary Public City of Makati  
Until December 31, 2026  
IBP No. 05789-Lifetime Member  
MCLE Compliance No. VIII-0040999  
valid until April 14, 2028  
Appointment No. M-007 (2025-2026)  
PTR No. 10765528 Jan. 3, 2026/ Makati  
Makati City Roll No. 40091  
101 Urban Ave. Campos Rueda Bldg.  
Brgy. Pio Del Pilar, Makati City

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ORLANDO S. MERCADO**, Filipino, of legal age and a resident of LPL Mansions, 122 L.P. Leviste St., Salcedo Village, Makati City, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of MABUHAY HOLDINGS CORPORATION (the "Company") and have been its independent director since 2026.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations ["GOCC"]):

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
East Coast Vulcan Mining Corporation	Director	2024 - present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the Company, as provided in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of the Company and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
- 6.
7. I am not in government service or affiliated with a government agency or a GOCC as would require written permission or consent from the head of the agency/department for me to be an independent director of the Company, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
8. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code of Corporate Governance and other SEC issuances.
9. I shall inform the Corporate Secretary of the Company of any changes in the abovementioned information within five days from its occurrence.

IN WITNESS WHEREOF, I have affixed my signature this \_\_\_\_\_  
in \_\_\_\_\_.

*Orlando S. Mercado*

ORLANDO S. MERCADO

Affiant

APR 16 2026

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ in  
**CITY OF MAKATI**, affiant personally appeared before me and exhibited to me his  
Phil. ID 4692-4918-7523-9510 issued at \_\_\_\_\_ on  
26 August 2022.

Doc. No. 137 ;  
Page No. 29 ;  
Book No. 13 ;  
Series of 2026.

*[Signature]*  
ATTY. GERVAZIO B. ONTIZ JR.  
Notary Public City of Makati  
Until December 31, 2026  
IBP No. 05729 - Lifetime Member  
MCLE Compliance No. VIII-0040999  
valid until April 14, 2028  
Appointment No. M-007 (2025-2026)  
PTR No. 10765528 Jan. 3, 2026/ Makati  
Makati City Roll No. 40091  
101 Urban Ave. Campos Rueda Bldg.  
Brgy. Pio Del Pilar, Makati City

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, KRISTINA LOUISE S. MAGALONG, Filipino, of legal age and a resident of Manogany Place 1, Acacia Estates, Taguig City, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of MABUHAY HOLDINGS CORPORATION (the "Company").
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations ["GOCC"]):

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Libayan Magalong Law Office	Managing Partner	2016 - Present

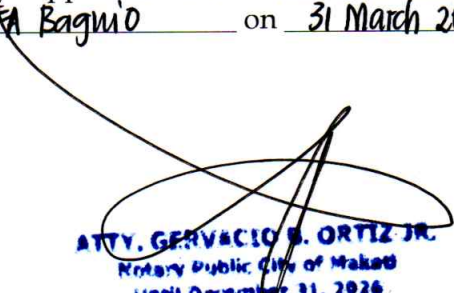
3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the Company, as provided in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of the Company and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not in government service or affiliated with a government agency or a GOCC as would require written permission or consent from the head of the agency/department for me to be an independent director of the Company, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of the Company of any changes in the above-mentioned information within five days from its occurrence.

IN WITNESS WHEREOF, I have affixed my signature this 28<sup>th</sup> of April 2024 in  
CITY OF MAKATI

  
KRISTINA LOUISE S. MAGALONG  
Affiant

SUBSCRIBED AND SWORN to before me this APR 28 2026 in  
CITY OF MAKATI affiant personally appeared before me and exhibited to me his  
Passport P65962198 issued at DKA Baguio on 31 March 2021.

Doc. No. 111 ;  
Page No. 24 ;  
Book No. 15 ;  
Series of 2026.

  
ATTY. GERVACIO S. ORTIZ JR.  
Notary Public, City of Makati  
Until December 31, 2026  
IBP No. 05779-Lifetime Member  
MCLE Compliance No. VII-0000000  
valid until April 10, 2026  
Appointment No. M-007 (2025-2026)  
PTR No. 10765526 Jan. 3, 2026 / Makati  
Makati City Roll No. 0099  
101 Urban Ave. Campus Ruess Bldg.  
Brgy. Pio Del Pilar, Makati City


**CERTIFICATION OF COMPLIANCE OFFICER**

I, **GLORIA GEORGIA G. GARCIA**, Filipino, of legal age, with office address at 35<sup>th</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the Compliance Officer of **MABUHAY HOLDINGS CORPORATION** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office at the address 35<sup>th</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City; and


2. I hereby certify that none of the Corporation's Regular Directors, Independent Directors, and Officers are appointed or employed in any government agency.

IN WITNESS WHEREOF, this Certificate was signed and issued this 16 April 2026 at Makati City, Philippines.

  
**GLORIA GEORGIA G. GARCIA**  
Compliance Officer

**SUBSCRIBED AND SWORN** to before me this APR 16 2026 at CITY OF MAKATI, affiant personally appeared before me and exhibited to me her \_\_\_\_\_ issued at \_\_\_\_\_ on \_\_\_\_\_

Doc. No. 136 ;  
Page No. 29 ;  
Book No. 13 ;  
Series of 2026.

  
**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2026  
IBP No. 05729-Lifetime Member  
MCLE Compliance No. VIII-0040999  
valid until April 14, 2028  
Appointment No. M-007 (2025-2026)  
PTR No. 10765528 Jan. 3, 2026/ Makati  
Makati City Roll No. 40091  
101 Urban Ave. Campos Rueda Bldg.  
Brgy. Pio Del Pilar, Makati City

# **MABUHAY HOLDINGS CORPORATION**

## **MANAGEMENT REPORT Pursuant to SRC Rule 20 (4)**

### **For the 2026 Annual Stockholders' Meeting**

#### ***A. AUDITED FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED DECEMBER 31, 2025***

Registrant's audited consolidated financial statements for the fiscal year ended December 31, 2025 are attached.

#### ***B. INDEPENDENT PUBLIC ACCOUNTANTS***

The Registrant's external auditor, Isla, Lipana & Co. has been re-appointed during last year's annual stockholders' meeting held on June 25, 2024. The engagement partner of Isla, Lipana & Co. for the year 2025 is Mr. Zaldy D. Aguirre.

There were no disagreements with the said Auditors with respect to accounting principles and practices, financial disclosures, or auditing scope or procedures. As in the previous years, representatives of the Registrant's auditors are expected to be present at this year's annual stockholders' meeting, available to respond to questions that may be asked by the stockholders. The said auditors will have the opportunity to make a statement if they desire to do so.

##### **(a) Audit and Audit-Related Fees**

The external auditors charged the Company and its subsidiaries an aggregate amount of P1.05M for the last two (2) calendar years ending December 31, 2025 and 2024. The Company is in compliance with SRC Rule 68, Paragraph 3(b)(ix) which requires the rotation of external auditors or their signing partners, including the 2-year cooling off period requirement in case of their re-engagement.

There are no other fees billed for the last two (2) years for assurance and related services rendered by the external auditors.

##### **(b) Tax Fees**

There were routine professional services rendered by the external auditors for tax accounting, compliance, advice, planning and any other form of tax services in each of the last two (2) calendar years ending December 31, 2025 and 2024. The fees for these services are included in the Audit and Audit-Related Fees mentioned above.

Tax consultancy services are secured from entities other than the external auditors.

##### **(c) All Other Fees**

There were no other fees billed for the last two (2) years for other professional services rendered by the external auditors.

(d) Company Policy on Appointment of Independent Auditor

The President, SVP/Treasurer and CFO and the Audit Committee recommend to the Board of Directors the appointment of the external auditor and the fixing of the audit fees. The Board of Directors approves the recommendation for the appointment of the external auditor subject to approval/ratification by the stockholders at the annual stockholders' meeting.

The present members of the Audit Committee of the Company are as follows:

Rodrigo B. Supeña	-	Chairman (Independent Director) (until March 31, 2026)
Steven G. Virata	-	Member (Independent Director)
Rodolfo D. Santiago	-	Member (Independent Director)
Gloria Georgia G. Garcia	-	Non-voting Member

**C. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS**

The following discussion should be read in conjunction with the Consolidated Financial Statements of the Registrant that are incorporated to this Report by reference. Such Consolidated Financial Statements have been prepared in accordance with Philippine Financial Reporting Standards.

On November 18, 2020, the Group entered into an agreement to develop a low-cost housing project. As at December 31, 2024, construction and development of the project has been completed.

The Group's activities are limited to preservation and maintenance of existing investment properties. The Group has entered into a new lease contract with a new tenant for a period of three (3) years covering the period September 15, 2021 to September 14, 2024. The lease contract was renewed for another three (3) years from September 15, 2024 to September 14, 2027.

As for its investment properties, the Group has entered into a new lease contract with a new tenant for a period of three (3) years from September 15, 2021 to September 14, 2024. The lease has been renewed for another three (3) years from September 15, 2024 to September 14, 2027.

On August 9, 2023, the Parent Company's wholly-owned subsidiary, T&M Holdings, Inc.(TMHI) , entered into a Deed of Sale agreement for the purchase of a parcel of land for the purpose of developing and converting it to an affordable housing project with a total area of thirty six thousand six hundred seventy nine (36,679) square meters located in Barangay Bolboc, Lipa City, Batangas.

On August 11, 2025, the Securities and Exchange Commission (SEC) has approved the amendment to the Articles of Incorporation and By-Laws and the increase in capital stock of the Parent Company's wholly-owned subsidiary, T&M Holdings, Inc.(TMHI). The following are the approved amendments:

1. Change in corporate name from T&M Holdings, Inc. (TMHI) to T&M Land, Inc. (TMLI);
2. Change in the primary purpose of the Corporation from a holding company to a real estate development company;
3. Increase in capitalization to P40,000,000 divided into 40,000,000 shares.

As at December 31, 2025, the Group has started land development of the affordable housing project.

**Plan of Operation**

The Group, through its wholly-owned subsidiary, T&M Land, Inc. (formerly T&M Holdings, Inc.), will focus on the preparation, planning, design and development of its affordable housing project in Lipa City, Batangas in the next twelve (12) months. Preparations are underway to start the development and construction of the housing units. Its funding requirements shall come from proceeds from projected

disposal of its equity holdings and loans from banks and/or financial institutions. There are no product research and development that the Group plans to perform in the next twelve (12) months, any expected purchase or sale of plant and significant equipment, nor any expected significant changes in the number of employees.

The following comprise the Group's short-term and long-term plans:

1. To acquire developed properties with the intention of converting such properties for lease operations;
2. To acquire properties for development and to lease these properties;
3. To acquire properties for development of affordable housing units as part of our corporate social responsibility to contribute to the housing requirements of the country;
4. To continue to retain its investment in stocks for capital appreciation and eventual cash flows from future dividend declarations, and to invest in stocks listed in the Philippine Stock Exchange on a broader scope; and
5. To continue to retain its investment properties for appreciation, and to plan for the possible development of the prime properties.

The above plans will contribute to improve the results of operation of the Group in the following years.

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

The Management, under the direction of the Board of Directors of the Group is responsible for the management of financial risks. Its objective is to minimize the adverse impacts on the Group's financial performance due to the unpredictability of financial markets.

The Company's equity position is in compliance with the minimum statutory requirements applicable to public companies. Given the very limited operating activities undertaken by the Group, it does not require intensive capitalization. The Group's main objective is to ensure it has adequate capital moving forward to pursue its planned activities at optimum gain.

Other than its gear towards opening projects on affordable housing, the Group does not anticipate other heavy requirement for working capital in 2025.

## **FULL FISCAL YEARS**

### **YEAR 2025, 2024 AND 2023**

The tables below summarize horizontal and vertical analyses of the results of operations for the year ended December 31, 2025 as compared to the same period of 2024 and 2023:

**TABLE I.**

	<i>Year Ended December 31</i>			<i>2025 vs 2024</i>		<i>2024 vs 2023</i>	
	<i>2025</i>	<i>2024</i>	<i>2023</i>	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>
<i>In Millions (PhP)</i>							
Income	36.600	71.566	23.700	(34.966)	(48.86%)	47.866	(2.06%)
Expenses	32.110	61.047	88.769	(28.937)	(47.40%)	-27.722	(0.53%)

Income (loss) before income tax	4.490	10.519	(65.069)	(6.029)	(57.32%)	75.588	0.88%
Income tax (expense) benefit	(7.508)	(18.686)	0.284	11.178	(59.82%)	-18.97	(210.63%)
Net Income (Loss) for the year	(3.018)	(8.167)	(64.784)	5.149	(63.05%)	56.617	0.97%
Other comprehensive income for the year	0.000	0.000	0.000	0.000	0.00%	0.00	0.00%
Total comprehensive income for the year	(3.018)	(8.167)	(64.784)	5.149	(63.05%)	56.617	0.97%

**TABLE II.**

<i>In Millions (PhP)</i>	<i>Year Ended December 31</i>					
	<i>2025</i>		<i>2024</i>		<i>2023</i>	
	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>
Income	36.600	100.00%	71.566	100.00%	23.700	100.00%
Expenses	32.110	87.73%	61.047	85.302%	88.769	374.55%
Income (loss) before income tax	4.490	12.27%	10.519	14.70%	(65.069)	(274.55%)
Income tax (expense) benefit	(7.508)	(20.51%)	(18.686)	(26.11%)	0.284	1.2%
Net Income (Loss) for the year	(3.018)	(8.25%)	(8.167)	(11.41%)	(64.784)	(273.35%)
Other comprehensive income for the year	0.000	0.00%	0.000	0.00%	0.000	0.00%
Total comprehensive income for the year	(3.018)	(8.25%)	(8.167)	(11.41%)	(64.784)	(273.35%)

**2025 vs. 2024**

**Income**

The decrease of 48.86% or P34.966 million in Income, amounting to P36.6 million as of December 31, 2025 as compared to P71.566 million as of December 31, in 2024, is attributed mainly due to the lower gain on fair value change in investment properties recognized for 2025.

**Expenses**

The decrease of P28.937 million or 47.40% is attributed mainly to the decrease in unrealized loss on revaluation of financial assets at FVPL in 2025, from P34.986 million in 2024 to P1.573 million in 2025.

**Income Tax Expense**

Income tax expense decreased mainly due to deferred income taxes on the gain on fair value change in investment properties.

**Net Loss for the Year**

Net Loss for the year 2024 registered at P3.018 million as compared to P8.167 million mainly due to the net effect of the gain on fair value change in investment properties and unrealized loss on revaluation of financial assets at FVPL, net of applicable income taxes.

**2024 vs. 2023****Income**

The increase of 201.97% or P47.866 million in Income, amounting to P71.566 million as of December 31, 2024 as compared to P23.700 million as of December 31, in 2023, is attributed mainly due to the higher gain on fair value change in investment properties recognized for 2024 brought about by the increase in appraised values of the Group's investment properties located in Tagaytay.

**Expenses**

The decrease of P27.722 million or 31.23% is attributed mainly to the decrease in unrealized loss on revaluation of financial assets at FVPL in 2024, from P63.584 million in 2023 to P34.987 million in 2024.

**Income Tax Expense**

Income tax expense increased mainly due to deferred income taxes on the gain on fair value change in investment properties.

**Net Loss for the Year**

Net Loss for the year 2024 registered at P8.167 million as compared to P64.784 million mainly due to the net effect of the gain on fair value change in investment properties and unrealized loss on revaluation of financial assets at FVPL, net of applicable income taxes.

**2023 vs. 2022****Income**

The decrease of 17.34% or P4.972 million in Income, amounting to P23.700 million as of December 31, 2023 as compared to P28.672 million as of December 31, in 2022, is attributed mainly due to the lower gain on fair value change in investment properties recognized for 2023.

**Expenses**

The decrease of P9.646 million or 9.80% is attributed mainly to the net effect of increase in unrealized loss on revaluation of financial assets at FVPL in 2023, from P35.236 million in 2022 to P63.584 million in 2023 and the loss on litigation recognized in 2022.

**Income Tax Expense**

Income tax expense is higher in 2022 at P1.714 million as compared to a net income tax benefit of P285K in 2023.

### Net Loss for the Year

Net Loss for the year 2023 registered at P64.784 million as compared to P71.456 million mainly due to the net effect of the gain on fair value change in investment properties, unrealized loss on revaluation of financial assets at FVPL and loss on litigation, net of applicable income taxes.

The following tables summarize the horizontal and vertical analyses of the financial condition as December 31, 2024 as compared to December 31, 2023 and 2022:

**TABLE III.**

<i>In Millions (PhP)</i>	<i>December 31</i>			<i>2025 vs 2024</i>		<i>2024 vs 2023</i>	
	<i>2025</i>	<i>2024</i>	<i>2023</i>	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>
<b>Current assets</b>							
Cash	17.591	36.180	39.408	(18.589)	(51.38%)	(3.228)	(8.19%)
Financial assets at FVPL	57.669	59.326	117.981	(1.657)	(2.79%)	(58.655)	(49.72%)
Receivables and other current assets	77.841	47.598	56.900	30.243	63.54%	(9.302)	(16.35%)
Real estate inventories	60.275			60.275			
<b>Total current assets</b>	<b>213.376</b>	<b>143.104</b>	<b>214.289</b>	<b>70.272</b>	<b>49.11%</b>	<b>(71.185)</b>	<b>(33.22%)</b>
<b>Non-current Assets</b>							
Property and equipment, net	4.570	1.624	0.363	2.946	181.40%	1.261	347.38%
Investment properties	647.352	661.827	590.199	(14.475)	(2.19%)	71.628	12.14%
<b>Total non-current assets</b>	<b>651.922</b>	<b>663.451</b>	<b>590.562</b>	<b>(11.529)</b>	<b>(1.74%)</b>	<b>72.889</b>	<b>12.34%</b>
<b>Total assets</b>	<b>865.298</b>	<b>806.555</b>	<b>804.851</b>	<b>58.743</b>	<b>7.28%</b>	<b>1.704</b>	<b>0.21%</b>
<b>Current Liabilities</b>							
Accounts payable and other current liabilities	14.146	12.271	20.738	1.875	15.28%	(8.467)	(40.83%)

Advances from related parties	40.370	22.622	22.897	17.748	78.45%	(0.275)	(1.20%)
Income tax payable	0.000	0.000	0.339	0	0.00%	(0.339)	(100.00%)
Advances from prospective shareholders	194.695	194.695	194.695	0.000	0.00%	0.000	0.00%
<b>Total current liabilities</b>	<b>249.211</b>	<b>229.588</b>	<b>238.669</b>	<b>19.623</b>	<b>8.55%</b>	<b>(9.081)</b>	<b>(3.80%)</b>
<b>Non-current Liabilities</b>							
Borrowings	34.497	0.000	0.000	34.497	0.00%	0.000	0.00%
Retirement benefits obligation	3.967	3.728	3.276	0.239	6.41%	0.452	13.80%
Deferred income tax liabilities, net	156.210	148.807	130.308	7.403	4.97%	18.499	14.20%
<b>Total non-current liabilities</b>	<b>194.674</b>	<b>152.535</b>	<b>133.584</b>	<b>42.139</b>	<b>27.63%</b>	<b>18.951</b>	<b>14.19%</b>
<b>Total liabilities</b>	<b>443.885</b>	<b>382.124</b>	<b>372.253</b>	<b>61.761</b>	<b>16.16%</b>	<b>9.871</b>	<b>2.65%</b>
<b>Equity</b>							
Share capital	975.534	975.534	975.534	0.000	0.00%	0.000	0.00%
Treasury shares	(58.628)	(58.628)	(58.628)	0.000	0.00%	0.000	0.00%
Deficit	-745.642	(737.586)	(694.453)	(8.056)	1.09%	(43.133)	6.21%
Non-controlling interest	250.149	245.111	210.145	5.038	2.06%	34.966	16.64%
<b>Total equity</b>	<b>421.413</b>	<b>424.431</b>	<b>432.598</b>	<b>(3.018)</b>	<b>(0.71%)</b>	<b>(8.167)</b>	<b>(1.89%)</b>
<b>Total liabilities and equity</b>	<b>865.298</b>	<b>806.555</b>	<b>804.851</b>	<b>58.743</b>	<b>7.28%</b>	<b>1.704</b>	<b>0.21%</b>

TABLE IV.

<i>In Millions (PhP)</i>	<i>December 31</i>					
	<i>2025</i>		<i>2024</i>		<i>2023</i>	
	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>

<b>Current assets</b>						
Cash	17.591	2.033%	36.180	4.486%	39.408	4.896%
Financial assets at FVPL	57.669	6.665%	59.326	7.355%	117.981	14.659%
Receivables and other current assets	77.841	8.996%	47.598	5.901%	56.900	7.070%
Real estate inventories	60.275	6.966%				
<b>Total current assets</b>	<b>213.376</b>	<b>24.659%</b>	<b>143.104</b>	<b>17.743%</b>	<b>214.289</b>	<b>26.625%</b>
<b>Non-current Assets</b>						
Property and equipment, net	4.570	0.528%	1.624	0.201%	0.363	0.045%
Investment properties	647.352	74.813%	661.827	82.056%	590.199	73.330%
<b>Total non-current assets</b>	<b>651.922</b>	<b>75.341%</b>	<b>663.451</b>	<b>82.257%</b>	<b>590.562</b>	<b>73.375%</b>
<b>Total assets</b>	<b>865.298</b>	<b>100.000%</b>	<b>806.555</b>	<b>100.000%</b>	<b>804.851</b>	<b>100.000%</b>
<b>Current Liabilities</b>						
Accounts payable and other current liabilities	14.146	1.635%	12.271	1.521%	20.738	2.577%
Advances from related parties	40.370	4.665%	22.623	2.805%	22.897	2.845%
Income tax payable	0.000	0.000%	0.000	0.000%	0.339	0.042%
Advances from prospective shareholders	194.695	22.500%	194.695	24.139%	194.695	24.190%
<b>Total current liabilities</b>	<b>249.211</b>	<b>28.801%</b>	<b>229.589</b>	<b>28.465%</b>	<b>238.669</b>	<b>29.654%</b>
<b>Non-current Liabilities</b>						
Borrowings	34.497	3.987%				
Retirement benefits obligation	3.967	0.458%	3.728	0.462%	3.276	0.407%

Deferred income tax liabilities, net	156.210	18.053%	148.807	18.450%	130.308	16.190%
<b>Total non-current liabilities</b>	<b>194.674</b>	<b>22.498%</b>	<b>152.535</b>	<b>18.912%</b>	<b>133.584</b>	<b>16.597%</b>
<b>Total liabilities</b>	<b>443.885</b>	<b>51.299%</b>	<b>382.124</b>	<b>47.377%</b>	<b>372.253</b>	<b>46.251%</b>
<b>Equity</b>						
Share capital	975.534	112.740 %	975.534	120.951%	975.534	121.207%
Treasury shares	(58.628)	(6.775%)	(58.628)	(7.269%)	(58.628)	(7.284%)
Deficit	(745.642)	(86.172% )	(737.586)	(91.449%)	(694.453)	(86.283%)
Non-controlling interest	250.149	28.909%	245.111	30.390%	210.145	26.110%
<b>Total equity</b>	<b>421.413</b>	<b>48.701%</b>	<b>424.431</b>	<b>52.623%</b>	<b>432.598</b>	<b>53.749%</b>
<b>Total liabilities and equity</b>	<b>865.298</b>	<b>100.000 %</b>	<b>806.555</b>	<b>100.000%</b>	<b>804.851</b>	<b>100.000%</b>

## 2025 vs. 2024

### *Current Assets*

**Cash** amounted to P17.591 million as of December 31, 2025 as compared to P36.180 million as of December 31, 2024 or a decrease of P18.589M or 51.14% attributed mainly due to funds used for documentation and land development of the affordable housing project and for working capital.

