PAXYS

13 November 2019

THE PHILIPPINE STOCK EXCHANGE, INC.
Disclosure Department
6th Floor PSE Tower
One Bonifacio High Street
28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: **MS. JANET A. ENCARNACION**
Head, Disclosure Department

Subject: 2018 Definitive Information Statement

Gentlemen:

Enclosed herewith is our 2018 Definitive Information Statement for the Annual Stockholders' Meeting on 12 December 2019, which was filed with the Securities and Exchange Commission.

We trust that you will find the attached document in order.

Very truly yours,

PAXYS, INC.

By:

MAYETTE H. TAPIA
Corporate Information Officer

15th Floor • 6750 Ayala Office Tower
Ayala Avenue, Makati City, Philippines 1226
Tel No. (+632) 8250-3800 • Fax No. (+632) 8250-3801
www.paxys.com

PAXYS

12 November 2019

SECURITIES AND EXCHANGE COMMISSION
COMMISSION
RECEIVED
NOV 12 2019
MARKET REGULATION DEPT.
BY: TIME: 4:25

SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex,
Roxas Boulevard, Pasay City, 1307

Attention: **Dir. Vicente Graciano P. Felizmenio, Jr.**
Market Securities Regulation Department

Subject: Definitive Information Statement
(SEC Form 20-IS)

Gentlemen:

In compliance with the Securities and Exchange Commission's ("SEC") SRC Rule 20 and in connection with Annual Stockholders' Meeting of **Paxys, Inc.** ("Company"), which will be held on 12 December 2019, we submit herewith our Definitive Information Statement ("DIS"), including the 2018 Audited Financial Statements and latest available Management Report for 2019.

We further provide our responses to the SEC's comments on the Preliminary Information Statement ("PIS") enclosed in the SEC Letter dated 15 October 2018.

	SEC Comments	Response
1	*B. Control and Compensation Commission* *Information required by Part IV paragraphs (A) (D) (1) and (D) (3) of "Annex C"*	
	(A) (1) Identify Directors, including Independent Directors and Executive Officers	(A) (1) The information already provides for the directors, independent directors, and executive officers. Please refer to pages 8 to 11 of the DIS.
	(1) The Company is advised of SEC Memo. Circular No. 4, Series of 2017 re: Term Limit of Independent Directors.	(1) SEC Memo. Circular No. 4, Series of 2017 re: Term Limit of Independent Directors is noted and it is confirmed that the terms of the Company's Independent Directors are within the required limits.
	(2) Submit updated Certification on the Qualifications and Disqualification of Independent Directors pursuant to SEC Memo. Circular No. 5, Series of 2017	(2) The notarized copy of the Certification on the Qualifications and Disqualification of Independent Directors for Mr. Jose Antonio Lichauco and the consularized copy of the Certification on the Qualifications and Disqualification of Independent Directors of Mr. George Edwin Sycip are attached as Annexes **A** and **B**, respectively, of the DIS.
3	*MANAGEMENT REPORT* (b) Interim Periods: Comparable discussion to assess material changes (last fiscal year and comparable interim period in the preceding year). Disclose the required information under subparagraph (2)(a)(I) to	Please find attached 3rd Quarter Report for the period ended September 30, 2019.

15th Floor • 6750 Ayala Office Tower
Ayala Avenue, Makati City, Philippines 1226
Tel No. (+632) 8250-3800 • Fax No. (+632) 8250-3801
www.paxys.com

PAXYS

	(viii) above. Submit 3rd Quarter Report for the period ended September 30, 2019.	
	INFORMATION ON INDEPENDENT ACCOUNTANT External Audit Fees (MC No. 14 Series of 2004) (a) Under the caption Audit and Audit Related Fees, the aggregate fees billed for each of the last two (2) fiscal years for professional services rendered by the external auditor. Include the 2018 audit fees billed by Reyes, Tacandong & Co. (RT & Co.)	The discussion on the audit fees of Reyes Tacandong & Co. for the year 2018 can be found at page 17 Item 7 (d) of the DIS, which provide that the consolidated fees billed for the audit of the Company's annual financial statements amounted to ₱1.5 million for 2018 and ₱1.3 million for 2017 and 2016.
	Market Price and Dividends Required by Part V of Annex C	
	(1) Market Information	
	(b) If the information called for by paragraph (A) of this Part is being presented, the document shall also ***include the price information as of the attest practicable trading date*** and in the case of securities to be issued in connection with an acquisition, business combination or other reorganization, as of the trading date immediately prior to the public announcement of such transaction. Incomplete. Comply with the highlighted portion	The high and low closing prices of the Company's shares for the 3rd quarter and the last traded price as of 30 September 2019 have been updated. Please refer to page 25 of the DIS.