**Financial assets at fair value through profit or loss** amounted to P57.669 million as of December 31, 2025 as compared to P59.326 million as of December 31, 2024, or a decrease of P1.657 M or 2.79% mainly due to recognition of unrealized loss on revaluation of securities as of end of December 2025 net of disposal of securities.

**Receivables and other current assets** amounted to P77.841 million of December 31, 2025 as compared to P47.599 million of December 31, 2024, or an increase of P30.242 million or 63.537% mainly due to advances made to contractors related to the affordable housing project, reclassification of advances to related parties, and additional prepayments.

**Real estate inventories** amounted to P60.275 million as of December 31, 2025 corresponding to the cost of land, documentation and land development costs incurred transferred from Investment properties when land development started during the year.

### *Non-current Assets*

**Property and equipment, net** amounted to P4.570 million as of December 31, 2025 as compared to P1.624 million as of December 31, 2024, or an increase of 181.4% or P2.946 million mainly due to acquisition of transportation equipment net of depreciation charges for the year.

**Investment properties** amounted to P647.352 million as of December 31, 2025 as compared to P661.827 million as of December 31, 2024, or a net decrease of 2.19% or P14.475 million mainly due to the recognition of unrealized gain on revaluation as of end of the year, net of the reclassification to Real estate held for sale for the cost of the property in Lipa, Batangas for housing project.

### ***Current Liabilities***

**Accounts payable and other current liabilities** amounted to P14.146 million as of December 31, 2025 as compared to P12.271 million as of December 31, 2024, or an increase of 15.28% or P1.875 million mainly due to accruals made.

### ***Non-current Liabilities***

**Borrowings** in 2025 amounted to P34.497 million as of December 31, 2025 pertains to a credit loan facility with a local bank intended to finance the development of the Lipa housing project..

**Retirement benefits obligation** amounted to P3.966 million as of December 31, 2025 as compared to P3.728 million as of December 31, 2024, or an increase of P0.238 million or 6.38% due additional provision.

**Deferred income tax liabilities, net** amounted to P156.210 million as of December 31, 2025 as compared to P148.807 million as of December 31, 2024, or an increase of P7.402 million or 4.97% due to adjustments after recalculation.

### ***Equity***

**Retained Earnings (deficit)** amounted to (P745.642 million) as of December 31, 2025 as compared to (P737.586 million) as of December 31, 2024, or an increase in Deficit of P8.056 million or 1.09% mainly due to the effect of net loss attributable to shareholders of the Parent company recognized for the year.

### **2024 vs. 2023**

**Cash** amounted to P36.180 million as of December 31, 2024 as compared to P39.408 million as of December 31, 2023 or a decrease of P3.228M or 8.19% attributed mainly due to funds used for documentation and preparation for construction and development of the affordable housing project and for working capital.

**Financial assets at fair value through profit or loss** amounted to P59.326 million as of December 31, 2024 as compared to P117.981 million as of December 31, 2023, or a decrease of P58.65 M or 49.72% mainly due to recognition of unrealized loss on revaluation of securities as of end of December 2024 net of disposal of securities.

**Receivables and other current assets** amounted to P47.599 million of December 31, 2024 as compared to P56.9 million of December 31, 2023, or a decrease of P9.302 million or 16.35% mainly due to the collections of receivables, and additional prepayments.

**Property and equipment, net** amounted to P1.624 million as of December 31, 2024 as compared to P0.363 million as of December 31, 2023, or an increase of 347.7% or P1.261 million mainly due to acquisition of transportation equipment net of depreciation charges for the year.

**Investment properties** amounted to P617.060 million as of December 31, 2024 as compared to P590.199 million as of December 31, 2023, or an increase of 4.55% or P26.861 million mainly due to the recognition of unrealized gain on revaluation as of end of the year, net of the reclassification to Real estate held for sale for the cost of the property in Lipa, Batangas for future housing project.

**Accounts payable and other current liabilities** amounted to P12.271 million as of December 31, 2024 as compared to P20.738 million as of December 31, 2023, or a decrease of 40.83% or P8.467 million mainly due to full payment of the remaining installment due to the acquisition of the Lipa, Batangas property intended for affordable housing project net of payments/remittances.

**Income tax payable** amounted to P0.339 million as of December 31, 2023 as compared to Nil as of December 31, 2024.

**Retirement benefits obligation** amounted to P3.728 million as of December 31, 2024 as compared to P3.276 million as of December 31, 2023, or an increase of P0.452 million or 13.80% due additional provision.

**Deferred income tax liabilities, net** amounted to P148.807 million as of December 31, 2024 as compared to P130.308 million as of December 31, 2023, or an increase of P18.499 million or 14.2% due to adjustments after recalculation.

**Retained Earnings (deficit)** amounted to (P737.586 million) as of December 31, 2024 as compared to (P694.453 million) as of December 31, 2023, or an increase in Deficit of P43.133 million or 6.21% mainly due to the effect of net loss attributable to shareholders of the Parent company recognized for the year.

## YEAR 2025 (VS. 2024)

### Results of Financial Operations

#### January to December 2025 compared with January to December 2024

<i>In Millions (Php)</i>	<i>Year Ended December 31</i>		<i>2025 vs 2024</i>	
	<i>2025</i>	<i>2024</i>	<i>Amount</i>	<i>%</i>
Income	36.600	71.566	(34.966)	(48.86%)
Expenses	32.110	61.047	(28.937)	(47.40%)
Income (loss) before income tax	4.490	10.519	(6.029)	(57.32%)
Income tax (expense) benefit	(7.508)	(18.686)	11.178	(59.82%)
Net Income (Loss) for the year	(3.018)	(8.167)	5.149	(63.05%)
Other comprehensive income for the year	0.000	0.000	0.00	0.00%
Total comprehensive income for the year	(3.018)	(8.167)	5.149	(63.05%)

A comparative review of the Registrant's financial operations for the year ended **December 31, 2025** vis-à-vis the same period last year showed the following:

Total income decreased by P34.965M or 48.86% mainly due to gain on fair value change in investment properties as a result of the appraisal of the properties from P63.794M in 2024 to P30.292M in 2025. Rental income decreased by P391k, from P5.504 million in 2024 to P5.113 million in 2025. Interest income recognized for 2025 amounted to P18k as compared P28k in 2024. Dividend income is lower in 2025 by P0.609 million, from P0.652 million in 2024 to P0.043 million in 2025. Total expenses decreased by P28.937 million or 47.40% mainly due to the recognition of lower unrealized loss on revaluation of financial assets at FVPL for 2025.

Net income before income taxes registered at P4.49M for 2025 and net loss for the year registered at (P3.018M) after income tax provision.

## Financial Position

<i>In Millions (PhP)</i>	<i>December 31</i>		<i>2025 vs 2024</i>	
	<i>2025</i>	<i>2024</i>	<i>Amount</i>	<i>%</i>
<b>Current assets</b>				
Cash	17.591	36.180	(18.589)	(51.38%)
Financial assets at FVPL	57.669	59.326	(1.657)	(2.79%)
Receivables and other current assets	77.841	47.598	30.243	63.54%
Real estate inventories	60.275	0.000	60.275	
<b>Total current assets</b>	<b>213.376</b>	<b>143.104</b>	<b>70.272</b>	<b>49.11%</b>
<b>Non-current Assets</b>				
Property and equipment, net	4.570	1.624	2.946	181.40%
Investment properties	647.352	661.827	(14.475)	(2.19%)
<b>Total non-current assets</b>	<b>651.922</b>	<b>663.451</b>	<b>(11.529)</b>	<b>(1.74%)</b>
<b>Total assets</b>	<b>865.298</b>	<b>806.555</b>	<b>58.743</b>	<b>7.28%</b>
<b>Current Liabilities</b>				
Accounts payable and other current liabilities	14.146	12.271	1.875	15.28%
Advances from related parties	40.370	22.623	17.747	78.45%
Income tax payable	0.000	0.000	(0.339)	(100.00%)
Advances from prospective shareholders	194.695	194.695	0	0.00%
<b>Total current liabilities</b>	<b>249.211</b>	<b>229.589</b>	<b>19.283</b>	<b>8.40%</b>
<b>Non-current Liabilities</b>				
Borrowings	34.497	0.000	34.497	
Retirement benefits obligation	3.967	3.728	0.239	6.41%
Deferred income tax liabilities, net	156.210	148.807	7.403	4.97%
<b>Total non-current liabilities</b>	<b>194.674</b>	<b>152.535</b>	<b>42.139</b>	<b>27.63%</b>
<b>Total liabilities</b>	<b>443.885</b>	<b>382.124</b>	<b>61.422</b>	<b>16.07%</b>
<b>Equity</b>				
Share capital	975.534	975.534	0	0.00%
Treasury shares	(58.628)	(58.628)	0	0.00%
Deficit	(745.642)	(737.586)	(8.056)	1.09%
Non-controlling interest	250.149	245.111	5.038	2.06%
<b>Total equity</b>	<b>421.413</b>	<b>424.431</b>	<b>(3.018)</b>	<b>(0.71%)</b>

<b>Total liabilities and equity</b>	<b>865.298</b>	<b>806.555</b>	<b>58.404</b>	<b>7.24%</b>
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### ***Current Assets***

**Cash** amounted to P17.591 million as of December 31, 2025 as compared to P36.180 million as of December 31, 2024 or a decrease of P18.589M or 51.14% attributed mainly due to funds used for documentation and land development of the affordable housing project and for working capital.

**Financial assets at fair value through profit or loss** amounted to P57.669 million as of December 31, 2025 as compared to P59.326 million as of December 31, 2024, or a decrease of P1.657 M or 2.79% mainly due to recognition of unrealized loss on revaluation of securities as of end of December 2025 net of disposal of securities.

**Receivables and other current assets** amounted to P77.841 million of December 31, 2025 as compared to P47.599 million of December 31, 2024, or an increase of P30.242 million or 63.537% mainly due to advances made to contractors related to the affordable housing project, reclassification of advances to related parties, and additional prepayments.

**Real estate inventories** amounted to P60.275 million as of December 31, 2025 corresponding to the cost of land, documentation and land development costs incurred transferred from Investment properties when land development started during the year.

### ***Non-current Assets***

**Property and equipment, net** amounted to P4.570 million as of December 31, 2025 as compared to P1.624 million as of December 31, 2024, or an increase of 181.4% or P2.946 million mainly due to acquisition of transportation equipment net of depreciation charges for the year.

**Investment properties** amounted to P647.352 million as of December 31, 2025 as compared to P661.827 million as of December 31, 2024, or a net decrease of 2.19% or P14.475 million mainly due to the recognition of unrealized gain on revaluation as of end of the year, net of the reclassification to Real estate held for sale for the cost of the property in Lipa, Batangas for housing project.

### ***Current Liabilities***

**Accounts payable and other current liabilities** amounted to P14.146 million as of December 31, 2025 as compared to P12.271 million as of December 31, 2024, or an increase of 15.28% or P1.875 million mainly due to accruals made.

### ***Non-current Liabilities***

**Borrowings** in 2025 amounted to P34.497 million as of December 31, 2025 pertains to a credit loan facility with a local bank intended to finance the development of the Lipa housing project..

**Retirement benefits obligation** amounted to P3.966 million as of December 31, 2025 as compared to P3.728 million as of December 31, 2024, or an increase of P0.238 million or 6.38% due additional provision.

**Deferred income tax liabilities, net** amounted to P156.210 million as of December 31, 2025 as compared to P148.807 million as of December 31, 2024, or an increase of P7.402 million or 4.97% due to adjustments after recalculation.

### ***Equity***

**Retained Earnings (deficit)** amounted to (P745.642 million) as of December 31, 2025 as compared to (P737.586 million) as of December 31, 2024, or an increase in Deficit of P8.056 million or 1.09%

mainly due to the effect of net loss attributable to shareholders of the Parent company recognized for the year.

## YEAR 2024 (VS. 2023)

### Results of Financial Operations

#### January to December 2024 compared with January to December 2023

<i>In Millions (PhP)</i>	<i>Year Ended December 31</i>		<i>2023 vs 2022</i>	
	<i>2024</i>	<i>2023</i>	<i>Amount</i>	<i>%</i>
Income	71.566	23.700	47.866	201.97%
Expenses	61.047	88.769	(27.722)	(31.23%)
Income (loss) before income tax	10.519	(65.069)	75.588	(116.17%)
Income tax (expense) benefit	(18.686)	0.284	(18.97)	(6679.58%)
Net Income (Loss) for the year	(8.167)	(64.784)	56.617	(87.39%)
Other comprehensive income for the year	0.000	0.000	0.00	0.00%
Total comprehensive income for the year	(8.167)	(64.784)	56.617	(87.39%)

A comparative review of the Registrant's financial operations for the year ended **December 31, 2024** vis-à-vis the same period last year showed the following:

Total income increased by P47.865M or 201.97% mainly due to net effect the following: (a) increase in rental revenue from P4.018M in 2023 to P5.504M in 2024 for the lease of half of 35th Floor office space, including parking rights; (b) recognition of lower management and service fees related to the affordable housing project undertaken by the subsidiary TMHI from P4.682M in 2023 to P1.304M in 2024; and (c) recognition of higher gain on fair value change in investment properties as a result of the appraisal of the properties from P13.742M in 2023 to P63.794M in 2024. Interest income recognized for 2024 amounted to P28k as compared P471k in 2023. Total expenses decreased by P27.722 million or 31.23% mainly due to the recognition of lower unrealized loss on revaluation of financial assets at FVPL for 2024.

Net income before income taxes registered at P10.519M for 2024 and net loss for the year registered at (P8.167M) after income tax provision.

There are no significant elements of income that did not arise from the Registrant's continuing operations. Neither is the Company's operations affected by any seasonality or cyclical trends.

### Financial Position

<i>In Millions (PhP)</i>	<i>December 31</i>		<i>2024 vs 2023</i>	
	<i>2024</i>	<i>2023</i>	<i>Amount</i>	<i>%</i>
<b>Current assets</b>				
Cash	36.180	39.408	(3.228)	(8.19%)
Financial assets at FVPL	59.326	117.981	(58.655)	(49.72%)

Receivables and other current assets	47.598	56.900	(9.302)	(16.35%)
<b>Total current assets</b>	<b>143.104</b>	<b>214.289</b>	<b>(71.185)</b>	<b>(33.22%)</b>
<b>Non-current Assets</b>				
Property and equipment, net	1.624	0.363	1.261	347.38%
Investment properties	661.827	590.199	71.628	12.14%
<b>Total non-current assets</b>	<b>663.451</b>	<b>590.562</b>	<b>72.889</b>	<b>12.34%</b>
<b>Total assets</b>	<b>806.555</b>	<b>804.851</b>	<b>1.704</b>	<b>0.21%</b>
<b>Current Liabilities</b>				
Accounts payable and other current liabilities	12.271	20.738	(8.467)	(40.83%)
Borrowings	13.625	13.625	0.000	0.00%
Advances from related parties	8.998	9.272	(0.274)	(2.96%)
Income tax payable	0.000	0.339	(0.339)	(100.00%)
Advances from prospective shareholders	194.695	194.695	0.000	0.00%
<b>Total current liabilities</b>	<b>229.589</b>	<b>238.669</b>	<b>(9.08)</b>	<b>(3.80%)</b>
<b>Non-current Liabilities</b>				
Retirement benefits obligation	3.728	3.276	0.452	13.80%
Deferred income tax liabilities, net	148.807	130.308	18.499	14.20%
<b>Total non-current liabilities</b>	<b>152.535</b>	<b>133.584</b>	<b>18.951</b>	<b>14.19%</b>
<b>Total liabilities</b>	<b>382.124</b>	<b>372.253</b>	<b>9.871</b>	<b>2.65%</b>
<b>Equity</b>				
Share capital	975.534	975.534	0.000	0.00%
Treasury shares	(58.628)	(58.628)	0.000	0.00%
Deficit	(737.586)	(694.453)	(43.133)	6.21%
Non-controlling interest	245.111	210.145	34.966	16.64%
<b>Total equity</b>	<b>424.431</b>	<b>432.598</b>	<b>(8.167)</b>	<b>(1.89%)</b>
<b>Total liabilities and equity</b>	<b>806.555</b>	<b>804.851</b>	<b>1.704</b>	<b>0.21%</b>

### Explanation to Accounts with Material Variance (December 2024 vs. December 2023)

#### *Current Assets*

**Cash** amounted to P36.180 million as of December 31, 2024 as compared to P39.408 million as of December 31, 2023 or a decrease of P3.228M or 8.19% attributed mainly due to funds used for documentation and preparation for construction and development of the affordable housing project and for working capital.

**Financial assets at fair value through profit or loss** amounted to P59.326 million as of December 31, 2024 as compared to P117.981 million as of December 31, 2023, or a decrease of P58.65 M or 49.72%

mainly due to recognition of unrealized loss on revaluation of securities as of end of December 2024 net of disposal of securities.

**Receivables and other current assets** amounted to P47,599 million of December 31, 2024 as compared to P56.9 million of December 31, 2023, or a decrease of P9.302 million or 16.35% mainly due to the collections of receivables, and additional prepayments.

#### *Non-current Assets*

**Property and equipment, net** amounted to P1.624 million as of December 31, 2024 as compared to P0.363 million as of December 31, 2023, or an increase of 347.7% or P1.261 million mainly due to acquisition of transportation equipment net of depreciation charges for the year.

**Investment properties** amounted to P617.060 million as of December 31, 2024 as compared to P590.199 million as of December 31, 2023, or an increase of 4.55% or P26.861 million mainly due to the recognition of unrealized gain on revaluation as of end of the year, net of the reclassification to Real estate held for sale for the cost of the property in Lipa, Batangas for future housing project.

#### *Current Liabilities*

**Accounts payable and other current liabilities** amounted to P12.271 million as of December 31, 2024 as compared to P20.738 million as of December 31, 2023, or a decrease of 40.83% or P8.467 million mainly due to full payment of the remaining installment due to the acquisition of the Lipa, Batangas property intended for affordable housing project net of payments/remittances.

**Income tax payable** amounted to P0.339 million as of December 31, 2023 as compared to Nil as of December 31, 2024.

#### *Non-current Liabilities*

**Retirement benefits obligation** amounted to P3.728 million as of December 31, 2024 as compared to P3.276 million as of December 31, 2023, or an increase of P0.452 million or 13.80% due additional provision.

**Deferred income tax liabilities, net** amounted to P148.807 million as of December 31, 2024 as compared to P130.308 million as of December 31, 2023, or an increase of P18.499 million or 14.2% due to adjustments after recalculation.

#### *Equity*

**Retained Earnings (deficit)** amounted to (P737.586 million) as of December 31, 2024 as compared to (P694.453 million) as of December 31, 2023, or an increase in Deficit of P43.133 million or 6.21% mainly due to the effect of net loss attributable to shareholders of the Parent company recognized for the year.

## KEY PERFORMANCE AND FINANCIAL SOUNDNESS INDICATORS

### Definition of Ratios

Net Profit Ratio	-	$\frac{\text{Consolidated Net Income (Loss)}}{\text{Total Revenues}}$
Return on Assets	-	$\frac{\text{Net Income}}{\text{Total Assets}}$
Return on Equity	-	$\frac{\text{Net Income}}{\text{Total Stockholders' Equity}}$
Current Ratio	-	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Acid Test	-	$\frac{\text{Cash on hand and in banks} + \text{Financial Assets at Fair Value} + \text{Notes and other receivables}}{\text{Current Liabilities}}$
Debt to Equity	-	$\frac{\text{Total Liabilities}}{\text{Total Equity}}$
Debt to Assets	-	$\frac{\text{Total Liabilities}}{\text{Total Assets}}$
Asset to Equity	-	$\frac{\text{Total Assets}}{\text{Total Equity}}$
Interest Coverage	-	$\frac{\text{Net Income Before Tax and Interest Expense}}{\text{Interest Expense}}$
Earnings (Loss) Per Share	-	$\frac{\text{Net Income Attributable to Equity Holders of Parent Co.}}{\text{Average number of Outstanding Common Shares}}$

Below are the comparative key performance indicators of the Company and its subsidiaries:

(%)	<u>Dec. 31, 2025*</u>	<u>Dec. 31, 2024*</u>	<u>Dec. 31, 2023*</u>	<u>Dec. 31, 2022*</u>
Net Profit Ratio	(0.0825)	(0.1141)	(2.7336)	(2.4922)
Return on Assets	(0.0035)	(0.0101)	(0.0805)	(0.0829)
Return on equity	(0.0072)	(0.0192)	(0.1498)	(0.1437)
Current ratio	0.8562	0.6233	0.8979	1.3969
Acid test ratio	0.5903	0.4160	0.8872	1.1421
Debt to equity	1.0533	0.6104	0.8605	0.7323
Debt to assets	0.5130	0.4738	0.4625	0.4227
Asset to equity	2.0533	1.9003	1.8605	1.7323
Interest coverage	-	-	-	-
Earnings (loss) per share	(0.0083)	(0.0442)	(0.0647)	(0.0742)

\*Audited

In general, there are no material known trends, demands, commitments, events, transactions, arrangements or items of, by or involving the Company that would require a disclosure pursuant to Part III (A)(2)(A)(i) to (vii) of Annex "C" of the Implementing Rules and Regulations of the Securities Regulation Code, to wit:

- Other than those discussed in Note 19 to the 2022 Consolidated Financial Statements and Note 17 to the 2023 Second Quarter Financial Report, the Registrant is not aware of any event that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.
- There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons, created during the reporting period.
- No material commitments for capital expenditures had been contracted by the Registrant during the reporting period and subsequent thereof.
- There are no significant element of income or loss that did not arise from the Registrant's continuing operations.
- There are no seasonal factors that have materially affected the Financial Statements of the Registrant.

#### ***D. GENERAL NATURE AND SCOPE OF BUSINESS***

Mabuhay Holdings Corporation (hereinafter "Registrant" or "MHC") was incorporated on April 6, 1988. It is a holding company principally engaged in the acquisition and disposition of investments in securities, stocks, real and personal properties, and of any kind of properties and of investments in other entities.

It was incorporated with an authorized capital of 200 million shares at a par value of P1 per share. It was listed at both the Makati and Manila stock exchanges in 1990. The Articles of Incorporation were amended in 1994 to increase the authorized capital to 4 billion shares at P1 par value per share. Currently, capital stock issued and subscribed total 1.2 billion shares, of which around P975 million have been paid out of the P1.2 billion subscriptions.

The Registrant currently holds offices at 35/F, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City. Its last annual stockholders' meeting was on June 24, 2025 and the next will be on May 22, 2026.

As of December 31, 2025, the Registrant holds directly or indirectly investments in several corporations. Two of these are wholly-owned subsidiaries while the rest are investees in which MHC has sizeable claims and interests.