Copies of the Definitive Information Statement ("DIS"), including the 2018 Audited Financial Statements and latest available Management Report for 2019 and the 3rd Quarter Report for 2019 (SEC Form 17-Q), will be distributed to the stockholders in digital versions via QR Code, which shall be included in the Notice of the Annual Stockholder Meeting that will be distributed on 14 November 2019.

We trust that you will find the attached documents in order. We hope to receive the SEC's clearance on or before the distribution date.

Very truly yours,

PAXYS, INC.

By:

MAYETTE H. TAPIA
Corporate Secretary and Corporate Information Officer

15th Floor • 6750 Ayala Office Tower
Ayala Avenue, Makati City, Philippines 1226
Tel No. (+632) 8250-3800 • Fax No. (+632) 8250-3801
www.paxys.com

COVER SHEET

6 6 0 9

SEC Registration Number

P A X Y S , I N C .

(Company's Full Name)

1 5 t h F l o o r , 6 7 5 0 A y a l a O f f i c e
T o w e r A y a l a A v e n u e , M a k a t i C i t y

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

Atty. Mayette H. Tapia
(Contact Person)

(+632) 8250-3800
(Company Telephone Number)

DEFINITVE INFORMATION
STATEMENT

1 2 3 1
Month *Day*
(Fiscal Year)

2 0 - I S
(Form Type)

Any day in May
Month *Day*
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

714
Total No. of Stockholders

₱-
Domestic

₱-
Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

PAXYS, INC.
15/F 6750 Ayala Office Tower, Ayala Avenue, Makati City

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To all Stockholders:

Please be advised that the annual meeting of the stockholders of **PAXYS, INC.**, will be held on **12 December 2019** at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City, Philippines at 2:00 PM.

The Agenda is as follows:

1. Call to Order
2. Proof of Notice and Certification of Quorum
3. Approval of Minutes of previous Stockholders' Meeting
4. Management Report and Audited Financial Statements for the year ended December 31, 2018
5. Ratification of Previous Corporate Acts
6. Election of Directors
7. Appointment of External Auditors
8. Other Matters
9. Adjournment

For purposes of the meeting, stockholders of record as of 31 October 2019 are entitled to notice of and to vote at the said meeting. Registration for the said meeting begins at 12:30 PM. For convenience in registering your attendance, please have available some form of identification, such as a driver's license, voter's ID, TIN card, SSS card or passport.

If you will not be able to attend the meeting but would like to be represented thereat, you may submit your proxy form, duly signed and accomplished, to the Corporate Secretary at 15th Floor 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines on or before 30 November 2019. Beneficial owners whose shares are lodged with PDTC or registered under the name of a broker, bank or other fiduciary allowed by law must, in addition to the required ID, present a notarized certification from the owner of record that he is the beneficial owner, indicating thereon the number of shares. Corporate shareholders shall likewise be required to present a notarized secretary's certificate attesting to the authority of its representative to attend and vote at the stockholders' meeting. In accordance with Rule 20.11.2.18 of the 2015 Implementing Rules and Regulations of the Securities and Regulation Code, proxies executed by brokers shall be accompanied by a certification under oath stating that before the proxy was given to the broker, he had duly obtained the written consent of the persons in whose account the shares are held.

Validation of proxies will be held not later than 5 December 2019 at the office of the Company's stock transfer agent.

Makati City, Metro Manila, Philippines, 16 August 2019.

MAYETTE H. TAPIA
Corporate Secretary

AGENDA

Details and Rationale

1. Call to order

The Chairman of the Board of Directors, Mr. Tarcisio M. Medalla, will call the meeting to order.

2. Proof of notice and certification of quorum

The Corporate Secretary, Atty. Mayette H. Tapia, will certify that copies of the Notice have been sent to all stockholders of record as of 31 October 2019, and whether the attendees represented at the meeting hold a sufficient number of shares for quorum to exist for the valid transaction of business.

3. Approval of the Minutes of Previous Stockholders' Meeting

Copies of the draft minutes have been distributed together with the Notice of Stockholders' Meeting and Information Statement.

The stockholders will be requested to approve the draft minutes. The following is the proposed resolution:

> *"**RESOLVED**, that the minutes of the Annual Stockholders' Meeting of Paxys, Inc. held on December 10, 2018 be, as it is hereby, approved."*

4. Management Report & Audited Financial Statements for the Year Ended 31 December 2018

The Chairman and President, Mr. Tarcisio M. Medalla, will present the report of the Management to the stockholders, discuss initiatives undertaken and challenges faced by the Company in 2018, and share his personal perspective of the Company's future.

The audited financial statements for the year ended 31 December 2018 were audited by the Company's independent auditors, Reyes, Tacandong & Co. and approved by the Company's Board of Directors. In compliance with the regulatory requirements, the audited financial statements have also been submitted to the Securities and Exchange Commission and Bureau of Internal Revenue.

Copies of the Management Report together with the audited financial statements for the year ended 31 December 2018 will be distributed to the shareholders together with the Definitive Information Statement.

Questions will be entertained from the stockholders after the presentation.

The stockholders will be requested to approve the Management Report and the audited financial statements for the year ended 31 December 2018. The following is the proposed resolution:

> *"**RESOLVED**, that the annual Management Report and the Corporation's audited financial statements for year ended December 31, 2018 be, as it is hereby, approved."*

5. Ratification of Previous Corporate Acts

The Company's performance was the result of the acts, contracts, resolutions and actions of the Board of Directors and Management of the Company, and the stockholders will be requested to ratify the same. The following is the proposed resolution:

*"**RESOLVED**, that all acts, contracts, resolutions and actions of the Board of Directors and Management of the Corporation from the date of the last annual stockholders' meeting up to the present be, as they are hereby, approved, ratified and confirmed."*

6. Election of Directors

The following individuals have been nominated as regular or independent directors and their respective nominations have been screened by the Nominations Committee:

For Regular Directors

1. TARCISIO M. MEDALLA
2. ROGER LEO A. CARIÑO
3. CHRISTOPHER B. MALDIA
4. LIM GHEE KEONG
5. ROBERTO A. ATENDIDO

For Independent Directors:

6. GEORGE EDWIN Y. SYCIP
7. JOSE ANTONIO A. LICHAUCO

Voting may be done in person or by proxy. Proxy forms have been distributed to all stockholders of record together with this Notice. Signed and accomplished proxy forms are required to be submitted not later than 5:00 p.m. of 30 November 2019 and shall be validated no later than 1 December 2019. Votes may be cumulated as provided in the Corporation Code.

7. Appointment of External Auditors

The proposal is to reappoint Reyes Tacandong & Co. as external auditor for the current year 2019-2020. The following is the proposed resolution:

*"**RESOLVED**, that the accounting firm of Reyes Tacandong & Co. be reappointed external auditors of the Company for the current year 2019-2020."*

8. Other Matters

Stockholders may propose to discuss other issues and matters.

9. Adjournment

After all matters in the Agenda have been taken up, the Chairman shall entertain a motion to adjourn the meeting.

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: **PAXYS, INC.**

3. Province, country or other jurisdiction of incorporation or organization: **Metro Manila, Philippines**

4. SEC Identification Number: **6609**

5. BIR Tax Identification Code: **000-233-218-000**

6. Address of principal office: **15th Floor 6750 Ayala Office Tower**
   Ayala Avenue,
   Makati City

   Postal Code **1226**

7. Registrant's telephone number, including area code: **(+632) 8250-3800**

8. Date, time and place of the meeting of security holders:
   Date: **December 12, 2019**
   Time: **2:00 PM**
   Place: **Manila Golf and Country Club**
   Harvard Road, Forbes Park,
   Makati City

9. Approximate date on which the Information Statement is first to be sent or given to security holders:
   November 14, 2019

10. In case of Proxy Solicitations: **Not Applicable**

    Name of Person Filing the Statement/Solicitor: __________
    Address and Telephone No.: __________

11. Securities registered pursuant to Sections 8 and 12 of the Securities Regulations Code (information on number of shares and amount of debt is applicable only to corporate registrants):

    a. Authorized Capital Stock

Title of Each Class	Par Value	No. of Shares	Authorized Capital Stock
Common	Php1.00	1,800,000,000	Php1,800,000,000.00

    b. No. of Common Shares Outstanding as of December 31, 2018: **1,148,534,866**

    c. Amount of Debt Outstanding as of December 31, 2018: **nil**

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:
    The Common Stock of the Company is listed at the Philippine Stock Exchange, Inc. (PSE)

PAXYS, INC.
INFORMATION STATEMENT

A. GENERAL INFORMATION

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

The annual stockholders' meeting of Paxys, Inc. (hereafter the "Registrant" or "Company" or "Paxys") will be held on **12 December 2019 at the Manila Golf and Country Club, Harvard Road, Forbes Park, Makati City at 2:00 PM.**

The complete mailing address of the principal office of the Registrant is 15th Floor 6750 Ayala Office Tower, Ayala Avenue, Makati City.