## ***SUBSIDIARIES AND AFFILIATES***

Major investees of the Registrant are the following:

- 1. T & M Land, Inc. (formerly T&M Holdings, Inc.) (100%-owned by the Registrant)**  
T & M Land, Inc. (TMLI) which was registered with the Commission on November 10, 1995, is a holding company engaged in investments in real properties, marketable securities and stocks of other companies, domestic or foreign.
- 2. M & M Holdings Corporation (M&MHC) (100%-owned by the Registrant)**  
Like T&MHI, M & M Holdings Corporation which was registered with the SEC on April 21, 1995, is a holding company engaged in the business of acquiring and disposing of interests in real and personal properties of any kind or description, marketable securities and shares of stocks. Currently, M&MHC has no substantial property except for some advances to its parent company, and a minimal amount of cash.
- 3. Tagaytay Properties and Holdings Corporation (TPHC) (26.04%-owned by the Registrant)**  
A real estate company established and registered with the SEC on April 13, 1998, TPHC owns a high potential and strategically-located land in Tagaytay City. This property was supposed to be developed into a mixed commercial and residential subdivision but such plans were postponed indefinitely as a result of changes in the zoning laws of the city.
- 4. The Taal Company, Inc. (TTCI) (29.97%-owned by the Registrant)**  
The Taal Company, incorporated on August 29, 1990, is a real estate company with property holdings in several parts of the Batangas province.
- 5. The Angeles Corporation (TAC) (38.46%-owned by the Registrant)**  
The Angeles Corporation is an investment company incorporated on October 14, 1994. Most of its assets are invested in shares of the Prosperity Taxi Cab Corporation (PTCC), which the Company sold to a third party in 2009.
- 6. Mindanao Appreciation Corporation (MAC) (28.51%-owned by the Registrant)**  
Mindanao Appreciation Corporation is an investment company incorporated and registered with the SEC on November 21, 1991. Most of its assets are invested in shares of Mabuhay Holdings Corporation and The Taal Company, Inc.

## **FOREIGN SALES.**

Not applicable

## **COMPETITIVE BUSINESS CONDITION/COMPETITIVE POSITION IN THE INDUSTRY.**

The competitiveness of the Registrant, given the nature of its business, is defined by the diversity of its interests. Most of the Registrant's affiliates are concentrated in the real estate business. Tagaytay Properties & Holdings Corporation and The Taal Co., Inc. each hold an inventory of real properties in strategic locations such as Tagaytay City, Batangas and Cavite. The aggregate landholdings of the Registrant's investees easily run to 15.97 hectares, many of which are in prime locations.

**DEPENDENCE ON A FEW CUSTOMERS.** This disclosure is currently not applicable to the Registrant's business and concerns.

**TRANSACTIONS WITH AND/OR DEPENDENCE ON RELATED PARTIES.** The Registrant's transactions with its subsidiaries and affiliates mainly consist of the granting of advances to/from them. The Registrant exercises control and management over its investees.

**NEED FOR GOVERNMENTAL APPROVAL OF PRODUCTS AND SERVICES.** Aside from being regulated by the PSE and the SEC, the Registrant generally is not subject to any other specific government regulation.

**EFFECT OF EXISTING OR PROBABLE GOVERNMENTAL REGULATIONS TO THE BUSINESS.** This disclosure is currently not applicable to the Registrant's business and concerns.

**ESTIMATE OF AMOUNT SPENT FOR RESEARCH AND DEVELOPMENT ACTIVITIES.** This disclosure is currently not applicable to the Registrant's business and concerns.

**COSTS AND EFFECTS OF COMPLIANCE WITH ENVIRONMENTAL LAWS.** This disclosure is currently not applicable to the Registrant's business and concerns.

**TOTAL NUMBER OF EMPLOYEES AND NUMBER OF FULL TIME EMPLOYEES.** As of March 31, 2025, the Registrant has 9 employees, all rendering administrative services. Of the Company's 9 employees, 5 render support services: 2 for accounting/bookkeeping work and 3 doing office services functions while the other 4 belong to the management and administration of the Company. There is no Collective Bargaining Agreement between the employees and the Registrant and there has been no strikes or threats of strike for the past five (5) years. Aside from the statutory benefits prescribed by the labor code, the Registrant's employees enjoy Company-sponsored health insurance.

**E. DIRECTORS AND OFFICERS - Pls. refer to SEC Form 20- IS**

**F. MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY**

#### **Principal Market**

The Registrant's shares of common stock are being traded at the Philippine Stock Exchange. Of the authorized capital stock of four billion shares, 1.2 billion have been subscribed. As of March 31, 2026, MHC has received P195 million as deposits for future stock subscription. This has been presented as liability in the Registrant's Statement of Financial Position only for the purpose of complying with Financial Reporting Bulletin No. 6 issued by SEC. It is the intention of Management to issue shares upon development of concrete plans on the improvement of the Company's operations.

#### **Dividends**

There are no dividend declarations made during the two recent fiscal years of the Registrant and its subsidiaries. There are no restrictions that limit the ability to pay dividends on common equity but the Registrant, as a general rule, shall only declare from surplus profits as determined by the Board of Directors as long as such declaration will not impair the capital of the Company.

The Company does not have a specific dividend payout policy yet as of report date.

#### **Common Equity**

The shares of MHC traded along the following bands during 2025, 2024 and 2023:

	2026		2025		2024	
	High	Low	High	Low	High	Low
First Quarter	0.161	0.114	0.161	0.160	0.173	0.119
Second Quarter			0.160	0.118	0.203	0.170
Third Quarter			0.124	0.113	0.215	0.116
Fourth Quarter			0.124	0.106	0.176	0.117

The listed price of MHC shares as of the latest trading date, April 13, 2026, is P0.12.

### **Stockholders**

Stockholders of record as at March 31, 2025 total to one hundred ninety six (196) in number, broken down as follows:

Citizen	No. of Shares	Percentage	No. of Holders
Filipino	772,658,765	64.39%	184
American	908,000	0.08%	7
Chinese	105,050	0.00%	2
Other Alien	426,328,185	35.53%	3
	1,200,000,000	100.00%	196

Top 20 Stockholders as at March 31, 2026 all holding Common Stock:

Rank	Name of Stockholder	No. of Shares Held	Percentage
1	PCD Nominee Corporation (NF)	426,328,134	35.53%
2	Prokey Investments Ltd.	351,292,763	29.27%
3	PCD Nominee Corporation (F)	260,257,963	21.69%
4	Guoco Securities (Phils.), Inc.	123,192,131	10.27%
5	Papa Securities Corporation	13,550,000	1.13%
6	Mindanao Appreciation Corp.	10,183,000	0.85%
7	Avesco Marketing	1,600,000	0.13%
8	Four Treasures Development Corp.	1,200,000	0.10%
9	Yan, Lucio W.	1,000,000	0.08%
10	Prosperity Taxi Cab Corp.	1,000,000	0.08%
11	International Polymer Corp.	900,000	0.08%
12	Zosa, Rolando M.	800,000	0.07%
13	Uy, Samson	700,000	0.06%
14	Mendoza, Alberto &/or Jeanie Mendoza	650,000	0.05%
15	Sy, Siliman	546,000	0.05%
16	Sickling II, Herbert William	500,000	0.04%
17	South China Holdings	432,000	0.04%

18	Dyhongpo, Carlos	330,000	0.03%
19	Dyhongpo, Vivian	300,000	0.03%
20	Sy, Herbert	250,000	0.02%

There had been no sales of unregistered or exempt securities of the Registrant, or issuance of its securities constituting exempt transaction.

***DISCUSSION ON COMPLIANCE WITH LEADING PRACTICE ON CORPORATE GOVERNANCE***

The Registrant is adopting the SEC Corporate Governance Self Rating Form as a tool to evaluate the level of compliance with its Manual on Corporate Governance. In addition, the Compliance Officer reviews on a periodic basis the level of compliance of its directors, officers and employees with the leading practices and principles on good corporate governance as embodied in the Registrant’s Manual and the rules and regulations that the SEC and PSE issue from time to time.

There are no material deviations on the New Manual on Corporate Governance of the Company. Also, there have been no violations of the provisions of the Registrant’s New Manual on Corporate Governance and no director, officer or employee has been sanctioned by reason thereof.

The Company will regularly conduct a review of the New Manual on Corporate Governance and will adopt appropriate changes as may be required or necessary under the circumstances to improve the corporate governance of the Company.

Attendance of each director of the Corporation in Board meetings held during the year 2025 follows:

	Director’s Name	Date of Election	Total No. of Board Meetings	No. of Board Meetings Attended	Percentage	Attended Annual Stockholders’ Meeting? (Y/N)
Chairman	Roberto V. San Jose	June 24, 2025	3	3	100%	Y
Board Member	Esteban G. Peña Sy		3	3	100%	Y
Board Member	Ana Maria A. Katigbak		3	2	66.67%	Y
Board Member	Andrew Charles Ferguson		3	3	100%	Y
Independent Director	Rodrigo B. Supeña		3	3	100%	Y
Independent Director	Rodolfo D. Santiago		3	3	100%	Y
Independent Director	Steven G. Virata		3	3	100%	Y

**UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY'S ANNUAL REPORT IN SEC FORM 17-A DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.**

**ALL REQUESTS MAY BE SENT TO THE FOLLOWING:**

***Mabuhay Holdings Corporation  
35/F Rufino Pacific Tower, 6784 Ayala Avenue  
Makati City 1223  
Attention: Ms. Gloria Georgia G. Garcia***



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


The management of **MABUHAY HOLDINGS CORPORATION and Subsidiaries** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2025 and 2024, 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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 for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders or members.

ISLA LIPANA & CO., the independent auditor, appointed by the stockholders, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

  
**ROBERTO V. SAN JOSE**  
Chairman of the Board

  
**ESTEBAN G. PENA SY**  
President

  
**GLORIA GEORGIA G. GARCIA**  
Treasurer & Chief Financial Officer

Signed this \_\_\_\_\_ day of April 2026

REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY )

**SUBSCRIBED AND SWORN TO** before me, a Notary Public, for and in Makati City, this \_\_\_\_\_  
affiants exhibiting to me their Community Tax Certificates/Passports, as follows:

**APR 16 2026**

<b>Affiant</b>	<b>CTC No./ Passport No.</b>	<b>Date of Issue</b>	<b>Place of Issue</b>
Roberto V. San Jose	P1329913A	Dec. 20, 2016	DFANCR South
Esteban G. Peña Sy	P8276657A	August 09, 2018	DFA NCR Central
Gloria Georgia G. Garcia	P8316836A	August 11, 2018	DFANCR NorthEast

Doc. No. 135  
Page No. 28  
Book No. 13  
Series of 2024

**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2026  
IBP No. 05729-Lifetime Member  
MCLE Compliance No. VIII-0040999  
valid until April 14, 2028  
Appointment No. M-007 (2025-2026)  
PTR No. 10765528 Jan. 3, 2026/ Makati  
Makati City Roll No. 40091  
101 Urban Ave. Campos Rueda Bldg.  
Brgy. Pio Del Pilar, Makati City



Isla Lipana & Co.

# Mabuhay Holdings Corporation and Subsidiaries

**Consolidated Financial Statements**

**As at December 31, 2025 and 2024 and for each of the three years  
in the period ended December 31, 2025**





## Independent Auditor's Report

To the Board of Directors and Shareholders of  
**Mabuhay Holdings Corporation**  
35<sup>th</sup> Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

### Our Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Mabuhay Holdings Corporation (the "Parent Company") and Subsidiaries (together, the "Group") as at December 31, 2025 and 2024, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2025 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

### What we have audited

The consolidated financial statements of the Group comprise:

- the consolidated statements of financial position as at December 31, 2025 and 2024;
- the consolidated statements of comprehensive income for each of the three years in the period ended December 31, 2025;
- the consolidated statements of changes in equity for each of the three years in the period ended December 31, 2025;
- the consolidated statements of cash flows for each of the three years in the period ended December 31, 2025; and
- the notes to the consolidated financial statements, comprising material accounting policies and other explanatory information.

Isla Lipana & Co., 29th Floor, AIA Tower, 8767 Paseo de Roxas,  
1226 Makati City, Philippines  
+63 (2) 8845 2728

### **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 Auditor's Responsibilities for the Audits of the consolidated financial statements section of our report.

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

### **Independence**

We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to our audit of the financial statements of public interest entities in the Philippines. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

### **Our Audit Approach**

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audits in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

**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.

The key audit matter identified in our audit is as follows:

<b>Key Audit Matter</b>	<b>How our audit addressed the Key Audit Matter</b>
<p><b>Valuation of investment properties</b></p> <p>The Group's investment properties are carried at fair value amounting to P647 million, comprising 75% of the Group's total assets as at December 31, 2025. The fair value was determined using the market approach, which involves significant judgment in selecting comparable market transactions and other relevant factors.</p> <p>Given the inherent subjectivity in determining appropriate comparables and the estimation uncertainty associated with the adjustments applied, we considered the valuation of investment properties to be a key audit matter.</p> <p>Refer to Note 6 to the consolidated financial statements for further information on the investment properties.</p>	<p>Our audit procedures included, among others:</p> <ol style="list-style-type: none"> <li>i. Obtained an understanding of management's process for determining the fair value of investment properties, including the involvement of the external valuer, key assumptions and judgments applied, and the related internal controls over the valuation process.</li> <li>ii. Assessed the competence, capabilities, and objectivity of the external valuer engaged by management.</li> <li>iii. Evaluated the appropriateness of the valuation methodology used by management and its external valuer, considering the nature of the property and availability of market data.</li> <li>iv. Reviewed the latest valuation reports and understood the key assumptions and inputs applied in determining fair value.</li> <li>v. Conducted site visits to select properties to assess their existence, condition, and consistency with the observable attributes used in the valuation.</li> <li>vi. Tested the accuracy and relevance of key inputs, including recent comparable sales, by comparing these to publicly available market data and independent sources.</li> <li>vii. Assessed the adequacy and sufficiency of disclosures in the financial statements in accordance with applicable financial reporting standards.</li> </ol>

## **Other Information**

Management is responsible for the other information. The other information comprises SEC Form 20-IS (Definitive Information Statement) and SEC Form 17-A (Annual Report) for the year ended December 31, 2025, but do not include the consolidated financial statements and our auditor's report thereon, which are expected to be made available to us after the date of this auditor's 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 audit, or otherwise appears to be materially misstated.

When we read SEC Form 20-IS (Definitive Information Statement) and SEC Form 17-A, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

## **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 Accounting Standards, 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 ability of each entity within the Group 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 entity 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.

### **Auditor's 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 auditor's 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 auditor's 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 auditor's 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.
- Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

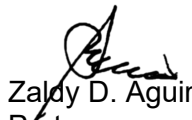
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, action taken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

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 is therefore the key audit matters. We describe these matters in our auditor's 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.

Independent Auditor's Report  
To the Board of Directors and Shareholders of  
Mabuhay Holdings Corporation  
Page 7

The engagement partner on the audit resulting in this independent auditor's report is  
Zaldy D. Aguirre.

**Isla Lipana & Co.**



Zaldy D. Aguirre  
Partner

CPA Cert. No. 0105660

P.T.R. No. 0024447; issued on January 8, 2026, Makati City

SEC A.N. (individual) as general auditors 105660 -SEC, Category A;  
valid to audit 2020 to 2025 financial statements

SEC A.N. (firm) as general auditors 0142-SEC, Category A;  
valid to audit 2020 to 2025 financial statements

T.I.N. 221-755-698

BIR A.N. 08-000745-077-2023; issued on December 22, 2023; effective until December 21, 2026

BOA/PRC Reg. No. 0142/P-003, effective until November 14, 2028

Makati City  
April 16, 2026



Isla Lipana & Co.

## Statements Required by Rule 68 Securities Regulation Code (SRC)

To the Board of Directors and Shareholders of  
**Mabuhay Holdings Corporation**  
35<sup>th</sup> Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

We have audited the accompanying separate financial statements of Mabuhay Holdings Corporation (the "Parent Company") for the year ended December 31, 2025, on which we have rendered the attached report dated April 16, 2026.

In compliance with SRC Rule 68 and based on the certification received from the Parent Company's corporate secretary and the results of the work we performed, the Parent Company has only 187 shareholders owning one hundred (100) or more shares as at December 31, 2025.

**Isla Lipana & Co.**

Zaldy D. Aguirre  
Partner

CPA Cert. No. 0105660

P.T.R. No. 0024447; issued on January 8, 2026, Makati City

SEC A.N. (individual) as general auditors 105660 -SEC, Category A;

valid to audit 2020 to 2025 financial statements

SEC A.N. (firm) as general auditors 0142-SEC, Category A;

valid to audit 2020 to 2025 financial statements

T.I.N. 221-755-698

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BOA/PRC Reg. No. 0142/P-003, effective until November 14, 2028

Makati City  
April 16, 2026

Isla Lipana & Co., 29th Floor, AIA Tower, 8767 Paseo de Roxas,  
1226 Makati City, Philippines  
+63 (2) 8845 2728



Isla Lipana & Co.

## Statements Required by Rule 68 Securities Regulation Code (SRC)

To the Board of Directors and Shareholder of  
**Mabuhay Holdings Corporation**  
35<sup>th</sup> Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Mabuhay Holdings Corporation and Subsidiaries (together, the "Group") as at December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated April 16, 2026. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule of Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of the operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Rule 68 of the SRC issued by the Securities and Exchange Commission and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025 and no material exceptions were noted.

**Isla Lipana & Co.**

Zaldy D. Aguirre  
Partner

CPA Cert. No. 0105660

P.T.R. No. 0024447; issued on January 8, 2026, Makati City

SEC A.N. (individual) as general auditors 105660 -SEC, Category A;

valid to audit 2020 to 2025 financial statements

SEC A.N. (firm) as general auditors 0142-SEC, Category A;

valid to audit 2020 to 2025 financial statements

T.I.N. 221-755-698

BIR A.N. 08-000745-077-2023; issued on December 22, 2023; effective until December 21, 2026

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Makati City  
April 16, 2026

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1226 Makati City, Philippines  
+63 (2) 8845 2728



## Statements Required by Rule 68 Securities Regulation Code (SRC)

To the Board of Directors and Shareholders of  
**Mabuhay Holdings Corporation**  
35<sup>th</sup> Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

We have audited the consolidated financial statements of Mabuhay Holdings Corporation (the "Parent Company") and Subsidiaries (together, the "Group") as at and for the year ended December 31, 2025, on which we have rendered the attached report dated April 16, 2026. The supplementary information shown in the Reconciliation of the Parent Company's Retained Earnings for Dividend Declaration as at December 31, 2025, Map of Relationships of the Companies within the Group as at December 31, 2025, and Schedules A, B, C, D, E, F and G as at December 31, 2025 as additional components required by the Revised Rule 68 of the SRC, are presented for purposes of filing with the Securities and Exchange Commission and are not required parts of the basic consolidated financial statements. Such supplementary information is the responsibility of management and have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements. In our opinion, the supplementary information has been prepared in accordance with the Revised Rule 68 of the SRC.

### Isla Lipana & Co.

Zaldy D. Aguirre  
Partner

CPA Cert. No. 0105660

P.T.R. No. 0024447; issued on January 8, 2026, Makati City

SEC A.N. (individual) as general auditors 105660 -SEC, Category A;  
valid to audit 2020 to 2025 financial statements

SEC A.N. (firm) as general auditors 0142-SEC, Category A;  
valid to audit 2020 to 2025 financial statements

T.I.N. 221-755-698

BIR A.N. 08-000745-077-2023; issued on December 22, 2023; effective until December 21, 2026

BOA/PRC Reg. No. 0142/P-003, effective until November 14, 2028

Makati City  
April 16, 2026

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## Mabuhay Holdings Corporation and Subsidiaries

Consolidated Statements of Financial Position  
As at December 31, 2025 and 2024  
(All amounts in Philippine Peso)

	Notes	2025	2024
<b>Assets</b>			
<b>Current assets</b>			
Cash	2	17,591,017	36,179,950
Financial assets at fair value through profit or loss (FVPL)	3	57,669,050	59,326,409
Receivables and other current assets, net	4	77,841,003	47,598,477
Real estate inventories	5	60,275,114	-
<b>Total current assets</b>		<b>213,376,184</b>	<b>143,104,836</b>
<b>Noncurrent assets</b>			
Property and equipment, net		4,570,149	1,624,032
Investment properties	6	647,352,000	661,826,873
<b>Total noncurrent assets</b>		<b>651,922,149</b>	<b>663,450,905</b>
<b>Total assets</b>		<b>865,298,333</b>	<b>806,555,741</b>
<b>Liabilities and Equity</b>			
<b>Current liabilities</b>			
Accounts payable and other current liabilities	7	14,146,274	12,270,981
Advances from related parties	14, 18	40,370,005	22,622,920
Advances from prospective shareholders	10	194,695,274	194,695,274
<b>Total current liabilities</b>		<b>249,211,553</b>	<b>229,589,175</b>
<b>Non-current liabilities</b>			
Borrowings	8	34,497,342	-
Retirement benefits obligation	17	3,966,223	3,728,302
Deferred income tax liabilities, net	12	156,210,276	148,807,413
<b>Total non-current liabilities</b>		<b>194,673,841</b>	<b>152,535,715</b>
<b>Total liabilities</b>		<b>443,885,394</b>	<b>382,124,890</b>
<b>Equity</b>			
Attributable to shareholders of the Parent Company			
Share capital	9	975,534,053	975,534,053
Treasury shares	9	(58,627,864)	(58,627,864)
Deficit		(745,642,331)	(737,586,424)
		171,263,858	179,319,765
Non-controlling interest		250,149,081	245,111,086
<b>Total equity</b>		<b>421,412,939</b>	<b>424,430,851</b>
<b>Total liabilities and equity</b>		<b>865,298,333</b>	<b>806,555,741</b>

(The notes are an integral part of these consolidated financial statements.)

## Mabuhay Holdings Corporation and Subsidiaries

Consolidated Statements of Comprehensive Income  
For each of the three years in the period ended December 31, 2025  
(All amounts in Philippine Peso)

	Notes	2025	2024	2023
<b>Income</b>				
Gain on fair value change in investment properties	6	30,292,000	63,794,000	13,742,000
Rental income	6, 15	5,113,053	5,504,231	4,018,401
Management and service fees	4	1,071,429	1,304,366	4,681,954
Foreign exchange gain, net	20.1.1	59,617	125,041	-
Dividend income	3	42,569	651,805	590,530
Interest income	2	17,675	28,192	470,539
Gain on sale of FVPL securities	3	3,800	157,877	-
Other income		-	-	196,154
		36,600,143	71,565,512	23,699,578
<b>Expenses</b>				
Salaries and employee benefits	16	8,859,862	8,569,721	8,196,659
Representation/Meeting expenses		6,783,916	7,456,949	5,574,191
Unrealized loss on revaluation of financial assets at FVPL	3	1,573,595	34,986,627	63,583,583
Professional fees		1,298,321	848,155	1,906,656
Depreciation		485,191	321,813	290,286
Foreign exchange loss, net	20.1.1	-	-	51,929
Other expenses	11	13,109,170	8,863,495	9,165,707
		32,110,055	61,046,760	88,769,011
<b>Income (loss) before income tax</b>		4,490,088	10,518,752	(65,069,433)
Income tax expense (benefit)	12	7,508,000	18,685,859	(284,887)
<b>Net loss for the year</b>		(3,017,912)	(8,167,107)	(64,784,546)
<b>Other comprehensive income for the year</b>		-	-	-
<b>Total comprehensive loss for the year</b>		(3,017,912)	(8,167,107)	(64,784,546)
<b>Basic and diluted loss per share attributable to shareholders of the Parent Company</b>				
	13	(0.01)	(0.04)	(0.06)
<b>Net (loss) income attributable to:</b>				
Shareholders of the Parent Company		(8,055,907)	(43,133,396)	(63,157,288)
Non-controlling interest		5,037,995	34,966,289	(1,627,258)
		(3,017,912)	(8,167,107)	(64,784,546)
Total comprehensive (loss) income attributable to:				
Shareholders of the Parent Company		(8,055,907)	(43,133,396)	(63,157,288)
Non-controlling interest		5,037,995	34,966,289	(1,627,258)
		(3,017,912)	(8,167,107)	(64,784,546)

(The notes are an integral part of these consolidated financial statements.)

## Mabuhay Holdings Corporation and Subsidiaries

### Consolidated Statements of Changes in Equity For each of the three years in the period ended December 31, 2025 (All amounts in Philippine Peso)

	Shareholders of Parent Company			Total equity attributable to shareholders of the Parent Company	Non- controlling interest (NCI)	Total
	Share capital Note 9	Treasury shares Note 9	Deficit			
<b>Balance January 1, 2023</b>	975,534,053	(58,627,864)	(631,295,740)	285,610,449	211,772,055	497,382,504
<b>Comprehensive loss</b>						
Net loss for the year	-	-	(63,157,288)	(63,157,288)	(1,627,258)	(64,784,546)
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive loss</b>	-	-	(63,157,288)	(63,157,288)	(1,627,258)	(64,784,546)
<b>Balance December 31, 2023</b>	975,534,053	(58,627,864)	(694,453,028)	222,453,161	210,144,797	432,597,958
<b>Comprehensive (loss) income</b>						
Net (loss) income for the year	-	-	(43,133,396)	(43,133,396)	34,966,289	(8,167,107)
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive (loss) income</b>	-	-	(43,133,396)	(43,133,396)	34,966,289	(8,167,107)
<b>Balance December 31, 2024</b>	975,534,053	(58,627,864)	(737,586,424)	179,319,765	245,111,086	424,430,851
<b>Comprehensive (loss) income</b>						
Net (loss) income for the year	-	-	(8,055,907)	(8,055,907)	5,037,995	(3,017,912)
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive (loss) income</b>	-	-	(8,055,907)	(8,055,907)	5,037,995	(3,017,912)
<b>Balance December 31, 2025</b>	975,534,053	(58,627,864)	(745,642,331)	171,263,858	250,149,081	421,412,939

(The notes are an integral part of these consolidated financial statements.)

## Mabuhay Holdings Corporation and Subsidiaries

Consolidated Statements of Cash Flows  
For each of the three years in the period ended December 31, 2025  
(All amounts in Philippine Peso)

	Notes	2025	2024	2023
<b>Cash flows from operating activities</b>				
Income (loss) before income tax	12	4,490,088	10,518,752	(65,069,433)
Adjustments for:				
Unrealized loss on revaluation of financial assets at FVPL	3	1,573,595	34,986,627	63,583,583
Depreciation		485,191	321,813	290,286
Retirement expense	17	237,921	452,258	693,933
Provision for impairment of receivables	4	224,872	-	-
Gain on fair value change in investment properties	6	(30,292,000)	(63,794,000)	(13,742,000)
Dividend income	3	(42,569)	(651,805)	(590,530)
Unrealized foreign exchange (gain) loss	20.1.1	(40,924)	(125,041)	51,929
Interest income	2	(17,675)	(28,192)	(470,539)
Gain on disposal of financial assets at FVPL		-	(157,877)	-
Operating loss before working capital changes (Increase) decrease in:		(23,381,501)	(18,477,465)	(15,252,771)
Receivables and other current assets	4	(36,235,035)	9,301,780	1,715,428
Real estate inventories	5	(15,022,351)	-	-
Increase (decrease) in:				
Accounts payable and other current liabilities	7	7,051,903	(8,919,653)	(1,241,664)
Advances from related parties	14	17,935,827	(273,589)	279,479
Provision for litigation claim		-	-	-
Cash absorbed by operations		(49,651,157)	(18,368,927)	(14,499,528)
Interest received		17,675	28,192	470,539
Dividend received		42,569	651,805	590,530
Income tax paid		-	(73,324)	(545,762)
<b>Net cash used in operating activities</b>		<b>(49,590,913)</b>	<b>(17,762,254)</b>	<b>(13,984,221)</b>
<b>Cash flows from investing activities</b>				
Acquisitions of property and equipment		(3,431,308)	(1,583,094)	(178,571)
Proceeds from disposal of financial assets at FVPL	3	83,764	23,825,604	-
Acquisitions of investment property	6	-	(7,833,409)	(27,763,714)
Acquisitions of financial assets at FVPL	3	-	-	(1,855,050)
<b>Net cash (used in) provided by investing activities</b>		<b>(3,347,544)</b>	<b>14,409,101</b>	<b>(29,797,335)</b>
<b>Cash flows from financing activities</b>				
Proceeds from borrowings	8	34,497,342	-	-
Payment of borrowings		(188,742)	-	-
<b>Net cash provided by financing activities</b>		<b>34,308,600</b>	<b>-</b>	<b>-</b>
<b>Net decrease in cash for the year</b>		<b>(18,629,857)</b>	<b>(3,353,153)</b>	<b>(43,781,556)</b>
Cash as at January 1		36,179,950	39,408,062	83,241,547
Effect of exchange rates on cash	20.1.1	40,924	125,041	(51,929)
<b>Cash as at December 31</b>	<b>2</b>	<b>17,591,017</b>	<b>36,179,950</b>	<b>39,408,062</b>

(The notes are an integral part of these consolidated financial statements.)

## Mabuhay Holdings Corporation and Subsidiaries

### Notes to the Consolidated Financial Statements

As at December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025 (In the Notes, all amounts are shown in Philippine Peso unless otherwise stated)

#### 1 General information; status of operations

Mabuhay Holdings Corporation (the "Parent Company") was incorporated in the Philippines on April 6, 1988 primarily to engage in the acquisition and disposal of investments in marketable securities, shares of stock and real estate properties. The Parent Company is 29.83% owned by Zenith Element Limited, a company incorporated and registered under the laws of the British Virgin Islands on April 17, 2018 as an investment holding company. The remaining 70.17% is owned by various individuals and corporations. The Parent Company's common shares were listed in the Philippines Stock Exchange (PSE) in 1990. Other than its share listing in 1990, there were no other share offerings subsequent thereto. Accordingly, the Parent Company is considered a public company under Rule 3.1 of the Implementing Rules and Regulations of the Securities Regulation Code.

The consolidated financial statements include the financial information of the Parent Company and its Subsidiaries (the Group) detailed in Note 21.3.

The Parent Company has 9 employees as at December 31, 2025 and 2024.

The Parent Company's registered office and principal place of business is at 35th Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati.

The consolidated financial statements have been approved and authorized for issue by the Board of Directors (BOD) on April 13, 2026. There were no material events that occurred from April 13, 2026 up to April 16, 2026.

#### 2 Cash

The account as at December 31 consist of:

	2025	2024
Cash in banks	17,559,017	36,164,950
Cash on hand	32,000	15,000
	17,591,017	36,179,950

Cash in bank earns interest at prevailing bank deposit rates. Interest income from cash in bank amounted to P0.02 million in 2025 (2024 - P0.03 million; 2023 - P0.47 million).

#### 3 Financial assets at fair value through profit or loss (FVPL)

The account consists of equity shares listed in Philippine Stock Exchange with fair value based on current bid prices in an active market (Level 1 valuation). At December 31, 2025, changes in fair value are recorded in unrealized loss on revaluation of FVPL in profit or loss amounting to P1.58 million (2024 - P34.99 million; 2023 - P63.58 million).

The movements of the account for the years ended December 31 are summarized as follows:

	2025	2024
At January 1	59,326,409	117,980,762
Unrealized fair value loss	(1,573,595)	(34,986,626)
Disposals	(83,764)	(23,667,727)
At December 31	57,669,050	59,326,409

In 2025, dividends earned amounted to P0.04 million (2024 - P0.65 million; 2023 - P0.59 million).

#### 4 Receivables and other current assets

The account as at December 31 consist of:

	Notes	2025	2024
Advances			
Greenroof Corporation (GRC)		40,096,862	39,016,325
Contractors		9,515,692	-
Employees		3,774,130	2,537,848
Third parties		13,049	600,000
Due from related parties	14	18,654,403	1,492,477
Prepayments		5,999,239	2,974,038
Other receivables		12,500	977,789
		78,065,875	47,598,477
Allowance for expected credit loss on receivables	11	224,872	-
		77,841,003	47,598,477

Advances to GRC represent amounts advanced by the Group in connection with the construction and development of GRC's low-cost housing project. These advances are collectible in cash and are billed periodically in accordance with the contractual terms agreed upon by the Group and GRC.

Pursuant to the agreement with GRC, T&M Land Inc. (TMLI), a subsidiary, is obligated to finance the completion of the project and provide project management services, including administrative support, sales and marketing activities, procurement of construction materials, and other services necessary for the implementation of the project. In consideration of these services and financing arrangements, the Subsidiary is entitled to receive a fixed project management fee, service fees, and reimbursement of advances made on behalf of GRC.

For the year ended December 31, 2025, the Group has earned management and service fee arising from the arrangement amounting to P1.07 million (2024 – P1.3 million; 2023 – P4.68 million).

Advances to contractors represent payments made to construction contractors and suppliers in advance of the performance of construction services relating to the development of the Group's real estate projects.

Advances to employees represent amounts advanced to employees to cover work-related expenses and are recoverable through liquidation or payroll deductions.

Prepayments mainly comprise of prepaid taxes and insurance.

#### 5 Real estate inventories

Real estate inventories comprise development properties held for sale, including land and directly attributable development and construction costs, and are carried at the lower of cost and net realizable value.

The carrying amount and movement of the account for the year and as at December 31 follows:

	Note	2025	2024
At January 1		-	-
Costs of land (transferred from investment property)		44,766,873	-
Additions		15,022,351	-
Capitalized borrowing costs	8	485,890	-
At December 31		60,275,114	-

In 2025, the Group reclassified land located in Batangas previously classified as investment property to real estate inventories following a change in the intended use of the property from being held for capital appreciation to development of the property for sale.

TMLI, a subsidiary, has started land development of this low-cost housing project with a gross project area of 36,679 square meters.

Directly attributable costs incurred in the development of the project includes documentation, planning and design, land development.

There are no sales as of the reporting date.

## 6 Investment properties

The Group's investment properties include a commercial unit held for lease and several parcels of land held and carried at fair value.

The Company occupied a portion of its investment property and converted it into an office space. The portion which is owner-occupied is properly classified as property and equipment (Note 7). The remaining portion is leased to third parties and included as investment properties.

Land properties held for capital appreciation purposes include properties located in Cavite, Batangas and Tagaytay City with a total land area of 29 hectares.

The movements in the account for the years ended December 31 are summarized as follows:

	Note	2025	2024
At January 1		661,826,873	590,199,464
Fair value gains		30,292,000	63,794,000
Transferred to real estate inventories	5	(44,766,873)	-
Additions		-	7,833,409
At December 31		647,352,000	661,826,873

The following income and expenses related to investment properties are recognized in profit or loss:

	2025	2024	2023
Rental income	5,113,053	5,504,231	4,018,401
Direct expenses on investment properties that generate rental income	(1,942,222)	(3,965,570)	(4,544,675)

Direct expenses are recorded in communication, light and water, repairs and maintenance, association dues, taxes and licenses, and insurance under other expenses (Note 11).

### Critical accounting estimate - Fair value of investment properties

The fair value of investment properties is determined based on appraisal made by an external appraiser duly engaged by the management. Valuation methods employed by the appraisers mainly include the market data approach (Level 2 valuation). The significant assumptions used by the independent appraiser are as follows:

- current prices in an active market for properties of similar nature, condition or location, adjusted to reflect possible differences on the factors of time, unit area or size, unit location, unit improvements, building location, building features or amenities, bargaining allowance and others; and
- recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices.

Where the estimated market value differs by 10% from management's estimates, the carrying amount of investment properties would have been P3.03 million (2024 - P6.38 million) higher or lower.

Critical accounting judgment — Classification of investment property, real estate inventories and property and equipment

The Group applies significant judgment in determining the appropriate classification of land and buildings as investment property, real estate inventories, or property and equipment, as this classification affects the measurement, presentation, and disclosure of these assets in the consolidated financial statements. Properties are classified as investment property when they are held to earn rentals and/or for capital appreciation. Real estate inventories comprise properties held for development and sale in the ordinary course of business. Property and equipment include properties held for use in the production or supply of goods or services, or for administrative purposes.

In assessing the appropriate classification, management considers the current use of the property and whether there is objective evidence of a change in use, rather than management's intention alone. Indicators considered include, among others, approval of development plans, commencement of development activities, execution of construction and development contracts, changes in project approvals, or the start of owner-occupation or administrative use.

Transfers between investment property, real estate inventories, and property and equipment are made only when there is a change in use supported by observable evidence. When an investment property is reclassified to real estate inventories or property and equipment, its carrying amount at the date of reclassification becomes its deemed cost for subsequent accounting under the applicable standard. Management reviews the classification of properties at each reporting date to ensure it remains consistent with the Group's actual use of the assets and business operations.

## 7 Accounts payable and other current liabilities

The account as at December 31 consists of:

	Notes	2025	2024
Accounts payable and accrued expenses		10,105,817	8,428,760
Accrued interest on borrowings	8, 14	3,068,248	2,879,506
Deferred rental income		904,499	904,499
Payable to government agencies		67,710	58,216
		14,146,274	12,270,981

Accounts payable and accrued expenses represent third party payables and accruals on employee benefits, legal and other professional fees all payable on demand.

Accrued interest includes interest from interest-bearing borrowings, a portion of which represents interest charged in prior years on its loan from a related party. Interest was discontinued starting 2014 upon mutual agreement of both parties (Note 14).

## 8 Borrowings

In September 2025, the Company secured a credit loan facility with a local bank amounting to P120 million. The loan is to be released in tranches and is payable two (2) years from the first drawdown. The loans bear interest at rates ranging from 7.43% to 7.69% per annum. The loans are collateralized by the Parent Company's condominium properties, which have a carrying amount of P166 million.

The movement in the account for the period ended December 31, 2025 follow:

	2025
January 1	-
Amount drawn from the loan facility	35,000,000
Transaction costs	(535,931)
Amortization of discount	33,273
<b>Net debt</b>	<b>34,497,342</b>

As at December 31, 2025, two tranches totaling P35 million had been released.

Capitalized interest expense from the bank loan in 2025 amounted to P485,890 (Note 5). Interest payable amounted to P188,742 and is included under accounts payable and other current liabilities (Note 7).

## 9 Equity

The details of account as at December 31, 2025 and 2024:

	Amount
Common shares - P1 par value	
Authorized (4,000,000,000 shares)	4,000,000,000
Subscribed (1,200,000,000 shares)	1,200,000,000
Subscribed	1,200,000,000
Subscriptions receivable	(224,465,947)
Total issued and paid	975,534,053
Treasury shares (58,627,864 shares)	58,627,864

Treasury shares represent investment of Mindanao Appreciation Corporation (MAC), a subsidiary, in the Parent Company's shares.

As at December 31, 2025, there are 187 shareholders each owning more than one hundred (100) shares of the Parent Company (2024 - 187 shareholders).

No collection occurred during 2025 and 2024 relating to the outstanding subscription receivable.

## 10 Advances from prospective shareholders

Advances from prospective shareholders represent funds received from prospective shareholders which are expected to be settled by way of issuance of shares.

## 11 Other expenses

The details of account as at December 31:

	Note	2025	2024	2023
Transportation and travel		2,608,476	2,362,549	2,525,064
Taxes and licenses		2,645,142	1,752,902	2,395,865
Security services		1,016,286	1,085,121	1,043,327
Communication, light and water		711,303	598,692	711,654
Association dues		742,873	724,562	755,879
Office supplies		553,335	559,631	733,867
Repairs and maintenance		841,094	739,033	440,509
Insurance		260,983	151,635	240,768
Provision for impairment of receivables	4	224,872	-	-
Postage		15,840	20,637	12,917
Miscellaneous		3,488,966	868,733	305,857
		<b>13,109,170</b>	<b>8,863,495</b>	<b>9,165,707</b>

Miscellaneous expenses include banks charges, appraisal fee, listing fee, processing and notarial fees.

## 12 Income tax

The components of income tax expense (benefit) for the year ended December 31 are as follows:

	2025	2024	2023
Current	105,137	139,330	827,382
Deferred	7,402,863	18,546,529	(1,112,269)
	7,508,000	18,685,859	(284,887)

The reconciliations of income tax expense on pre-tax income computed at the statutory income tax rate to the effective provision for (benefit from) income tax follow:

	2025	2024	2023
Income (loss) before income tax	4,490,088	10,518,752	(65,069,433)
Tax on pretax income	(1,151,133)	3,148,207	(19,242,566)
Adjustments for:			
Non-deductible expenses	4,322,076	9,825	2,562,955
Unrecognized NOLCO and MCIT	3,518,940	910,481	2,988,045
Unrealized fair value loss on financial assets at FVPL	833,077	4,741,506	-
Non-taxable income	(10,642)	1,672,596	(155,169)
Interest income subject to final tax	(4,318)	8,220,349	-
Effect of previously unrecognized deferred taxes	-	(17,105)	-
Adjustment for income subjected to lower tax rates	-	-	4,395,549
Others	-	-	9,166,299
	7,508,000	18,685,859	(284,887)

The net deferred income tax liabilities as at December 31 consist of:

	2025	2024
Deferred income tax liabilities		
Fair value gain on investment properties	160,036,251	152,576,409
Unrealized foreign exchange loss, net	14,904	(1,481,638)
	160,051,155	151,094,771
Deferred income tax assets		
Unrealized loss on revaluation of securities	(2,685,762)	(1,751,087)
Retirement benefits obligation	(872,775)	(44,242)
Allowance from doubtful accounts	(56,217)	-
Deferred rental income	(226,125)	(492,029)
	(3,840,879)	(2,287,358)
	156,210,276	148,807,413

### *Critical accounting judgment - Recognition of deferred income tax assets*

Management reviews at each reporting date the carrying amounts of deferred income tax assets and MCIT. Deferred income tax assets are recognized to the extent that the realization of the related tax benefit through future taxable profits is probable. As at reporting dates, certain subsidiaries within the Group have unused net operating loss carry-over (NOLCO) and MCIT. However, the related deferred income tax assets have not been recognized due to the Group's limited ability to generate future taxable income.

Details of net operating loss carry-over (NOLCO) as at December 31, which could be carried over as deductible expense from taxable income for three (3) to five (5) consecutive years following the year of incurrence follow:

Year of incurrence	Year of expiration	2025	2024
2025	2028	13,940,533	-
2024	2027	35,983,318	35,983,318
2023	2026	12,078,362	12,078,515
2022	2025	51,315,329	51,423,234
2021	2024	-	10,273,991
Total NOLCO		113,317,542	109,759,058
Expired during the year		(51,315,329)	(10,273,991)
Unrecognized NOLCO		62,002,213	99,485,067
		15,500,553	24,871,267

Details of unused MCIT are as follows:

Year of incurrence	Year of expiration	2025	2024
2025	2028	126,641	-
2024	2027	139,380	139,380
2023	2026	63,218	63,218
Total MCIT		329,239	202,598
Expired during the year		-	-
Unrecognized MCIT		329,239	202,598

### 13 Basic and diluted loss per share

The information used in the computation of basic and diluted earnings (loss) per share for the years ended December 31 follow:

	2025	2024	2023
Net loss attributable to the shareholders of Parent Company	(8,055,907)	(43,133,396)	(63,157,288)
Divided by the average number of outstanding common shares	975,534,053	975,534,053	975,534,053
Loss per share - basic and diluted	(0.01)	(0.04)	(0.06)

Basic and diluted loss per share are the same due to the absence of dilutive potential common shares.

## 14 Related party transactions and balances

The table below summarizes the Group's transactions and balances with its related parties as at and for the year ended December 31:

	Notes	Transactions during the year		Outstanding balance		Terms and conditions
		2025	2024	2025	2024	
Due from related parties						
Entities under common control	4	17,161,926	(154,809)	18,654,403	1,492,477	Unsecured, non-interest bearing and collectible in cash on demand; Not impaired.
Advances from Entities under common control		17,747,085	(273,597)	40,370,005	22,622,920	Unsecured, non-interest bearing and payable in cash on demand.
Interest on borrowings Entities under common control	7	-	-	2,879,506	2,879,506	Interest on borrowings represent interest accrued in prior years on its borrowing from a related party. Interest is discontinued starting 2014 upon mutual agreement of both parties.
Key management personnel		3,190,000	3,180,000	-	-	

Based on management's assessment, the carrying values of receivables from related parties are deemed collectible.

## 15 Leases

The Parent Company entered into lease agreements with third parties to lease out office spaces for a period of three (3) years from September 15, 2024 until September 14, 2027, with monthly rate of P357,533 for the first year, P375,410 for the second year and P394,181 for the final year.

The lease was accounted as an operating lease.

Rental income earned amounted to P5,113,053 in 2025 (2024 – P5,504,231) (Note 6).

As at December 31, the minimum aggregate rental receivables for future years follow:

	2025	2024	2023
Within one (1) year	8,108,867	4,352,974	2,967,288
After one (1) year but not more than five (5) years	-	7,921,162	-
	8,108,867	12,274,136	2,967,288

## 16 Salaries and employee benefits

The details of account as at December 31:

	2025	2024	2023
Salaries and wages	5,359,387	5,051,028	4,988,461
Employee benefits	2,845,776	2,992,103	2,715,382
Bonus and allowances	270,875	200,000	217,650
SSS, Philhealth and HDMF	383,824	326,590	275,166
	8,859,862	8,569,721	8,196,659

## 17 Retirement benefits obligation

The Group has yet to adopt a formal retirement plan and only provided for the retirement obligation based on minimum required retirement benefit under Republic Act (RA) 7641. Under RA 7641, otherwise known as the Retirement Pay Law, an employee upon reaching the age of 60 years or more, but not beyond 65 years, who has served at least five (5) years in a private company, may retire and shall be entitled to retirement pay equivalent to at least 1/2 month salary for every year of service, a fraction of at least six (6) months being considered as one (1) whole year.

The retirement benefit obligation and retirement benefit expense as at and for the years ended December 31 follow:

	2025	2024
Retirement benefit obligation	3,965,511	3,728,302
Retirement expense	237,209	452,258

The movements in the unfunded retirement benefit obligation for the years ended December 31 follow:

	2025	2024
At January 1	3,728,302	3,276,044
Current service cost	15,714	209,842
Net interest cost	222,207	242,416
Total amount charged to profit or loss	237,921	452,258
At December 31	3,966,223	3,728,302

The retirement expense is included under salaries and employee benefits in the consolidated statement of comprehensive income (Note 17).

The principal assumptions made as at December 31 follow:

	2025	2024
Discount rate	5.96%	6.08%
Expected future salary increase	5.10%	3.00%

Discount rate assumption is based on the theoretical spot yield curve calculated from Bloomberg market yields by stripping the coupons from government bonds to create virtual zero coupon bonds as of the valuation date, while considering the average years of remaining working life of the employees as the estimated term of the employee.

## 18 Reclassification

Certain reclassifications were made on the statements of financial position as at December 31, 2024 to align with the current year presentation.