The approximate date when the information statement will be first sent to security holders will be on 14 November 2019.

Item 2. Dissenters' Right of Appraisal

There are no matters to be taken up during the annual stockholders' meeting with respect to which the law allows the exercise of the appraisal right by any dissenting stockholder. The Corporation Code limits the exercise of the appraisal right to the following instances:

a. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (Section 81);

b. In case of the sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets (Section 81);

c. In case of merger or consolidation (Section 81);

d. In case of investments in another corporation, business or purpose (Section 42).

Since the matters to be taken up do not include any of the foregoing, the appraisal right will not be available.

However, if at any time after this Information Statement has been sent out, 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.

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

The directors, officers, nominees for directors and their associates do not have a substantial interest, direct or indirect, in any matter to be acted upon, other than election to office.

The registrant has not been informed in writing by any person that he intends to oppose any action to be taken by the Company at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of 30 September 2019 and the record date of 31 October 2019, there are 1,148,534,866 outstanding common shares entitled to notice and to vote at the meeting.

The record date for the purpose of determining the stockholders entitled to notice of, and to vote at, the Annual Meeting of Stockholders is 31 October 2019.

The election of the board of directors for the current fiscal year will be taken up and all stockholders have the right to cumulate their votes in favor of their chosen nominees for director in accordance with Section 24 of the Corporation Code. Section 24 provides that a stockholder, may vote such number of shares registered in his name as of the record date 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 shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit. The total number of votes cast by such stockholder should 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.

Security Ownership of Certain Record and Beneficial Owners and Management

(1) Persons Known to the Registrant to be Directly or Indirectly the Record or Beneficial Owner of More than 5% of Any Class of the Registrant's Voting Securities:

As of 30 September 2019, Paxys has no knowledge of any individual or any party who beneficially owns in excess of 5% of Paxys common stock except as set forth in the table below:

Title of Class	Name and Address of Record Owner & Relationship with Issuer	Name of Beneficial Owner & Relationship with Record Owner	Citizenship	Number of Shares Held	Percent of Class
Common	All Asia Customer Services Holdings, Ltd. (AACSHL) Level 54, Hopewell Centre, 183 Queen's Road East Hong Kong	Expac Holdings Ltd. owns 100% of AACSHL. Paxys has neither corporate relationship nor information about Expac Holdings Ltd.	Hong Kong	630,844,038*	54.93%
Common	Paxys N.V. Kaya W.F.G. (Jombi) Mensing 36, Curaçao	Paxys, Inc. owns 100% equity of Paxys N.V.	Curaçao	345,622,477**	30.09%
Common	PCD Nominee Corp. G/F MSE Bldg., 6767 Ayala Ave., Makati City	Beneficial owners are the clients of the PCD participants' brokers. There are no beneficial owners owning more than 5% of the Registrant's capital stock.	Philippines	170,112,539	14.81%
			Total	**1,146,579,054**	**99.83%**

**This includes the 9,583,218 lodged shares of AACSHL under PCD Nominee Corporation (Non-Filipino)*
***The 345,622,477 shares of Paxys N.V. are currently lodged under PCD Nominee Corporation (Non-Filipino)*

The right to vote the shares of AACSHL shall be exercised through its duly appointed proxy. AACSHL has previously appointed Mr. Tarcisio M. Medalla, Chairman and President of Paxys, Inc., as proxy for past stockholders' meetings. It is expected that AACSHL shall appoint him as proxy again for this year's meeting.

The shares held by AACSHL include 3,970,818 shares lodged with AB Capital Securities, Inc. and 5,612,400 shares lodged with S.J. Roxas & Co., Inc.

In October 2014, Paxys N.V., a wholly-owned subsidiary of Paxys, completed the purchase of 345,622,477 shares of Paxys, by way of a tender offer. As of 30 September 2019, the public ownership level of Paxys is at 14.96%. Paxys N.V. has appointed Mr. Tarcisio M. Medalla, Chairman and President of Paxys, Inc., as proxy for this year's stockholders' meeting.