	As previously presented	Reclassification	As presented
Consolidated statement of financial position			
Borrowings	13,624,642	(13,624,642)	-
Advances from related parties	8,998,278	13,624,642	22,622,920

The reclassification does not have impact on the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cashflow.

## 19 Segment information

The Group has only one segment as it derives its revenues primarily from rental and capital appreciation of investment properties.

The operating segment is reported in a manner consistent with the internal reporting provided by the chief operating decision maker, the chief executive officer of the Group.

All revenues are from domestic entities incorporated in the Philippines, hence, the Group did not present geographical information required by PFRS 8, Operating Segments.

There are no revenues derived from a single external customer above 10% of total revenue in 2025 and 2024.

There is no need to present reconciliation since measure of segment assets, liabilities and results of operations are consistent with those of the consolidated financial statements.

There are no changes in the Group's reportable segment and related strategies and policies in 2025 and 2024.

## 20 Financial risk and capital management

### 20.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

Management, under the direction of the Board of Directors of the Group, is responsible for the management of financial risks. Its objective is to minimize the adverse impact on the Group's financial performance due to the unpredictability of financial markets.

There were no changes in the Group's strategies and policies during 2025 and 2024.

#### 20.1.1 Market risk

##### *Foreign exchange risk*

The foreign exchange risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group manages its foreign exchange risk by constantly reviewing its exposure to commitments payable in foreign currency and ensuring appropriate cash balances are maintained to meet current commitments.

The Group's foreign currency denominated monetary asset as at December 31 follows:

	2025	2024
	In USD	In USD
Cash in bank	29,968	93,000
Exchange rates	58.81	58.01
Peso equivalent	1,762,418	5,395,274

Details of net foreign exchange gains for the years ended December 31 follow:

	2025	2024	2023
Realized	18,693	381,013	73,937
Unrealized	40,924	(255,972)	(125,866)
	59,617	125,041	(51,929)

As at December 31, 2025 and 2024, the Group's exposure to currency risk relates to the foreign currency denominated cash in bank (Note 2).

The table below presents the impact of possible movements of Philippine Peso against the US Dollar, with all other variables held constant, on the Group's net income after tax. There is no impact on the Group's equity other than those already affecting net income after tax.

	Change in exchange rate	Impact on income after tax
US Dollars		
December 31, 2025	+/-1.36%	+/-17,977
December 31, 2024	+/- 4.39%	+/-93,256

The reasonably possible movement in foreign currency exchange rates is based on the projection by the Group using movement of the rates from the prior period.

#### *Price risk*

The Group's exposure on price risk arises from investments in equities classified as financial assets at FVPL (Note 3) in the statement of financial position.

As at December 31, 2025 and 2024, the impact of 1% increase (decrease) in the bid share prices of the Group's financial assets at fair value through profit or loss based on management's assessment of historical movements in price, with all variable held constant, would have an impact of possible increase (decrease) of P0.58 million (2024 – P0.59 million) in profit or loss.

#### *Interest rate risk*

Interest rate risk refers to risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Company's exposure to interest rate risk is not material, as it relates only to cash in banks as at December 31, 2025 and 2024.

#### **20.1.2 Credit risk**

The Group takes on exposure to credit risk, which is the risk that a counterparty will cause a financial loss to the Group by failing to discharge an obligation.

#### *Maximum exposure to credit risk*

The Group's exposure to credit risk primarily relates to cash in bank and financial receivables.

The table below shows the credit quality of significant financial assets (i.e., cash in banks and financial receivables) as at December 31:

	Fully performing	Impaired	Total
2025			
Cash in banks	17,559,017	-	17,559,017
Receivables and other current assets*	58,538,893	224,872	58,763,765
	76,097,910	224,872	76,322,782
2024			
Cash in banks	36,164,950	-	36,164,950
Receivables and other current assets*	41,486,591	-	41,486,591
	77,651,541	-	77,651,541

\*This account excludes advances to GRC, employees and others advances and prepayments.

Fully performing financial assets are fully recoverable with no overdue balances and with no history of credit losses. Underperforming financial assets are with long overdue balances and with exposure to credit losses. Both categories of financial assets are subjected to lifetime expected credit loss allowance assessment.

(i) Cash in banks

The Group deposits its cash balances in a universal bank to minimize the credit risk exposure. The Group assessed no significant credit risk.

(ii) Receivables and other current assets (excluding advances to contractors, employees and other advances and prepayments)

Receivables are monitored on an ongoing basis which normally results in an assessment that the Group's exposure to bad debts is not material. There were no historical losses recognized on these balances.

### 20.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding through advances from related parties within the Group, extending payment terms for due to related parties, and an efficient collection of its notes receivables from third parties. The Group likewise regularly evaluates other financing instruments to broaden the Group's range of financing resources.

The table below analyzes the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months approximate their carrying balances, as the impact of discounting is not significant.

	0 - 180 days	181 - 360 days	Over 360 days	Total
As at December 31, 2025				
Accounts payable and other current liabilities*	18,836,565	-	-	18,836,565
Advances from related parties	-	40,370,005	-	40,370,005
Borrowings	-	13,435,900	34,497,342	47,933,242
	18,836,565	53,805,905	34,497,342	107,139,812
As at December 31, 2024				
Accounts payable and other current liabilities*	2,879,506	8,428,760	-	11,308,266
Advances from related parties	-	22,622,920	-	22,622,920
	2,879,506	31,051,680	-	33,931,186

\*This account excludes deferred rental income and payable to government agencies.

All financial assets and liabilities are classified as current as at reporting dates.

## 20.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure to reduce the cost of capital. For this purpose, capital is represented by total equity attributable to Parent Company as shown in the consolidated statement of financial position.

In order to maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or sell assets to reduce debt.

Given the minor development activities undertaken by the Group, it does not require intensive capitalization as at December 31, 2025 and 2024. The Group's main objective is the development of an existing prime property comprising of investment property held for rental and capital appreciation.

As part of the reforms of the PSE to expand capital market and improve transparency among listed firms, PSE requires listed entities to maintain a minimum of ten percent (10%) of their issued and outstanding shares, exclusive of any treasury shares, held by the public. The Group fully complied with this requirement.

There are no external minimum capitalization requirements imposed to the Group.

There were no changes in the Group's strategies and policies during 2025 and 2024.

## 20.3 Fair value of financial assets and liabilities

The table below summarizes the carrying amounts and fair values of those financial assets and liabilities as at December 31 as follows:

	2025		2024	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Financial assets at FVPL	57,669,050	57,669,050	59,326,409	59,326,409
At amortized cost				
Cash	17,591,017	17,591,017	36,179,950	36,179,950
Receivables and other current assets*	58,538,893	58,538,893	41,486,591	41,486,591
<b>Total assets</b>	<b>133,798,960</b>	<b>133,798,960</b>	<b>136,992,950</b>	<b>136,992,950</b>
Financial liabilities at amortized cost				
Accounts payable and other current liabilities**	18,836,565	18,836,565	11,308,266	11,308,266
Advances from related parties	40,370,005	40,370,005	22,622,920	22,622,920
Borrowings	34,497,342	34,497,342	-	-
<b>Total liabilities</b>	<b>93,703,912</b>	<b>93,703,912</b>	<b>33,931,186</b>	<b>33,931,186</b>

\*This account excludes advances to GRC, employees and others advances and prepayments.

\*\*This account excludes deferred rental income and payable to government agencies.

These carrying amounts approximate fair values at reporting dates due to the short-term nature of financial assets and liabilities.

## 21 Summary of material accounting policies

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 21.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with PFRS Accounting Standards. PFRS Accounting Standards comprise the following authoritative literature:

- PFRS Accounting Standards,
- PAS Standards, and
- Interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), Philippine Interpretations Committee (PIC) and Standing Interpretations Committee (SIC) as approved by the Financial and Sustainability Reporting Standards Council (FSRSC) and the Board of Accountancy, and adopted by the Securities and Exchange Commission (SEC).

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at FVPL and investment properties.

The preparation of consolidated financial statements in conformity with PFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Notes 6, 12, and 21.3.

### 21.2 Changes in accounting policies and disclosures

#### *(a) Amendments to Existing Standards adopted by the Group*

There are no standards, amendments to standards or interpretations that are effective for annual periods beginning on January 1, 2025 that have a material effect on the consolidated financial statements of the Group.

#### *(b) New standard, interpretation and amendments not yet adopted*

Certain new accounting standards and amendments to accounting standards have been published that are not mandatory for December 31, 2025 reporting periods and have not been early adopted by the Company. The Company's assessment of the impact of these new standards and amendments is set out below:

- (i) Amendments to the Classification and Measurement of Financial Instruments – Amendments to PFRS 9 and PFRS 7 (effective for annual periods beginning on or after 1 January 2026)

In May 2024, the International Accounting Standards Board (IASB) issued targeted amendments to International Financial Reporting Standard (IFRS) 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. In July 2024, the FSRSC adopted the targeted amendments to PFRS 9 and PFRS 7. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payment of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cashflows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at FVOCI.

- (ii) Annual Improvements to PFRS Accounting Standards – Volume 11 (effective for annual periods beginning on or after 1 January 2026)

On 18 July 2024, the IASB has issued narrow amendments to IFRS Accounting Standards and accompanying guidance as part of its regular maintenance of the Standards. These amendments include clarifications, simplifications, corrections and changes aimed at improving the consistency of several IFRS Accounting Standards. In August 2024, the FSRSC adopted these amendments. The amended Standards are:

- PFRS 1 First-time Adoption of International Financial Reporting Standards;
- PFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing PFRS 7;
- PFRS 9 Financial Instruments;
- PFRS 10 Consolidated Financial Statements; and
- PAS 7 Statement of Cash Flows.

- (iii) PFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027)

PFRS 18 will replace PAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though PFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements.

The amendments to PFRS 9, PFRS 7 and PFRS 18, as well as the annual improvements to PFRS Accounting Standards are not expected to have a material financial impact to the financial statements of the Company.

There are no other standards, amendments to existing standards or interpretations effective subsequent to January 1, 2026 that are considered relevant or would be expected to have a material impact on the Group's consolidated financial statements.

### 21.3 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group as at December 31, 2025 and 2024. The Subsidiaries' financial statements are prepared for the same reporting year as the Parent Company. The Group uses uniform accounting policies, any difference between subsidiaries and the Parent Company is adjusted properly.

Details of subsidiaries follow:

Subsidiaries	Percentage of ownership in 2025 and 2024		
	Direct	Indirect	Total
T&M Land, Inc. (Formerly T&M Holdings, Inc.)	100%	-	100%
M&M Holdings Corporation (MMHC)	100%	-	100%
The Angeles Corporation (TAC)*	38.46%	15.02%	53.48%
The Taal Company, Inc. (TTCI)*	29.97%	14.49%	44.46%
Mindanao Appreciation Corporation (MAC)*	28.50%	13.98%	42.48%
Tagaytay Properties and Holding Corporation (TPHC)*	26.04%	-	26.04%

\*With control or power to govern.

All subsidiaries are domestic companies registered and doing business in the Philippines and are principally engaged in the business of acquiring and disposing of interests in real and personal properties of any kind or description, marketable securities and shares of stock. The Subsidiaries' registered office and principal place of business is at 35<sup>th</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City.

All subsidiary undertakings are included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the Parent Company do not differ from the proportion of ordinary shares held.

Critical accounting judgment – Assessment of control over entities in which the Group holds less than 50% interest

Management consider that the Parent Company has de facto control over TAC, MAC, TTCl and TPHC even though it has less than 50% of the voting rights. There is no history of other shareholders forming a group to exercise their votes collectively. Based on the absolute size of the Parent Company's shareholding and the relative size of the other shareholdings, management has concluded that the Parent Company has sufficiently dominant voting interest to have the power to direct the relevant activities of these entities. Consistent with PFRS 10, the entities have been fully consolidated into the Group's consolidated financial statements.

The summarized financial information of Subsidiaries with significant non-controlling interest as at and for the years ended December 31 follow:

	TPHC	MAC	TTCl	TAC
2025	(In thousands of Pesos)			
Total current assets	8,987	27,207	32,553	1,706
Total non-current assets	478,867	-	10,034	-
Total assets	487,854	27,207	42,587	1,706
Total current liabilities	33,686	32,436	14,950	10,737
Total non-current liabilities	116,615	-	1,973	-
Total liabilities	150,301	32,436	16,923	10,737
Net assets (liabilities)	337,553	(5,229)	25,664	(9,031)
Non-controlling interest share in net assets (liabilities)	245,366	(3,724)	18,297	(4,790)
Income	28,087	0	135	2
Expenses	(10,307)	(2,739)	(2,406)	(63)
Loss before income tax	17,780	(2,739)	(2,271)	(61)
Income tax expense (benefit)	(7,033)	-	33	-
Net income (loss) for the year	10,747	(2,739)	(2,238)	(61)
Other comprehensive income	-	-	-	-
Total comprehensive income (loss) for the year	10,747	(2,739)	(2,238)	(61)
Non-controlling interest share in total comprehensive income (loss) for the year	7,949	(1,609)	(1,274)	(28)
Cash flows used in:				
Operating activities	(733)	(7)	(1,108)	(409)
Investing activities	-	-	-	-

	TPHC	MAC	TTCl	TAC
2024	(In thousands of Pesos)			
Total current assets	10,350	29,889	24,929	1,815
Total non-current assets	458,192	-	9,900	-
Total assets	468,542	29,889	34,829	1,815
Total current liabilities	32,154	32,378	4,921	10,786
Total non-current liabilities	109,583	-	1,939	-
Total liabilities	141,737	32,378	6,860	10,786
Net assets (liabilities)	326,805	(2,489)	27,969	(8,971)
Income	9,945	2,840	1,068	2
Expenses	(1,952)	(65)	(148)	(58)
Income (loss) before income tax	7,993	2,775	920	(56)
Provision for income tax	(15,515)	-	(211)	-
Net income (loss) for the year	(7,522)	2,775	709	(56)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income (loss) for the year	(7,522)	2,775	709	(56)

2024	TPHC	MAC	TTCI	TAC	
(In thousands of Pesos)					
Cash flows from:					
Operating activities	(3,043)	(8)	(342)		(40)
Investing activities	-	-	-		-
	TPHC	MAC	TTCI	TAC	Total
(In thousands of Pesos)					
Accumulated balance of non-controlling interest					
December 31, 2025	240,366	(3,724)	18,297	(4,790)	250,149
December 31, 2024	58,687	1,084	18,373	168,933	247,077
Non-controlling interest share in total comprehensive income (loss)					
December 31, 2025	(7,949)	1,609	1,274	28	(5,038)
December 31, 2024	(5,564)	1,596	394	(26)	(5,564)

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. These are deconsolidated from the date that control ceases.

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. The Group also assesses the existence of control where it does not have more than 50% of the voting power but is able to govern the financial reporting and operating policies by virtue of de facto control. De facto control may arise in circumstances where the size Group's voting rights relative to the size and dispersion of holdings of other shareholders give the Group the power to govern the financial and operating policies.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of acquiree's identifiable net assets.

(i) Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying 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.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with PAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is not accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in profit or loss.

Inter-company transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

(b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions—that is, as transactions with the owners in their capacity as owners. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(c) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

## 21.4 Financial instruments

### *Financial assets*

(a) Classification

The Group classifies its financial assets in the following measurement categories: FVPL, fair value through other comprehensive income (FVOCI) and amortized cost.

The Group does not have financial assets classified as at FVOCI.

(i) Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains (losses) together with foreign exchange gains and losses. Significant impairment losses are presented as a separate line item in profit or loss.

These are included in current assets, except for maturities greater than 12 months after the reporting date which are classified as non-current assets. The Group's financial assets at amortized cost comprise cash and other current assets (excluding prepayments).

(ii) FVPL

Investment in equity instruments that are held for trading are measured at fair value. Gains and losses for these financial assets are recorded in profit or loss. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, these are classified as non-current.

The Group's financial assets at FVPL are classified under this category.

## (b) Recognition and measurement

### (i) Initial recognition and measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

### (ii) Subsequent measurement

- Financial assets at amortized cost

Financial assets at amortized cost are subsequently carried at amortized cost using the effective interest method, less provision for impairment.

- Financial assets at FVPL

Gains or losses arising from changes in the fair value of financial assets at fair value through profit or loss, including interest income, are presented in profit or loss within fair value gain (loss) on financial assets at FVPL in the period in which these arise. Dividend income from financial assets at FVPL is recognized in profit or loss as a separate line item when the Group's right to receive payment is established.

## (c) Impairment

The Group applies the PFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all receivables that are financial assets. The Group applies the PFRS 9 general approach to measuring expected credit losses which uses a 12-month loss allowance for cash and other receivables that are financial assets.

To measure the expected credit losses, notes and other receivables that are financial assets have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of customers over a period of 36 months before year-end reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized in profit or loss. Subsequent recoveries of amounts previously written-off are credited against operating expenses in profit or loss.

## (d) Derecognition

Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

## *Financial liabilities*

### (a) Classification

The Group classifies its financial liabilities in the following categories: financial liabilities at fair value through profit or loss (including financial liabilities held for trading and those that designated at fair value); and financial liabilities at amortized cost.

#### (i) Amortized cost

Liabilities that are held for payment of contractual cash flows where those cash outflows represent solely payments of principal and interest are measured at amortized cost. Interest expense from these financial liabilities is included in finance expense using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains (losses) together with foreign exchange gains and losses.

The Group only has financial liabilities measured at amortized cost which include accounts payable and other current liabilities (excluding payable to government agencies and deferred rental income), borrowings, advances from related parties and advances from prospective shareholders.

(b) Recognition and measurement

Financial liabilities at amortized cost are measured at amortized cost using the effective interest method.

(c) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired.

**Real estate inventories**

Real estate properties are classified as real estate inventory when they are acquired or developed for sale in the ordinary course of business. For projects that are still under development and without a License to Sell as of the reporting date, the related costs are accumulated as real estate held for sale.

Real estate inventory is measured at cost or net realizable value (NRV), whichever is lower. NRV represents the estimated selling price in the ordinary course of business less estimated costs of completion and costs to sell, when sale becomes probable.

The cost of real estate inventory includes land cost, development and construction costs, directly attributable expenses such as land development, documentation, and borrowing costs. Properties previously classified as investment properties are transferred to real estate inventory upon a change in use, measured at their carrying amount at the date of transfer.

Costs are recognized in profit or loss as cost of sales upon disposal of the related real estate units.

**Property and equipment**

Property and equipment are stated at historical cost less accumulated depreciation, amortization and impairment, if any. Historical cost includes expenditures that are directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the period in which these are incurred.

Depreciation or amortization is calculated using the straight-line method over the estimated useful lives of the related assets as follows:

Office condominium	25 years
Building improvements	10 years
Office equipment	5 years
Communication and other equipment	5 years
Transportation equipment	5 years
Furniture and fixtures	3 to 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal at which time the cost, appraisal increase and their related accumulated depreciation are removed from the accounts. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount of the asset and are included in profit or loss.

## **21.5 Investment properties**

Investment properties are defined as property held by the owner or by the lessee under a finance lease to earn rentals or for capital appreciation or both, rather than for: (a) use in the production of supply of goods or services or for administrative purposes; or (b) sale in the common course of business.

Investment properties, principally comprising of land and a commercial unit, are held for long-term rental yields and are not occupied by the Group. Investment properties are representing open market value determined annually by external valuers. Changes in fair values are recorded in profit or loss.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to profit or loss during the period in which these are incurred.

Removal of an item within investment properties is triggered by a change in use, by sale or disposal. If investment properties become owner-occupied, they are reclassified as property and equipment, and the fair value at the date of reclassification becomes the cost for accounting purposes. Gain or loss arising on disposal is calculated as the difference between any disposal proceeds and the carrying amount of the related asset. This is recognized in profit or loss.

Properties that are being constructed or developed for future capital appreciation are classified as investment properties.

Impairment of investment properties is presented in Note 21.9.

## **21.6 Fair value measurement**

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 fair value of a non-financial asset is measured based on its highest and best use. The asset's current use is presumed to be its highest and best use.

The fair value of financial and non-financial liabilities takes into account non-performance risk, which is the risk that the entity will not fulfill an obligation.

The Group classifies its fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The appropriate level is determined on the basis of the lowest level input that is significant to the fair value measurement.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

The fair value of assets and liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the asset or liability is included in Level 2. If one or more of the significant inputs is not based on observable market data, the asset or liability is included in Level 3.

The Group uses valuation techniques that are appropriate in the circumstances and applies the technique consistently. Commonly used valuation techniques for non-financial assets follow:

- Market approach - A valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.
- Income approach - Valuation techniques that convert future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.
- Cost approach - A valuation technique that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting date, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

The Group's financial assets at FVPL are classified under Level 1 category. Investment properties are classified under Level 2 category.

## **21.7 Impairment of non-financial assets**

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. Assets that have a definite useful life are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

## **21.8 Borrowing costs**

Borrowing costs that are directly attributable to the acquisition, construction, or development of a qualifying asset are capitalized as part of the cost of that asset in accordance with IAS 23 Borrowing Costs. Other borrowing costs are recognized as an expense in the period in which they are incurred.

## 21.9 Income taxes

The income tax expense for the period comprises current and deferred income tax. Tax is recognized in profit or loss, except to the extent that that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax losses (net operating loss carryover or NOLCO) and unused tax credits (excess minimum corporate income tax or MCIT) to the extent that it is probable that future taxable profit will be available against which the temporary differences, unused tax losses and unused tax credits can be utilized. The Group reassesses at each reporting date the need to recognize a previously unrecognized deferred income tax asset.

Deferred income tax assets are recognized on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized.

Deferred income tax liabilities are recognized in full for all taxable temporary differences, except to the extent that the deferred income tax liability arises from the initial recognition of goodwill. Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally, the Group is unable to control the reversal of the temporary difference for associate. Only where there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference not recognized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority where there is an intention to settle the balances on a net basis.

Deferred income tax assets and liabilities are derecognized when related bases are realized or when it is no longer realizable.

## 21.10 Employee benefits

### *(a) Retirement benefit obligation*

The Group has not yet formalized its employee retirement plan but it plans to provide retirement benefits. The retirement benefits under RA 7641 are considered as defined benefit plan. Defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The retirement obligation is equivalent to half-month compensation and calculated proportionately to the length of service of an employee.

*(b) Other short-term benefits*

The Group recognizes a liability and an expense for short-term employee benefits which include salaries, social security contributions, paid sick and vacation leaves. The Group recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Liabilities for short-term employee benefits are derecognized when the obligation is settled, cancelled or has expired.

### **21.11 Provisions**

Provisions are recognized when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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 derecognized when the obligation is settled, cancelled or has expired.

### **21.12 Earnings (loss) per share**

Basic earnings (loss) per share is calculated by dividing net income attributable to the Parent Company by the weighted average number of common shares in issue during the year.

Diluted earnings (loss) per share is computed in the same manner as basic earnings per share, however, profit attributable to common shareholders and the weighted average number of shares outstanding are adjusted for the effects of all dilutive potential common shares.

### **21.13 Income and expense recognition**

*(a) Management and service fee income*

Management and service fee income are recognized when services are rendered, and amounts are mutually agreed by the contracting parties.

*(b) Rental income*

Rental income from operating leases (the Group is the lessor) is recognized as income on a straight-line basis over the lease term in accordance with PFRS 16. When the Group provides incentives to its lessees, the cost of incentives are recognized over the lease term, on a straight-line basis, as a reduction of rental income.

*(c) Interest income and expense*

Interest income and expense are recognized in profit or loss for all interest-bearing financial instruments using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument but does not consider future credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognized using the rate of interest used to discount future cash flows for the purpose of measuring impairment loss.

*(d) Dividend income*

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

*(e) Other income*

Other income is recognized when earned.

*(a) Expenses*

Expenses are recognized when these are incurred.

#### **21.14 Foreign currency transactions and translation**

*(a) Functional and presentation currency*

Items included in the Group's consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Group's consolidated financial statements are presented in Philippine Peso, which is the Parent Company's functional and presentation currency.

*(b) Transactions and balances*

Foreign currency transactions are translated into Philippine Peso using the exchange rates prevailing at the dates of the transactions or valuation where items are measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

**Mabuhay Holdings Corporation**  
35th Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES**  
As at December 31, 2025

- A Financial Assets
- B Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
- C Amounts Receivable from Related Parties which are Eliminated during Consolidation of Financial Statements
- D Long-Term Debt
- E Indebtedness to Related Parties
- F Guarantee of Securities of Other Issuers
- G Capital Stock

**Other Supporting Schedules**

- Reconciliation of Parent Company's Retained Earnings Available for Dividend Declaration
- Financial Soundness Indicators
- Supplementary Schedule of External Auditor Fee-Related Information
- Map of Relationships of the Companies within the Group

**Mabuhay Holdings Corporation**  
35th Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

Schedule A  
Financial Assets  
As at December 31, 2025  
(All amount in Philippine Peso)

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the statements of financial position	Income received and accrued
<b>Financial assets at fair value through profit or loss</b>			
AYALA CORPORATION	5,000	2,340,000	42,569
PHILIPPINE INFRADEV HOLDINGS, INC.	170,747,589	53,785,491	-
PHIL. REALTY A	2,023,428	222,577	-
SWIFT FOOD INC.CONV. PREF.	1,759	82	-
PLDT - Preferred	1,050	1,320,900	-
Total financial assets at fair value through profit or loss	172,778,826	57,669,050	42,569
Cash	-	17,591,017	17,675
Receivables	-	77,841,003	-
Total financial assets	-	95,432,020	17,675

**Mabuhay Holdings Corporation**  
35th Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

Schedule B  
Amounts Receivable from Directors, Officers, Employees,  
Related Parties and Principal Stockholders (Other than Related Parties)  
As at December 31, 2025

Name and designation of debtor	Balance at beginning of year	Additions	Amounts collected, liquidated or reclassified	Amounts written off	Total	Current	Non- current	Balance at end of year
Greenroof Corp.	39,516,326	1,200,000	(619,464)	-	40,096,862	40,096,862	-	40,096,862
Philippine Plaza Holdings Inc.-rental	429,712	-	(429,712)	-	-	-	-	-
Sta Mesa Heights	574,872	-	(224,872)	-	350,000	350,000	-	350,000
	40,520,910	1,200,000	(1,274,048)	-	40,446,862	40,446,862	-	40,446,862

**Mabuhay Holdings Corporation**  
35th Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

Schedule C  
Amounts Receivable from Related Parties which are Eliminated  
During the Consolidation of Financial Statements  
As at December 31, 2025

Receivables of the Parent Company from its subsidiaries are as follows:

Name and designation of debtor	Balance at beginning of year	Additions	Amounts collected, liquidated or reclassified	Amounts written off	Total	Current	Non-current	Balance at end of year
Advances to Subsidiaries Mindanao Appreciation Corp.	29,080,634	17,750	-	-	29,098,384	29,098,384	-	29,098,384
Tagaytay Properties and Holdings Corp.	1,402,851	-	-	-	1,402,851	1,402,851	-	1,402,851
Other Parties	5,097	-	-	-	5,097	5,097	-	5,097
<b>Total</b>	<b>30,488,582</b>	<b>17,750</b>	<b>-</b>	<b>-</b>	<b>30,506,332</b>	<b>30,506,332</b>	<b>-</b>	<b>30,506,332</b>

**Mabuhay Holdings Corporation**  
35th Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

Schedule D  
Long Term Debt  
As at December 31, 2025

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of borrowing" in related balance sheet	Amount shown under caption "borrowing" in related balance sheet
Promissory Notes	35,000,000	-	34,497,342

**Mabuhay Holdings Corporation**  
35th Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

Schedule E  
Indebtedness to Related Parties  
As at December 31, 2025

Name of related party	Balance at beginning of period	Movement	Balance at end of period
Intrinsic Value Management (IVM)	22,622,920	17,747,085	40,370,005
	22,622,920	17,747,085	40,370,005

**Mabuhay Holdings Corporation**  
35th Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

Schedule F  
Guarantees of Securities of Other Issuers  
As at December 31, 2025

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of guarantee
<b>NOT APPLICABLE</b>				

**Mabuhay Holdings Corporation**  
 35th Floor, Rufino Pacific Tower  
 6784 Ayala Avenue  
 Makati City

Schedule G  
 Capital Stock  
 As at December 31, 2025

The details of authorized and paid-up capital stock are as follows:

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by affiliates	Directors, officers and employees	Others
Common	4,000,000,000	1,200,000,000	NA	58,274,000	1,592	1,141,724,408

**Mabuhay Holdings Corporation**  
35th Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

Reconciliation of Parent Company's Retained Earnings Available for Dividend Declaration  
As at December 31, 2025

Unappropriated Retained Earnings, beginning of the year/period		(1,066,614,260)
Add: Category A: Items that are directly credited to Unappropriated retained earnings	-	
Reversal of Retained earnings appropriation/s	-	
Effect of restatements or prior-period adjustments	-	
Deferred tax liabilities, beginning	36,498,364	36,498,364
Less: Category B: Items that are directly debited to Unappropriated retained earnings	-	
Dividend declaration during the reporting period	-	
Retained earnings appropriated during the reporting period	-	
Cumulative unrealized fair value changes on investment properties	-	
Treasury shares	-	
<b>Unappropriated Retained Earnings, as adjusted</b>		<b>(1,030,115,896)</b>
Add/Less: Net loss for the current year/period		(16,077,979)
Less: Category C.1: Unrealized income recognized in the profit or loss during the year/period (net of tax)	-	
Equity in net income of associate/joint venture, net of dividends declared	-	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	-	
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Unrealized fair value gain of investment property	2,028,000	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	-	(2,028,000)
Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)	-	
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	-	
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Realized fair value gain of Investment property	-	
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	-	-
Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)	-	
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	-	
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Reversal of previously recorded fair value gain of investment property	-	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded	-	-
<b>Adjusted net income/loss</b>		<b>(18,105,979)</b>

*(Continued)*

Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)	-	
Depreciation on revaluation increment (after tax)	-	
Amortization of the effect of reporting relief	-	
Total amount of reporting relief granted during the year	-	
Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution	-	
Net movement of treasury shares (except for reacquisition of redeemable shares)	-	
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	398,937	
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and setup of service concession asset and concession payable	-	
Adjustment due to deviation from PFRS/GAAP - gain (loss)	-	
Cumulative unrealized fair value gain on FVTPL in prior years	-	
Cumulative fair value gain in prior years	-	398,937
Total Retained Earnings, end of the year/period available for dividend declaration		(1,047,822,938)

**Mabuhay Holdings Corporation**  
35th Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

Financial Soundness Indicators  
As at December 31, 2025  
(With comparatives as at December 31, 2024 and 2023)

Financial ratio	Calculation	2025	2024	2023
<b>Liquidity/current ratio</b>	<b>Total current assets divided by total current liabilities</b>			
	Total current assets	213,376,184	0.75	0.82
	Divided by: Total current liabilities	283,708,895		0.90
	Liquidity/current ratio	0.75		
<b>Acid test ratio</b>	<b>Quick assets (total current assets less prepayments and other current assets) divided by total current liabilities</b>			
	Total current assets	213,376,184	0.68	0.79
	Less: Prepayments and other current assets	19,302,110		0.89
	Total	194,074,074		
	Divided by: Total current liabilities	283,708,895		
	Acid test ratio	0.68		
<b>Solvency ratio</b>	<b>Net income after tax plus non-cash expenses divided by total liabilities</b>			
	Net loss from operations	(8,055,907)	(0.02)	(0.11)
	Add: Depreciation and amortization	485,191		(0.17)
	Total	(7,570,716)		
	Divided by: Total liabilities	443,885,394		
	Solvency ratio	(0.02)		
<b>Debt-to-equity ratio</b>	<b>Total liabilities divided by total equity</b>			
	Total liabilities	443,885,394	1.05	0.90
	Divided by: Total equity	421,412,939		0.86
	Debt-to-equity ratio	1.05		
<b>Asset-to-equity ratio</b>	<b>Total assets divided by total equity</b>			
	Total assets	865,298,332	2.05	1.90
	Divided by: Total equity	421,412,939		1.86
	Asset-to-equity ratio	2.05		
<b>Return on equity</b>	<b>Net income after tax divided by total equity</b>			
	Net loss from operations	(8,055,907)	(0.02)	(0.10)
	Divided by: Average Total equity	421,412,939		(0.14)
	Return on equity	(0.02)		
<b>Return on assets</b>	<b>Net income after tax divided by assets at beginning</b>			
	Net loss from operations	(8,055,907)	(0.01)	(0.05)
	Divided by: Average Total assets	865,298,332		(0.08)
	Return on assets	(0.01)		
<b>Net profit margin</b>	<b>Net income after tax divided by total revenue and income</b>			
	Net loss from operations	(8,055,907)	(0.22)	(0.60)
	Divided by: Total revenue	36,600,143		(2.73)
	Net profit margin from continuing operations	(0.22)		
<b>Earnings per share</b>	<b>Net income divided by number of common stock outstanding</b>			
	Net loss from operations	(8,055,907)	(0.01)	(0.40)
	Divided by: Number of common stock outstanding	975,534,053		(0.06)
	Earnings per share from continuing operations	(0.01)		

**Mabuhay Holdings Corporation and Subsidiaries**

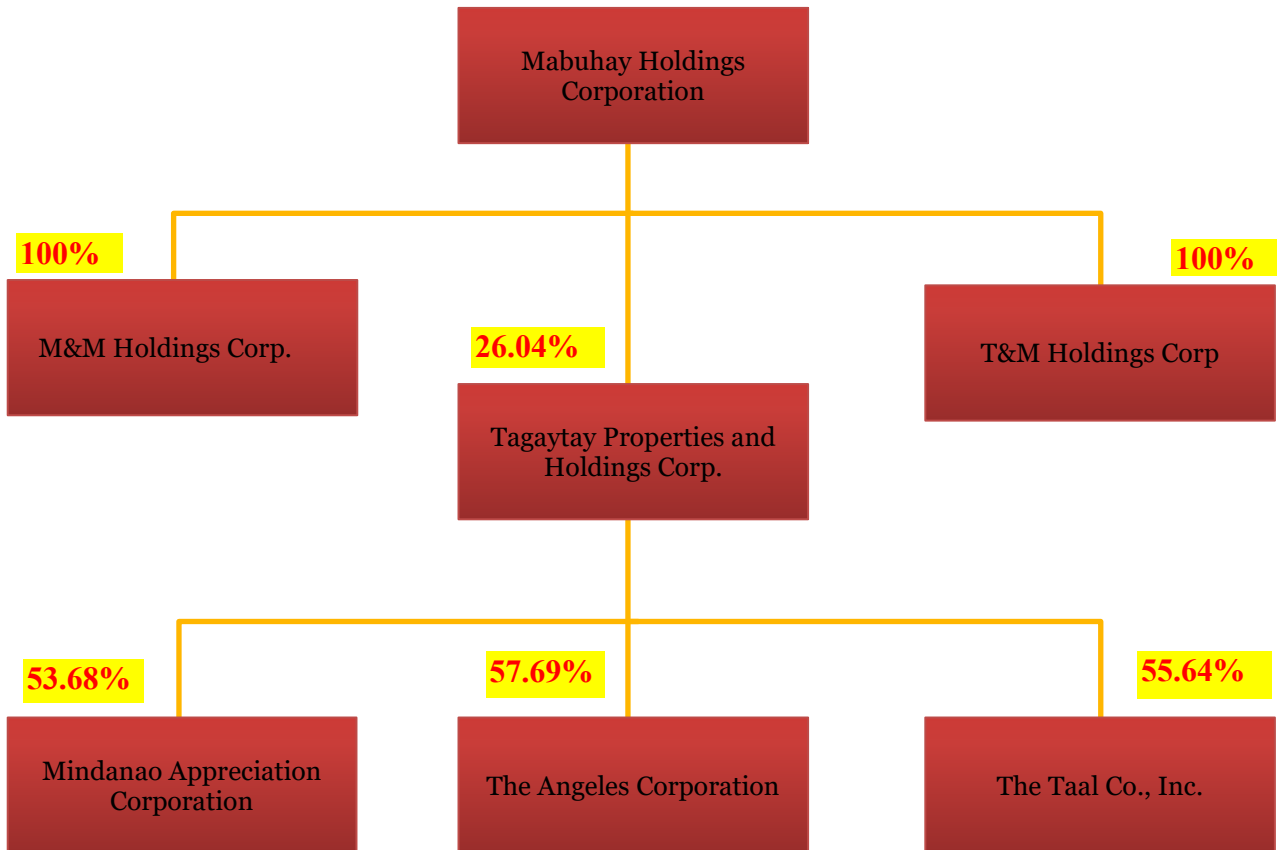
Additional Components of Financial Statements  
Supplementary Schedule of External Auditor Fee-Related Information  
As at December 31, 2025

**Audit and non-audit fees of Mabuhay Holdings Corporation and Subsidiaries**

	2025	2024
Audit fees:		
Parent	265,000	250,000
Subsidiaries	280,000	240,000
Total audit fees	545,000	490,000
Non-audit fees:		
Tax consultancy services	-	-
Tax retainer	-	-
Total non-audit fees	-	-
<b>Total audit and non-audit fees</b>	<b>545,000</b>	<b>490,000</b>

**Mabuhay Holdings Corporation and Subsidiaries**

Additional Components of Financial Statements  
Map of Relationships of the Companies within the Group  
As at December 31, 2025





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


The management of **MABUHAY HOLDINGS CORPORATION** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2025 and 2024, 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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 for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders or members.

ISLA LIPANA & CO., the independent auditor, appointed by the stockholders, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

  
**ROBERTO V. SAN JOSE**  
Chairman of the Board

  
**ESTEBAN G. PEÑA SY**  
President

  
**GLORIA GEORGIA G. GARCIA**  
Treasurer & Chief Financial Officer

Signed this \_\_\_\_\_ day of April 2026

REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY )

**SUBSCRIBED AND SWORN TO** before me, a Notary Public, for and in Makati City, this APR 16 2026  
affiants exhibiting to me their Community Tax Certificates/Passports, as follows:

<b>Affiant</b>	<b>CTC No./ Passport No.</b>	<b>Date of Issue</b>	<b>Place of Issue</b>
Roberto V. San Jose	P1329913A	Dec. 20, 2016	DFANCR South
Esteban G. Peña Sy	P8276657A	August 09, 2018	DFA NCR Central
Gloria Georgia G. Garcia	P8316836A	August 11, 2018	DFANCR NorthEast

Doc. No. 134  
Page No. 28  
Book No. 13  
Series of 2027

**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2026  
IBP No. 05729-Lifetime Member  
MCLE Compliance No. V/II-0040999  
valid until April 14, 2028  
Appointment No. M-007 (2025-2026)  
PTR No. 10765528 Jan. 3, 2025/ Makati  
Makati City Roli No. 40091  
101 Urban Ave. Campos Rueda Bldg.  
Brgy. Pio Del Pilar, Makati City



Isla Lipana & Co.

# Mabuhay Holdings Corporation

**Separate Financial Statements**

**As at and for the years ended December 31, 2025 and 2024**





## Independent Auditor's Report

To the Board of Directors and Shareholders of  
**Mabuhay Holdings Corporation**  
35<sup>th</sup> Floor, Rufino Pacific Tower  
6784 Ayala Avenue  
Makati City

### Report on the Audits of the Separate Financial Statements

#### Our Opinion

In our opinion, the accompanying separate financial statements present fairly, in all material respects, the separate financial position of Mabuhay Holdings Corporation (the "Company") as at December 31, 2025 and 2024, and its separate financial performance and cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

#### What we have audited

The separate financial statements of the Company comprise:

- the separate statements of financial position as at December 31, 2025 and 2024;
- the separate statements of comprehensive income for the years ended December 31, 2025 and 2024;
- the separate statements of changes in equity for the years ended December 31, 2025 and 2024;
- the separate statements of cash flows for the years ended December 31, 2025 and 2024; and
- the notes to the separate financial statements, comprising material accounting policies and other explanatory information.

Isla Lipana & Co., 29th Floor, AIA Tower, 8767 Paseo de Roxas,  
1226 Makati City, Philippines  
+63 (2) 8845 2728

### **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 Auditor's Responsibilities for the Audits of the separate financial statements section of our report.

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

### **Independence**

We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), as applicable to audits of separate financial statements of public interest entities, together with the ethical requirements that are relevant to our audit of the separate financial statements of public interest entities in the Philippines. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

### **Material Uncertainty Related to Going Concern**

The Company incurred a net loss of P16,077,979 in 2025 (2024 - P31,633,511), resulting in a cumulative deficit and a capital deficiency of P1,082,692,239 and P107,158,186, respectively, as at December 31, 2025 (2024 - P1,066,614,260 and P91,080,207). As at December 31, 2025, the Company also had net current liabilities amounting to P335,209,049 (2024 - P307,840,590). These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Management's plans to address this matter are disclosed in Note 1. Moreover, the Company's related parties are committed to provide sufficient financial support to maintain the Company as a going concern and to enable it to meet its obligations as these fall due. We have performed audit procedures to evaluate the feasibility of management's plans under the circumstances. We have also performed audit procedures to verify the financial capacity of the related parties to make good of its financial commitment to the Company. Our opinion is not modified in respect of 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 Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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.

## **Auditor's 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 auditor's 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 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 auditor's 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 auditor's 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 audit.

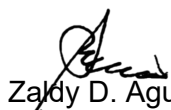
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, action taken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

### **Report in the Bureau of Internal Revenue Requirement**

Our audits were conducted for the purpose of forming an opinion on the basic separate financial statements taken as a whole. The supplementary information in Note 22 to the separate financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic separate financial statements. Such supplementary information is the responsibility of management and has been subjected to the auditing procedures applied in our audits of the basic separate financial statements. In our opinion, the supplementary information is fairly stated in all material respects in relation to the basic separate financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditor's report is Zaldy D. Aguirre.

### **Isla Lipana & Co.**



Zaldy D. Aguirre  
Partner

CPA Cert. No. 0105660

P.T.R. No. 0024447; issued on January 8, 2026, Makati City

SEC A.N. (individual) as general auditors 105660 -SEC, Category A;

valid to audit 2020 to 2025 financial statements

SEC A.N. (firm) as general auditors 0142-SEC, Category A;

valid to audit 2020 to 2025 financial statements

T.I.N. 221-755-698

BIR A.N. 08-000745-077-2023; issued on December 22, 2023; effective until December 21, 2026

BOA/PRC Reg. No. 0142/P-003, effective until November 14, 2028

Makati City  
April 16, 2026

**Mabuhay Holdings Corporation**

Separate Statements of Financial Position  
As at December 31, 2025 and 2024  
(All amounts in Philippine Peso)

	Notes	2025	2024
<b>Assets</b>			
<b>Current assets</b>			
Cash	2	2,235,081	12,089,993
Financial assets at fair value through profit or loss	3	22,299,707	22,678,871
Due from related parties	15	30,539,151	30,488,583
Other current assets	4	7,058,212	5,266,143
<b>Total current assets</b>		<b>62,132,151</b>	<b>70,523,590</b>
<b>Non-current assets</b>			
Investments in and advances to subsidiaries, net	5	102,252,857	92,252,857
Investment property	6	166,284,000	164,256,000
Property and equipment, net	7	376,818	478,192
<b>Total non-current assets</b>		<b>268,913,675</b>	<b>256,987,049</b>
<b>Total assets</b>		<b>331,045,826</b>	<b>327,510,639</b>
<b>Liabilities and Equity</b>			
<b>Current liabilities</b>			
Accounts payable and other current liabilities	8	13,586,865	12,710,636
Borrowings	9, 15	12,393,900	12,393,900
Advances from related parties	15	176,665,161	158,564,370
Advances from prospective shareholders	10	194,695,274	194,695,274
<b>Total current liabilities</b>		<b>397,341,200</b>	<b>378,364,180</b>
<b>Non-current liabilities</b>			
Retirement benefits obligation	18	3,965,511	3,728,302
Deferred income tax liabilities, net	13	36,897,301	36,498,364
<b>Total non-current liabilities</b>		<b>40,862,812</b>	<b>40,226,666</b>
<b>Total liabilities</b>		<b>438,204,012</b>	<b>418,590,846</b>
<b>Equity</b>			
Share capital	11	975,534,053	975,534,053
Deficit		(1,082,692,239)	(1,066,614,260)
<b>Total capital deficiency</b>		<b>(107,158,186)</b>	<b>(91,080,207)</b>
<b>Total liabilities and equity</b>		<b>331,045,826</b>	<b>327,510,639</b>

(The notes are an integral part of these separate financial statements.)

**Mabuhay Holdings Corporation**

Separate Statements of Comprehensive Income  
For the years ended December 31, 2025 and 2024  
(All amounts in Philippine Peso)

	<b>Notes</b>	<b>2025</b>	<b>2024</b>
<b>Income</b>			
Rental income	6,16	5,113,053	5,504,231
Gain on fair value change in investment property	6	2,028,000	676,000
Foreign exchange gain, net	19	59,617	125,041
Interest income	2	3,017	3,422
Dividend income	3	-	186,882
Gain on sale of financial assets at financial asset through profit or loss	3	-	76,156
		7,203,687	6,571,732
<b>Expenses</b>			
Salaries and employee benefits	17, 18	8,843,471	8,515,554
Meeting expenses		6,695,076	7,405,068
Transportation and travel		2,327,658	2,164,650
Professional fees		975,161	1,093,416
Unrealized loss on fair value changes of financial assets at fair value through profit or loss	3	379,164	13,754,779
Depreciation	7	167,883	134,883
Others	12	3,389,180	2,252,803
		22,777,593	35,321,153
<b>Loss before income tax</b>		(15,573,906)	(28,749,421)
Income tax expense	13	504,073	2,884,090
<b>Net loss for the year</b>		(16,077,979)	(31,633,511)
Other comprehensive income for the year		-	-
<b>Total comprehensive loss for the year</b>		(16,077,979)	(31,633,511)
<b>Basic and diluted loss per share</b>	14	(0.02)	(0.03)

(The notes are an integral part of these separate financial statements.)

**Mabuhay Holdings Corporation**

Separate Statements of Changes in Equity  
For the years ended December 31, 2025 and 2024  
(All amounts in Philippine Peso)

	<b>Share capital</b>	<b>Deficit</b>	<b>Total</b>
	<b>(Note 11)</b>		
<b>Balances as at January 1, 2024</b>	975,534,053	(1,034,980,749)	(59,446,696)
Comprehensive loss			
Net loss for the year		(31,633,511)	(31,633,511)
Other comprehensive income for the year		-	-
Total comprehensive loss for the year	-	(31,633,511)	(31,633,511)
<b>Balances as at December 31, 2024</b>	975,534,053	(1,066,614,260)	(91,080,207)
Comprehensive loss			
Net loss for the year		(16,077,979)	(16,077,979)
Other comprehensive income for the year		-	-
Total comprehensive loss for the year	-	(16,077,979)	(16,077,979)
<b>Balances as at December 31, 2025</b>	975,534,053	(1,082,692,239)	(107,158,186)

(The notes are an integral part of these separate financial statements.)

**Mabuhay Holdings Corporation**

Separate Statements of Cash Flows  
For the years ended December 31, 2025 and 2024  
(All amounts in Philippine Peso)

	<b>Notes</b>	<b>2025</b>	<b>2024</b>
<b>Cash flows from operating activities</b>			
Loss before income tax		(15,573,906)	(28,749,421)
Adjustments for:			
Unrealized loss on fair value changes of financial assets at fair value through profit or loss	3	379,164	13,754,780
Retirement expense	18	237,209	452,258
Depreciation	7	167,883	134,883
Gain on fair value change in investment property	6	(2,028,000)	(676,000)
Unrealized foreign exchange gains	19.1	(59,617)	(125,041)
Interest income	2	(3,017)	(3,422)
Dividend income	3	-	(186,882)
Operating loss before working capital changes		(16,880,284)	(15,398,845)
Increase in:			
Other current assets		(1,897,205)	(549,602)
Advances from related parties		8,050,223	12,470,479
Accounts payable and other current liabilities		876,229	789,509
Cash absorbed by operations		(9,851,037)	(2,688,459)
Interest received		3,017	3,422
Dividend received		-	186,882
Net cash used in operating activities		(9,848,020)	(2,498,155)
<b>Cash flows from investing activity</b>			
Acquisitions of property and equipment	7	(66,509)	(282,422)
<b>Cash flows from financing activity</b>			
Collection of principal amount of notes receivable		-	9,206,345
<b>Net (decrease) increase in cash for the year</b>		(9,914,529)	6,425,768
Cash as at January 1		12,089,993	5,539,184
Effect of exchange rates on cash		59,617	125,041
<b>Cash as at December 31</b>		2,235,081	12,089,993

(The notes are an integral part of these separate financial statements.)

## **Mabuhay Holdings Corporation**

### Notes to the Separate Financial Statements

As at and for the years ended December 31, 2025 and 2024

(In the Notes, all amounts are shown in Philippine Peso unless otherwise stated)

#### **1 General information; status of operations**

Mabuhay Holdings Corporation (the "Company") was incorporated in the Philippines on April 6, 1988 primarily to engage in the acquisition and disposal of investments in marketable securities, shares of stock and real estate properties. The Company is 29.83% owned by Zenith Element Limited, a company incorporated and registered under the laws of the British Virgin Islands on April 17, 2018 as an investment holding company. The remaining 70.17% is owned by various individuals and corporations.

The Company's common shares were listed in the Philippines Stock Exchange (PSE) in 1990. Other than its share listing in 1990, there were no other share offerings subsequent thereto. Accordingly, the Company is considered a public company under Rule 3.1 of the Implementing Rules and Regulations of the Securities Regulation Code.

##### *Status of operations*

The Company incurred a net loss of P16,077,979 in 2025 (2024 - P31,633,511), resulting in a cumulative deficit and a capital deficiency of P1,082,692,239 and P107,158,186, respectively, as at December 31, 2025 (2024 - P1,066,614,260 and P91,080,207). As at December 31, 2025, the Company also had net current liabilities amounting to P335,209,049 (2024 - P307,840,590). These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Management has determined that the use of the going concern basis of accounting remains appropriate, supported by the related parties' commitments to provide the financial assistance necessary for the Company to meet its obligations as they fall due. In addition, related parties have acknowledged their outstanding loan to the Company and have expressed readiness to negotiate and, if necessary, is also willing to consider extending the maturity of the existing loan to ease the Company's short-term cash flow requirements and provide the Company with sufficient financial flexibility as it implements its operational plans.

The Company also continues to generate cash flows from its leasing operations, which, together with financial support from related parties, are expected to provide sufficient liquidity to meet its current working capital requirements for the next twelve months.

Management is still looking at developing affordable housing units to satisfy the housing requirements of the lower income market segment since these projects are not only expected to generate profits but will also help fulfill the Company's social responsibility goals. As at December 31, 2025, the Company's wholly-owned subsidiary, T&M Land, Inc. (TMLI) has started land development of the affordable housing project located in Lipa City, Batangas with a gross project area of 36,679 square meters. As at reporting date, house construction work has also started.

Management believes that the commitments from the related parties, together with the cash flows from the leasing operations of the Company, will enable the Company to meet its obligations as they fall due. Accordingly, the accompanying separate financial statements have been prepared on a going concern basis.

The separate financial statements have been approved and authorized for issue by the Board of Directors (BOD) on April 13, 2026. There were no material events that occurred from April 13, 2026 up to April 16, 2026.

## 2 Cash

The account as at December 31 consist of:

	2025	2024
Cash on hand	15,000	15,000
Cash in banks	2,220,081	12,074,993
	2,235,081	12,089,993

Cash in banks earn interest at the prevailing bank deposit rate. Interest income from cash in banks in 2025 amounted to P3,017 (2024 - P3,422).

## 3 Financial assets at fair value through profit or loss (FVPL)

The account consists of equity shares listed in Philippine Stock Exchange with fair value based on current bid prices in an active market (Level 1 valuation). Changes in fair values are recognized as "Unrealized loss on financial assets at fair value through profit or loss" on the separate statement of total comprehensive income.

Movements in the account for the years ended December 31 follow:

	2025	2024
January 1	22,678,871	45,639,997
Loss on revaluation	(379,164)	(13,754,779)
Disposal	-	(9,206,347)
December 31	22,299,707	22,678,871

In 2024, the Company disposed shares resulting in a gain of P76,156, presented as a separate line in the separate statement of comprehensive income.

Dividends earned in 2025 amounted to nil (2024 - P186,882).

## 4 Other current assets

The account as at December 31 consist of:

	2025	2024
Advances:		
Employees	3,442,583	2,136,646
Others	13,050	-
Prepayments	2,790,237	2,313,989
Other receivables	1,037,214	815,508
	7,283,084	5,266,143
Less: Allowance for impairment of other receivables	4	224,872
	7,058,212	5,266,143

Prepayments mainly comprise of prepaid taxes and prepaid insurance.

Other receivables pertain to communication, utilities, repairs and maintenance billed to its tenants.

## 5 Investments in and advances to subsidiaries, net

The account as at December 31 consist of:

	Percentage (%) of Ownership	Amount	
		2025	2024
Acquisition costs			
M&M Holdings Corporation (MMHC)	100	80,630,518	80,630,518
Tagaytay Properties and Holdings Corporation (TPHC)	26.04	41,390,450	41,390,450
The Taal Company, Inc. (TTCI)	44.46	23,200,000	23,200,000
Mindanao Appreciation Corporation (MAC)	42.49	20,000,000	20,000,000
T&M Land Inc. (TMLI) (Formerly T&M Holdings, Inc.)	100	10,100,000	100,000
The Angeles Corporation (TAC)	53.48	1,000,000	1,000,000
		176,320,968	166,320,968
Advances to TMHI		417,397,503	417,397,503
		593,718,471	583,718,471
Allowance for impairment losses		(491,465,614)	(491,465,614)
		102,252,857	92,252,857

All subsidiaries are domestic companies registered and doing business in the Philippines and are principally engaged in the business of acquiring and disposing of interests in real and personal properties of any kind or description, marketable securities and shares of stock.

The subsidiaries' registered office and principal place of business is at 35<sup>th</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City.

On August 11, 2025, SEC approved the change in the corporate name of T&M Holdings Inc. to T&M Land, Inc. (TMLI). On the same date, SEC also approved the following amendments to the articles of incorporation and by-laws of TMLI:

- i. Change in the primary purpose of the TMLI from a holding company to a real estate development company;
- ii. Increase in capitalization to P40,000,000 divided into 40,000,000 shares.

In 2025, the Company made an additional capital contribution to TMLI amounting to P10,000,000.

The Company takes effective and absolute control over key decisions, operating strategies, and key policies of TPHC, TTCI, MAC and TAC. In accordance with the provisions of PAS 27, *Consolidated and Separate Financial Statements*, the investments in subsidiaries are accounted for using the cost method.

The details of allowance for impairment losses as at December 31 follow:

	2025	2024
Advances to TMLI	417,397,503	417,397,503
Investments in subsidiaries		
TPHC	25,267,900	25,267,900
MAC	20,000,000	20,000,000
MMHC	15,606,108	15,606,108
TTCI	12,094,103	12,094,103
TAC	1,000,000	1,000,000
TMLI	100,000	100,000
	491,465,614	491,465,614

The summarized financial information of subsidiaries with significant non-controlling interest as at and for the year ended December 31 follows:

2025

	TPHC	MAC	TTCI	TAC
	(In thousands of Pesos)			
Total current assets	8,987	27,207	32,553	1,706
Total non-current assets	478,867	-	10,034	-
Total assets	487,854	27,207	42,587	1,706
Total current liabilities	33,686	32,436	14,950	10,737
Total non-current liabilities	116,615	-	1,973	-
Total liabilities	150,301	32,436	16,923	10,737
Net assets (liabilities)	337,553	(5,229)	25,664	(9,031)
Non-controlling interest share in net assets (liabilities)	245,366	(3,724)	18,297	(4,790)
Income	28,087	0	135	2
Expenses	(10,307)	(2,739)	(2,406)	(63)
Loss before income tax	17,780	(2,739)	(2,271)	(61)
Income tax expense (benefit)	(7,033)	-	33	-
Net income (loss) for the year	10,747	(2,739)	(2,238)	(61)
Other comprehensive income	-	-	-	-
Total comprehensive income (loss) for the year	10,747	(2,739)	(2,238)	(61)
Non-controlling interest share in total comprehensive income (loss) for the year	7,949	(1,609)	(1,274)	(28)
Cash flows used in:				
Operating activities	(733)	(7)	(1,108)	(409)
Investing activities	-	-	-	-

2024

	TPHC	MAC	TTCI	TAC
	(In thousands of Pesos)			
Total current assets	10,350	29,889	24,929	1,815
Total non-current assets	458,192	-	9,900	-
Total assets	468,542	29,889	34,829	1,815
Total current liabilities	32,154	32,378	4,921	10,786
Total non-current liabilities	109,583	-	1,939	-
Total liabilities	141,737	32,378	6,860	10,786
Net assets (liabilities)	326,805	(2,489)	27,969	(8,971)
Non-controlling interest share in net assets (liabilities)	241,705	(1,432)	15,534	(4,173)
Income	9,945	2,840	1,068	2
Expenses	(1,952)	(65)	(148)	(58)
Income (loss) before income tax	7,993	2,775	920	(56)
Income tax benefit	(15,515)	-	(211)	-
Net income (loss) for the year	(7,522)	2,775	709	(56)
Other comprehensive income	-	-	-	-
Total comprehensive income (loss) for the year	(7,522)	2,775	709	(56)
Non-controlling interest share in total comprehensive income (loss) for the year	(5,564)	1,596	394	(26)
Cash flows (used in) provide by:				
Operating activities	(3,043)	(8)	(342)	(40)
Investing activities	-	-	-	-

## 6 Investment property

The Company's investment property pertains to a commercial unit held for lease. The commercial unit, which is located in Makati with a total floor area of 676 square meters, is being leased out to third parties (Note 16). Rental income from this property amounting to P5,113,053 in 2025 (2024 - P5,504,231) are presented as rental income in the separate statement of comprehensive income.

Direct expenses incurred for this investment property amounted to P1.99 million (2024 - P1.68 million) which are recorded in communication, light and water, repairs and maintenance, association dues, taxes and licenses, and insurance under other expenses (Note 12).

The movements in investment property as at December 31 are summarized below:

	2025	2024
January 1	164,256,000	163,580,000
Fair value gains	2,028,000	676,000
December 31	166,284,000	164,256,000

The fair value of an investment property is determined on the basis of appraisal made by an external appraiser duly certified by the management (Level 2 valuation). Valuation methods employed by the appraisers mainly include the market data approach.

Movements in cumulative fair value gain for the year ended December 31 follow:

	2025	2024
January 1	125,307,807	124,631,807
Gain on fair value change in investment property	2,028,000	676,000
December 31	127,335,807	125,307,807

## 7 Property and equipment, net

Details and movements of the account as at and for the years ended December 31 follow:

	Office condominium	Building improvements	Office equipment	Transportation equipment	Communication and other equipment	Furniture and fixtures	Total
<b>Cost</b>							
January 1, 2024	13,746,305	3,859,242	1,242,659	6,118,393	191,423	1,662,115	26,820,137
Additions	-	-	143,138	-	-	139,286	282,424
December 31, 2024	13,746,305	3,859,242	1,385,797	6,118,393	191,423	1,801,401	27,102,561
Additions	-	-	-	-	66,509	-	66,509
December 31, 2025	13,746,305	3,859,242	1,385,797	6,118,393	257,932	1,801,401	27,169,070
<b>Accumulated depreciation</b>							
January 1, 2024	13,746,305	3,859,242	945,297	6,085,103	191,423	1,662,116	26,489,486
Depreciation	-	-	109,081	22,185	-	3,617	134,883
December 31, 2024	13,746,305	3,859,242	1,054,378	6,107,288	191,423	1,665,733	26,624,369
Depreciation	-	-	137,270	11,105	6,651	12,857	167,883
December 31, 2025	13,746,305	3,859,242	1,191,648	6,118,393	198,074	1,678,590	26,792,252
<b>Net book values</b>							
December 31, 2024	-	-	331,419	11,105	-	135,668	478,192
December 31, 2025	-	-	194,149	-	59,858	122,811	376,818

As at December 31, 2025 and 2024, management assessed that there were no indicators present that would otherwise require an assessment and recognition of impairment for its property and equipment.

As at December 31, 2025 and 2024, the Company has fully depreciated property, plan and equipment that are still in use with a total cost of P2,524,491.

The office condominium title, together with the titles of the condominium units under investment properties, were pledged as collateral to a loan secured by T&M Land, Inc, the Company's wholly-owned subsidiary, from a local bank during the year (Note 6).

There are no property and equipment pledged as collateral as at 2024.

## 8 Accounts payable and other current liabilities

The account as at December 31 consist of:

	2025	2024
Accounts payable and accrued expenses	6,528,751	5,719,020
Subscriptions payable	3,136,500	3,136,500
Accrued interest on borrowings	9 2,879,506	2,879,506
Deferred rental income	904,499	904,499
Payable to government agencies	137,609	71,111
	<u>13,586,865</u>	<u>12,710,636</u>

Accounts payable and accrued expenses represent third party payables and accruals on operating expenses, including legal and other professional fees. These are payable on demand and are usually settled with the next period.

Subscriptions payable mainly represent unpaid subscriptions for investments in affiliates, TPHC and TCI.

Accrued interest represents interest charged in prior years on its loan from a related party (Note 9). Interest was discontinued starting 2014 upon mutual agreement of both parties.

## 9 Borrowings

Borrowings, which are unsecured, non-interest bearing and with no definite repayment date, pertain to a loan from a related party (Note 15).

## 10 Advances from prospective shareholders

The account represents funds received from prospective shareholders which are expected to be settled by way of issuance of shares.

## 11 Equity

The account as at December 31, 2025 and 2024 consists of:

	Amount
Common shares - P1 par value	
Authorized (4,000,000,000 shares)	4,000,000,000
Subscribed (1,200,000,000 shares)	1,200,000,000
Subscribed	1,200,000,000
Subscription receivable	(224,465,947)
Paid, issued and outstanding	<u>975,534,053</u>

As at December 31, 2025 and 2024, there are 187 shareholders each owning more than one hundred (100) shares.

## 12 Other expenses

The account for the year ended December 31 consist of:

	Note	2025	2024
Association dues		647,194	607,594
Communication, light and water		529,008	456,876
Office supplies		474,848	457,944
Repairs and maintenance		376,703	319,525
Taxes and licenses		390,197	152,137
Provision for impairment of receivables	4	224,872	-
Insurance		154,687	145,207
Postage		14,228	19,211
Magazines and periodicals		12,651	12,269
Miscellaneous		564,792	82,040
		3,389,180	2,252,803

Miscellaneous includes representation expenses, donations and contributions, transportation and travel and other expenses.

## 13 Income taxes

Details of income tax expense for the years ended December 31 relate to the following:

	2025	2024
Current	105,136	111,608
Deferred	398,937	2,772,482
	504,073	2,884,090

The reconciliations of income tax expense on pre-tax income computed at the statutory income tax rate to the effective income tax expense follow:

	2025	2024
Loss before income tax	(15,573,906)	(28,749,421)
Tax on pretax income at 25%	(3,893,477)	(7,187,355)
Adjustments:		
Unrecognized net operating loss carry-over (NOLCO)	2,453,739	8,225,902
Non-deductible expenses	1,839,429	1,781,512
Unrecognized minimum corporate income tax (MCIT)	105,136	111,608
Income subjected to final tax	(754)	(46,721)
Non-taxable income	-	(856)
	504,073	2,884,090

The net deferred income tax liabilities as at December 31 consist of:

	2025	2024
Deferred income tax liabilities		
Unrealized foreign exchange gain, net	14,904	31,260
Fair value gain on investment property	41,571,000	41,064,000
	41,585,904	41,095,260
Deferred income tax assets		
Allowance for expected credit loss	(56,217)	-
Retirement benefits obligation	(872,775)	(932,076)
Unrealized loss on revaluation of securities	(3,533,486)	(3,438,695)
Deferred rental income	(226,125)	(226,125)
	(4,688,603)	(4,596,896)
Net liabilities	36,897,301	36,498,364

Movements in net deferred income tax liabilities for the years ended December 31 follow:

	2025	2024
January 1	36,498,364	33,725,882
Charged to profit or loss	398,937	2,772,482
December 31	36,897,301	36,498,364

Deferred income tax assets are recognized to the extent that the realization of the related tax benefit through the future taxable profits is probable. Details of the assessment on the unrecognized deferred income tax assets relating to NOLCO and MCIT are disclosed in Note 20.2.

Details of unused NOLCO as at December 31, which could be carried over as deductible expense from taxable income for three (3) to five (5) consecutive years following the year of incurrence follow:

Year of incurrence	Year of expiration	2025	2024
2025	2028	9,814,954	-
2024	2027	32,903,608	32,903,608
2023	2026	9,592,129	9,592,129
2022	2027	49,002,361	49,002,361
2021	2026	10,094,183	10,094,183
Total NOLCO		111,407,235	101,592,281
Deferred income tax asset not recognized at 25%		27,851,809	25,398,070

In compliance with the Tax Reform Act of 1997, the Company is required to pay the MCIT or the normal income tax, whichever is higher. This can be carried forward as tax credits against regular corporate income tax payable for the succeeding three (3) taxable years.

The details of MCIT for the years ended December 31 follow:

Year of incurrence	Year of expiration	2025	2024
2025	2028	105,136	-
2024	2027	111,608	111,608
2023	2026	63,218	63,218
2022	2025	-	42,154
Unrecognized MCIT		279,962	216,980

## 14 Basic and diluted loss per share

The information used in the computation of basic and diluted loss per share for the years ended December 31 follows:

	2025	2024
Net loss	(16,077,979)	(31,633,511)
Average number of outstanding common shares	975,534,053	975,534,053
Loss per share - basic and diluted	(0.02)	(0.03)

Basic and diluted loss per share are the same due to the absence of dilutive potential common shares.

## 15 Related party transactions

Related companies in the financial statements refer to the Company's subsidiaries, entity under common control and key management personnel.

In the normal course of business, the Company transacts with related parties. The table below summarizes these transactions and outstanding balances as at and for the years ended December 31:

	Notes	2025		2024		Terms and conditions
		Transactions	Outstanding receivables (payables)	Transactions	Outstanding receivables (payables)	
Advances to Subsidiaries		50,568	30,539,151	(22,240)	30,488,583	Unsecured, non-interest bearing and collectible in cash on demand; Not impaired.
TMHI	5	-	417,397,503	-	417,397,503	Unsecured, non-interest bearing and are expected to be settled through issuance of equity shares.
Borrowings from Entity under common control (IVM)	9	-	(12,393,900)	-	(12,393,900)	Unsecured, non-interest bearing and collectible in cash on demand.
Advances from Subsidiaries		(18,100,791)	(176,665,161)	(12,448,238)	(158,564,370)	Unsecured, non-interest bearing and collectible in cash on demand.
Salaries and wages Key management personnel		3,190,000	-	3,180,000	-	

## 16 Leases

The Company occupied a portion of its investment property and converted it into an office space. The portion which is owner-occupied is properly classified as property and equipment (Note 7). The remaining portion is leased to third parties and included as investment properties.

The Company, as a lessor, entered into lease agreements with third parties to lease out two (2) units of office space for a period of three (3) years from September 15, 2024 until September 14, 2027, with monthly rate of P357,533 first year, P375,410 for the second year and P394,181 for the final year.

The lease was accounted as an operating lease.

Rental income earned amounted to P5,113,053 in 2025 (2024 – P5,504,231) (Note 6).

As at December 31, the future minimum cashflows are as follow:

	2025	2024
Within one (1) year	1,313,937	4,352,974
After one (1) year but not more than five (5) years	4,730,173	7,921,162
	6,044,110	12,274,136

## 17 Salaries and employee benefits

Details of salaries and employee benefits for the years ended December 31 follow:

	Note	2025	2024
Salaries and wages		5,359,387	5,051,028
Employee benefits	18	2,829,385	2,937,936
SSS, Philhealth and HDMF		383,824	326,590
Bonus and allowances		270,875	200,000
		8,843,471	8,515,554

## 18 Retirement benefits obligation

The Company has yet to adopt a formal retirement plan and only provided for the retirement obligation based on minimum required retirement benefit under Republic Act (RA) 7641. Under RA 7641, otherwise known as the Retirement Pay Law, an employee upon reaching the age of 60 years or more, but not beyond 65 years, who has served at least five (5) years in a private company, may retire and shall be entitled to retirement pay equivalent to at least 1/2 month salary for every year of service, a fraction of at least six (6) months being considered as one (1) whole year.

The retirement benefit obligation and retirement benefit expense as at and for the years ended December 31 follow:

	2025	2024
Retirement benefit obligation	3,965,511	3,728,302
Retirement expense	237,209	452,258

The movements in the unfunded retirement benefit obligation for the years ended December 31 follow:

	2025	2024
January 1	3,728,302	3,276,044
Current service cost	237,209	452,258
December 31	3,965,511	3,728,302

The retirement expense is included under employee benefits (Note 17) in profit or loss.

The principal assumptions made as at December 31 follow:

	2025	2024
Discount rate	5.96%	6.02%
Expected future salary increase	5.10%	5.20%

Discount rate assumption is based on the theoretical spot yield curve calculated from Bloomberg market yields by stripping the coupons from government bonds to create virtual zero-coupon bonds as of the valuation date, while considering the average years of remaining working life of the employees as the estimated term of the employee.

## 19 Financial risk and capital management

### 19.1 Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

Management, under the direction of the BOD, is responsible for the management of financial risks. Its objective is to minimize the adverse impact on the Company's financial performance due to the unpredictability of the financial markets.

#### 19.1.1 Market risk

##### *Foreign exchange risk*

The foreign exchange risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company manages its foreign exchange risk by constantly reviewing its exposure to commitments payable in foreign currency and ensuring appropriate cash balances are maintained to meet current commitments.

As at December 31, 2025 and 2024, the Company's exposure to currency risk relates to the foreign currency denominated cash in bank. Details are as follows:

	2025	2024
	In USD	In USD
Cash in bank	29,696	93,000
Exchange rates	58.81	58.01
Peso equivalent	1,746,421	5,394,930

Details of net foreign exchange gains (loss) for the years ended December 31 follow:

	2025	2024
Realized	18,692	381,013
Unrealized	40,925	(255,972)
	59,617	125,041

The table below presents the impact of possible movements of Philippine Peso against the US Dollar, with all other variables held constant, on the Company's net income after tax. There is no impact on the Company's equity other than those already affecting net income after tax.

	Change in exchange rate	Impact on income after tax
US Dollars		
December 31, 2025	+/- 1.36%	17,813
December 31, 2024	+/- 0.98%	177,966

The reasonably possible movement in foreign currency exchange rates is based on the projection by the Company using movement of the rates from the prior period.

##### *Price risk*

The Company's exposure to price risk is minimal and limited only to investments classified as financial assets at FVPL (Note 3). Changes in market prices of these investments are not expected to impact significantly the financial position or results of operations of the Company.

As at December 31, 2025 and 2024, the impact of 1% increase (decrease) in the bid share prices of the Company's financial assets at FVPL based on management's assessment of historical movements in price, with all variable held constant, would have an impact of possible increase (decrease) of P 0.22 million (2024 - P 0.27 million) in profit or loss.

### *Interest rate risk*

Interest rate risk refers to risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Company's exposure to interest rate risk is not material, as it relates only to cash in banks as at December 31, 2025 and 2024.

#### *19.1.2 Credit risk*

The Company takes on exposure to credit risk, which is the risk that a counterparty will cause a financial loss to the Company by failing to discharge an obligation.

#### *Maximum exposure to credit risk*

With respect to credit risk arising from the Company's financial assets, which comprise of cash in bank, due from related parties and receivables, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

The Company's maximum credit exposure as at December 31 are as follows:.

	Note	2025			2024		
		Fully performing	Under performing	Impaired	Fully performing	Under performing	Impaired
Cash in bank	2	2,220,081	-	-	12,074,993	-	-
Due from related parties	15	30,539,151	-	-	30,488,583	-	-
Other receivables	4	-	812,342	224,872	-	815,508	-
		32,759,232	812,342	224,872	42,563,576	815,508	-

*\*Included under other current assets*

Fully performing financial assets are fully recoverable with no overdue balances and with no history of credit losses.

Underperforming financial assets are with long overdue balances and with exposure to credit losses.

#### *Cash in bank*

The Company deposits its cash balances in a universal bank to minimize credit risk exposure. The Company assessed no significant credit risk.

#### *Due from related parties and other receivables*

These financial assets are monitored on an ongoing basis which normally results in an assessment that the Company's exposure to bad debts is not material. There were no historical losses recognized on these balances.

#### *19.1.3 Liquidity risk*

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities. Due to the dynamic nature of the underlying businesses, the Company aims to maintain flexibility in funding through advances from related parties, extending payment terms for due to related parties, and an efficient collection of its notes receivables. The Company likewise regularly evaluates other financing instruments to broaden the Company's range of financing resources.

The succeeding section analyzes the Company's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Balances due within 12 months approximate their carrying balances, as the impact of discounting is not significant.

	Notes	0 - 90 days	Over 90 days	Total
<b>December 31, 2025</b>				
Borrowings	9,15	-	12,393,900	12,393,900
Accounts payable and accrued expenses*	8	6,528,751	2,879,506	9,408,257
Advances from related parties	15	-	176,665,161	176,665,161
		6,528,751	191,938,567	198,467,318
<b>December 31, 2024</b>				
Borrowings	9,15	-	12,393,900	12,393,900
Accounts payable and accrued expenses*	8	5,719,020	2,879,506	8,598,526
Advances from related parties	15	-	158,564,370	158,564,370
		5,719,020	173,837,776	179,556,796

*\*This excludes subscription payables, deferred rental income and payable to government agencies.*

## 19.2 Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain an optimal capital structure to reduce the cost of capital. For this purpose, capital is represented by total equity as shown in the separate statement of financial position.

As at December 31, 2025 and 2024, the Company has incurred a capital deficiency, wherein total liabilities exceed total equity, which may impact its ability to sustain operations and necessitates close monitoring and management's implementation of appropriate remedial measures (Note 1).

In order to maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or sell assets to reduce debt.

As part of the reforms of the PSE to expand capital market and improve transparency among listed firms, PSE requires listed entities to maintain a minimum of twenty percent (20%) of their issued and outstanding shares, exclusive of any treasury shares, held by the public. The Company has fully complied with this requirement. There are no external minimum capitalization requirements imposed to the Company. There were no changes in the Company's strategies and policies during 2025 and 2024.

### 19.3 Fair value of financial assets and liabilities

The table below summarizes the carrying amounts and fair values of those financial assets and liabilities at December 31 as follows:

	Notes	2025		2024	
		Carrying value	Fair value	Carrying value	Fair value
<b>Financial assets</b>					
Financial assets at fair value through profit or loss	3	22,299,707	22,299,707	22,678,871	22,678,871
<b>Financial assets at amortized cost</b>					
Cash	2	2,235,081	2,235,081	12,089,993	12,089,993
Due from related parties	15	30,539,151	30,539,151	30,488,583	30,488,583
Other receivables*	4	812,342	812,342	815,508	815,508
<b>Total assets</b>		<b>55,886,281</b>	<b>55,886,281</b>	<b>66,072,955</b>	<b>66,072,955</b>
<b>Financial liabilities at amortized cost</b>					
Borrowings	9,15	12,393,900	12,393,900	12,393,900	12,393,900
Accounts payable and other current liabilities**	8	12,544,757	12,544,757	11,735,026	11,735,026
Advances from related parties	15	176,665,161	176,665,161	158,564,370	158,564,370
<b>Total liabilities</b>		<b>371,209,578</b>	<b>371,209,578</b>	<b>377,388,570</b>	<b>377,388,570</b>

\*Included under other current assets

\*\*This excludes subscription payable, deferred rental income and payable to government agencies.

The carrying amounts of financial instruments classified as at amortized costs approximate fair values at reporting dates due to their short-term nature.

### 19.4 Fair value hierarchy

The Company follows the fair value measurement hierarchy to disclose the fair values of its assets. As at December 31, 2025 and 2024, the Company's financial assets at FVPL are classified under Level 1 category and investment property is classified under Level 2 category. The Company uses the market approach for its investment property. The value of the investment property was based on sales and listings of comparable property registered within the vicinity premised on the factors of time, unit area/size, unit location, unit improvements, building location, building features/amenities, bargaining allowance and others.

## 20 Critical accounting estimates and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### 20.1 Critical accounting estimates and assumptions

#### *Fair value of investment property (Note 6)*

The Company's investment property has an estimated market value of P166,284,000 at December 31, 2025 (2024 - P164,256,000) based on the following significant assumptions used by the independent appraiser:

- current prices in an active market for properties of similar nature, condition or location, adjusted to reflect possible differences on the factors of time, unit area or size, unit location, unit improvements, building location, building features or amenities, bargaining allowance and others; and
- recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices.

Investment property in 2025 amounted to P166.28 million (2024 - P164.26 million). Where the estimated market value differs by 10% from management's estimates, the carrying amount of investment property would be an estimated P16.63 million (2024 - P16.43 million) higher or lower.

### *Retirement benefits (Note 18)*

The present value of the defined benefit obligation depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used include the discount rate and rates of salary increases. In determining the appropriate discount rate, the Company considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

The sensitivities of the defined benefit obligation to changes in the principal assumptions as at December 31 follow:

Assumptions	2025	2024
Discount rate		
1% decrease	369,031	345,991
1% increase	(340,405)	(316,169)
Rate of salary increase		
1% decrease	631,213	530,783
1% increase	(376,578)	(275,663)

## **20.2 Critical accounting judgments**

### *Material uncertainty to going concern (Note 1)*

Management assesses the Company's ability to continue as a going concern. In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. As at December 31, 2025, the related parties are committed to provide sufficient financial support to maintain the Company's operations and to enable it to meet its obligations as they fall due.

### *Recognition of deferred income tax assets (Note 13)*

Management reviews at each reporting date the carrying amounts of deferred income tax assets. The carrying amount of deferred income tax assets is reduced to the extent that it is no longer probable that sufficient taxable profit will be available against which the related tax assets can be utilized.

Management believes that the non-recognition of deferred income tax assets from NOLCO and MCIT is appropriate due to the Company's limited capacity to generate sufficient taxable income in the immediately succeeding three (3) to five (5) years given current development activities.

### *Entities in which the Company holds less than 50% interest (Note 5)*

Management consider that the Company has de facto control over TAC, MAC, TICI and TPHC even though it has less than 50% of the voting rights. There is no history of other shareholders forming a group to exercise their votes collectively. Based on the absolute size of the Company's shareholding and the relative size of the other shareholdings, management has concluded that the Company has sufficiently dominant voting interest to have the power to direct the relevant activities of these entities. Consistent with PFRS 10, the entities have been fully consolidated into the Group's consolidated financial statements.

## **21 Summary of material accounting policies**

The material accounting policies applied in the preparation of these separate financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

## 21.1 Basis of preparation

The separate financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. The term PFRS Accounting Standards in general includes all applicable PFRS Accounting Standards, Philippines Accounting Standards (PAS), and interpretations of the Philippine Interpretations Committee (PIC), Standing Interpretations Committee (SIC) and International Financial Reporting Interpretations Committee (IFRIC) which have been approved by the Financial Sustainability and Reporting Standards Council (FSRSC) (formerly known as Financial Reporting Standards Council) and adopted by the SEC.

The separate financial statements have been prepared under the historical cost convention, except for the financial assets at FVPL and investment property measured at fair value.

The preparation of separate financial statements in conformity with PFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the separate financial statements are disclosed in Note 20.

The Company has also prepared consolidated financial statements, in accordance with PFRS Accounting Standards, for the Parent Company and its Subsidiaries (the "Group"). In the consolidated financial statements subsidiary undertakings - which are those companies in which the Group, directly or indirectly, has an interest of more than half of the voting rights or otherwise has power to exercise control over the operations - have been fully consolidated.

Users of these separate financial statements should read them together with the Group's consolidated financial statements as at and for the years ended December 31, 2025 and 2024 in order to obtain full information on the financial positions, financial performances and changes in financial position of the Group as a whole. The consolidated financial statements of the Group can be obtained from the SEC or from the Company's website: [www.mabuhayholdingscorp.com](http://www.mabuhayholdingscorp.com).

### *Changes in accounting policies and disclosures*

#### *(a) Amendment to existing standards adopted by the Company*

There are no standards, amendments to standards or interpretations that are effective for annual periods beginning on January 1, 2025 that have a material effect on the separate financial statements of the Company.

#### *(b) New standard, interpretation and amendments not yet adopted*

Certain new accounting standards and amendments to accounting standards have been published that are not mandatory for December 31, 2025 reporting periods and have not been early adopted by the Company. The Company's assessment of the impact of these new standards and amendments is set out below:

- (i) Amendments to the Classification and Measurement of Financial Instruments – Amendments to PFRS 9 and PFRS 7 (effective for annual periods beginning on or after 1 January 2026)

In May 2024, the International Accounting Standards Board (IASB) issued targeted amendments to International Financial Reporting Standard (IFRS) 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. In July 2024, the FSRSC adopted the targeted amendments to PFRS 9 and PFRS 7. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payment of principal and interest (SPPI) criterion;

- add new disclosures for certain instruments with contractual terms that can change cashflows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
  - update the disclosures for equity instruments designated at FVOCI.
- (ii) Annual Improvements to PFRS Accounting Standards – Volume 11 (effective for annual periods beginning on or after 1 January 2026)

On 18 July 2024, the IASB has issued narrow amendments to IFRS Accounting Standards and accompanying guidance as part of its regular maintenance of the Standards. These amendments include clarifications, simplifications, corrections and changes aimed at improving the consistency of several IFRS Accounting Standards. In August 2024, the FSRSC adopted these amendments. The amended Standards are:

- PFRS 1 First-time Adoption of International Financial Reporting Standards;
  - PFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing PFRS 7;
  - PFRS 9 Financial Instruments;
  - PFRS 10 Consolidated Financial Statements; and
  - PAS 7 Statement of Cash Flows.
- (iii) PFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after 1 January 2027)

PFRS 18 will replace PAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though PFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements.

The amendments to PFRS 9, PFRS 7 and PFRS 18, as well as the annual improvements to PFRS Accounting Standards are not expected to have a material financial impact to the financial statements of the Company.

There are no other standards, amendments to existing standards or interpretations effective subsequent to January 1, 2026 that are considered relevant or would be expected to have a material impact on the Company's separate financial statements.

## **21.2 Financial instruments**

### *Financial assets*

#### (a) Classification

The Parent Company classifies its financial assets in the following measurement categories: FVPL, fair value through other comprehensive income (FVOCI) and amortized cost.

The Company did not hold financial assets under the category financial assets at FVOCI.

#### (i) *Amortized cost*

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains (losses) together with foreign exchange gains and losses. Significant impairment losses are presented as a separate line item in profit or loss.

These are included in current assets, except for maturities greater than 12 months after the reporting date which are classified as non-current assets. The Company's financial assets at amortized cost comprise cash, due from related parties and other receivables.

(ii) *FVPL*

Investment in equity instruments that are held for trading are measured at fair value. Gains and losses for these financial assets are recorded in profit or loss. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, these are classified as non-current.

The Company's financial assets at FVPL are classified under this category.

(b) Recognition and measurement

(i) *Initial recognition and measurement*

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

(ii) *Subsequent measurement*

- Financial assets at amortized cost

Financial assets at amortized cost are subsequently carried at amortized cost using the effective interest method, less provision for impairment.

- Financial assets at FVPL

Gains or losses arising from changes in the fair value of financial assets at FVPL, including interest income, are presented in profit or loss within fair value gain (loss) on financial assets at FVPL in the period in which these arise. Dividend income from financial assets at FVPL is recognized in profit or loss as a separate line item when the Company's right to receive payment is established.

(c) Impairment

The Company applies the PFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all receivables that are financial assets. The Company applies the PFRS 9 general approach to measuring expected credit losses which uses a 12-month loss allowance for cash and other receivables that are financial assets.

To measure the expected credit losses, notes and other receivables that are financial assets have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of customers over a period of 36 months before year-end reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized in profit or loss. Subsequent recoveries of amounts previously written off are credited against operating expenses in profit or loss.

(d) Derecognition

Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

## *Financial liabilities*

### (a) Classification

The Company classifies its financial liabilities in the following categories: financial liabilities at fair value through profit or loss (including financial liabilities held for trading and those that are designated at fair value); and financial liabilities at amortized cost.

#### (i) *Amortized cost*

Liabilities that are held for payment of contractual cash flows where those cash outflows represent solely payments of principal and interest are measured at amortized cost. Interest expense from these financial liabilities is included in finance expense using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains (losses) together with foreign exchange gains and losses.

The Company only has financial liabilities measured at amortized cost which include accounts payable and other current liabilities (excluding payable to government agencies and deferred rental income), advances from related parties and advances from prospective shareholders.

### (b) Recognition and measurement

Financial liabilities at amortized cost are measured at amortized cost using the effective interest method.

### (c) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or has expired.

## **21.3 Investments in and advances to subsidiaries**

Subsidiaries are all entities (including structured entities) over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. These are deconsolidated from the date that control ceases.

The Company's investments in subsidiaries in these separate financial statements are carried at cost less impairment in value, if any. In accordance with PAS 27, the Company recognizes income from the investments only to the extent that the Company receives distribution from accumulated profits of the investee arising after the acquisition date. Advances to subsidiaries made perpetually with payment at the discretion of the latter are treated as additional investment. Distributions received in excess of such profits are regarded as recovery of investments and are recognized as a reduction of the cost of the investments.

Investment in subsidiaries is derecognized upon disposal. Gains and losses on disposals of these investments are determined by comparing the proceeds with the carrying amount and are included in profit or loss.

Impairment of investment in subsidiaries is presented in Note 21.7.

## **21.4 Property and equipment**

Property and equipment are stated at historical cost less accumulated depreciation, amortization and impairment, if any. Historical cost includes expenditures that are directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the period in which these are incurred.

Depreciation or amortization is calculated using the straight-line method over the estimated useful lives of the related assets as follows:

Office condominium	25 years
Building improvements	10 years
Office equipment	5 years
Communication and other equipment	5 years
Transportation equipment	5 years
Furniture and fixtures	3 to 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal at which time the cost and their related accumulated depreciation are removed from the accounts. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount of the asset and are included in profit or loss.

## **21.5 Investment property**

Investment property is defined as property held by the owner or by the lessee under a finance lease to earn rentals or for capital appreciation or both, rather than for: (a) use in the production of supply of goods or services or for administrative purposes; or (b) sale in the common course of business.

Investment property, principally comprising of a freehold office building, is held for long-term rental yields and is not occupied by the Company. Investment property is carried at fair value, representing open market value determined annually by external valuers. Changes in fair values are recorded in profit or loss.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to profit or loss during the period in which these are incurred.

Removal of an item within investment property is triggered by a change in use, by sale or disposal. If an investment property becomes owner-occupied, it is reclassified as property and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes. Gain or loss arising on disposal is calculated as the difference between any disposal proceeds and the carrying amount of the related asset. This is recognized in profit or loss.

Properties that are being constructed or developed for future capital appreciation are classified as investment properties.

## **21.6 Impairment of non-financial assets**

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. Assets that have a definite useful life are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but the increased carrying amount should not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or in prior years. A reversal of an impairment loss is recognized as other operating income in profit or loss immediately.

## **21.7 Accounts payable and other current liabilities**

Accounts payable and other current liabilities are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable and other current liabilities are classified as current liabilities if payment is due within one (1) year or less (or in the normal operating cycle of the business, if longer). If not, these are presented as non-current liabilities.

Accounts payable and other current liabilities are measured at the original invoice amount as the effect of discounting is immaterial.

Relevant accounting policies for classification, recognition, measurement and derecognition of accounts payable and other current liabilities and financial liabilities at amortized cost are presented in Note 21.2.

## **21.8 Borrowings and borrowing costs**

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortized cost; any difference between the proceeds net of transaction costs and the redemption value is recognized in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. All other borrowing costs are expensed as incurred.

## **21.9 Current and deferred income tax**

The income tax expense for the period comprises current and deferred income tax. Tax is recognized in profit or loss, except to the extent that that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the separate financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax losses (NOLCO) and unused tax credits (excess MCIT) to the extent that it is probable that future taxable profit will be available against which the temporary differences, unused tax losses and unused tax credits can be utilized. The Company reassesses at each reporting date the need to recognize a previously unrecognized deferred income tax asset.

Deferred income tax assets are recognized on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized.

Deferred income tax liabilities are recognized in full for all taxable temporary differences, except to the extent that the deferred income tax liability arises from the initial recognition of goodwill. Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. Generally, the Company is unable to control the reversal of the temporary difference for associate. Only where there is an agreement in place that gives the Company the ability to control the reversal of the temporary difference not recognized.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority where there is an intention to settle the balances on a net basis.

Deferred income tax assets and liabilities are derecognized when related bases are realized or when it is no longer realizable.

## **21.10 Employee benefits**

### *(a) Retirement benefit obligation*

The Company has less than 10 employees and has not yet formalized its employee retirement plan but it plans to provide retirement benefits. The retirement benefits under RA 7641 are considered as defined benefit plan. Defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The retirement obligation is equivalent to half-month compensation and calculated proportionately to the length of service of an employee. The amount is recorded as a separate line item in the separate statement of financial position.

### *(b) Other short-term benefits*

The Company recognizes a liability and an expense for short-term employee benefits which include salaries, social security contributions, paid sick and vacation leaves. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Liabilities for short-term employee benefits are derecognized when the obligation is settled, cancelled or has expired.

### **21.11 Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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 derecognized when the obligation is settled, cancelled or has expired.

### **21.12 Earnings (Loss) per share**

Basic earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares in issue during the year.

Diluted earnings (loss) per share is computed in the same manner as basic earnings (loss) per share, however, profit attributable to common shareholders and the weighted average number of shares outstanding are adjusted for the effects of all dilutive potential common shares.

### **21.13 Income and expense recognition**

#### *(a) Rental income*

Rental income from operating leases (the Company is the lessor) is recognized as income on a straight-line basis over the lease term in accordance with PFRS 16. When the Company provides incentives to its lessees, the cost of incentives is recognized over the lease term, on a straight-line basis, as a reduction of rental income.

#### *(b) Interest income and expense*

Interest income and expense are recognized in profit or loss for all interest-bearing financial instruments using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument but does not consider future credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognized using the rate of interest used to discount future cash flows for the purpose of measuring impairment loss.

#### *(c) Dividend income*

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

(d) *Other income*

Other income is recognized when earned.

(e) *Expenses*

Expenses are recognized when these are incurred.

**21.14 Foreign currency transactions and translation**

(a) *Functional and presentation currency*

Items included in the Company's separate financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's separate financial statements are presented in Philippine Peso, which is the Company's functional and presentation currency.

(b) *Transactions and balances*

Foreign currency transactions are translated into Philippine Peso using the exchange rates prevailing at the dates of the transactions or valuation where items are measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

**22 Supplementary information required by the Bureau of Internal Revenue (BIR)**

Below is the additional information required by RR No. 15-2010. This information is presented for purposes of filing with the BIR and is not a required part of the basic separate financial statements.

(i) Output value-added tax (VAT)

Output VAT declared for the year ended December 31, 2025 and the revenues upon which the same was based consist of:

	Gross amount of revenues	Output VAT
Subject to 12% VAT		
Lease of property/equipment	5,486,653	658,398

(ii) Input VAT

Movement in input VAT for the year ended December 31, 2025 follows:

	Amount
Beginning balance	108,516
Add: Current year's domestic purchases/payments for:	143,882
Services lodged under other accounts	163,268
Total input VAT	415,666

(iii) Documentary stamp tax

No documentary stamp taxes paid during the year.

(iv) All other local and national taxes

All other local and national taxes paid for the year ended December 31, 2025 consist of:

	Amount
Real property tax	234,630
Mayor's permit	49,640
Others	4,857
	<u>289,127</u>

The above local and national taxes are included as part of taxes and licenses account in others of expenses.

(v) Withholding taxes

Withholding taxes paid and accrued and/or withheld for the year ended December 31, 2025 consist of:

	Paid	Accrued	Total
Expanded withholding tax	24,131	552	24,683
Withholding tax on compensation	601,085	67,392	668,477

(vi) Tax assessments and tax cases

In 2025, the Company settled a tax assessment issued by the BIR covering taxable year 2023. The assessment pertained to basic tax, interest and compromise penalty. The total amount paid and fully settled on June 11, 2025 was P101,070.

The Company has no outstanding tax assessments and tax cases under preliminary investigation, litigation and/or prosecution in courts or bodies outside of the BIR.

All other requirements of RR No. 15-2010 are not applicable to the Company.



Gloria Georgia Garcia &lt;ggg.mhc@gmail.com&gt;

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To: MABUHAYHOLDINGS.EAFS@gmail.com  
Cc: GGG.MHC@gmail.com

Wed, Apr 15, 2026 at 10:43 AM

Hi MABUHAY HOLDINGS CORPORATION,

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