(2) Security Ownership of Directors and Management (as of 30 September 2019):

Title of Class	Name of Beneficial Owner	Position	Amount of Beneficial Ownership	Citizenship	Percent Owned
Directors					
Common	Tarcisio M. Medalla	Chairman & President	1,120	Filipino	0.0001%
Common	Christopher B. Maldia	Director	129,520[1]	Filipino	0.0113%
Common	Ghee Keong Lim	Director	82,800[2]	Malaysian	0.0072%
Common	Roger Leo A. Cariño	Director & Treasurer	1,120	Filipino	0.0001%
Common	Roberto A. Atendido	Director	1,000	Filipino	0.0001%
Common	George Edwin Y. SyCip	Independent Director	1,120	American	0.0001%
Common	Jose Antonio A. Lichauco	Independent Director	1,120	Filipino	0.0001%
Other Named Officers					
Common	Pablito O. Lim	Chief Financial Officer	-	Filipino	-
Common	Mayette H. Tapia	Corporate Secretary	-	Filipino	-
Common	Ana Maria A. Katigbak	Assistant Corporate Secretary	-	Filipino	-
Common	Sheri A. Inocencio	Chief Audit Executive	-	Filipino	-
Common	Divine Grace M. Gandeza	Chief Risk Officer	-	Filipino	-
	Total		**217,800**		**0.019%**

(3) Voting Trust Holder of 5% or more

There are no voting trust agreements or any other similar agreement which may result in a change in control of the Company of which the Company has any knowledge.

(4) Changes in control

No change in control of the Registrant has occurred since the previous fiscal year.

Item 5. Directors and Executive Officers

[1] *Includes 129,400 lodged and uncertificated shares.*
[2] *Includes 1,000 lodged and uncertificated shares.*

Directors

The following are the names, age, citizenships, and period of service of the current directors/independent directors, who are nominated for re-election at the Annual Stockholders' Meeting:

Name	Age	Citizenship	Period during which individual has served as such
Tarcisio M. Medalla	70	Filipino	Since 2003
Roger Leo A. Cariño	60	Filipino	Since 2003
Christopher B. Maldia	59	Filipino	Since 2003
Lim Ghee Keong	51	Malaysian	Since 2005
Roberto A. Atendido	71	Filipino	Since 2004
George Edwin Y. SyCip	62	American	Since 2004
Jose Antonio Lichauco	60	Filipino	Since 2004

Background, experience and positions held of each of the directors/independent directors of the company is as follows:

Mr. Tarcisio M. Medalla *(Chairman and President)*, 70 years old, Filipino, has been a Director and President of the Company since 30 December 2003. He is concurrently a Director of UT Global Services Limited, a privately held company with an RHQ in Manila and affiliated with All Asia Customer Services Holdings Ltd., an investment holding company that owns the controlling equity interest in Paxys. He has been connected with the Group since 1983. He is also a director of Pacific Online Systems Corporation, a company listed with the Philippine Stock Exchange. He graduated with a BSC degree, major in Accounting, from De La Salle University. He attended the Advanced Management Program (AMP) at the Harvard Business School. He is a Certified Public Accountant.

Mr. Roger Leo A. Cariño *(Director & Treasurer)*, 60 years old, Filipino, has been a Director of the Company since 30 December 2003. He is currently the Company's Treasurer, which he also held from 2004 to 2006 and 2009. He is concurrently a Director of UT Global Services Limited, a privately held investment company with an RHQ in Manila and affiliated with All Asia Customer Services Holdings Ltd. He is also the Chairman and President of UT Foundation, Inc. He has been connected with the Group since 1990. He graduated with a BSC degree, major in Accountancy, from Ateneo de Naga University and attended the MBA Program at Murdoch University and the Strategic Business Economics program at the University of Asia and the Pacific. He is a Certified Public Accountant.

Mr. Christopher B. Maldia *(Director)*, 59 years old, Filipino, has been a Director of the Company since December 2003. He graduated with a Bachelor of Laws degree from the Ateneo de Manila University. He also has a Master of Laws in International Legal Studies from New York University School of Law. He is a member of the Philippine Bar and the New York Bar.

Mr. Lim Ghee Keong *(Director)*, 51 years old, Malaysian, was appointed as Director of the Company on 3 June 2005. He has more than 25 years of experience in finance, treasury and credit management. Prior to joining the Usaha Tegas Sdn. Bhd. (UTSB) Group in 1995, he was attached to General Electric Capital Corporation in the USA and Ban Hin Lee Bank in Malaysia. He is a Director and Chief Operating Officer of UTSB and serves on the boards of several other companies in which UTSB Group has interests, such as Maxis Berhad (listed on the Bursa Malaysia Securities Berhad (Bursa Securities), Astro Malaysia Holdings Berhad (listed on Bursa Securities) and Bond Pricing Agency Malaysia Sdn. Bhd., a bond pricing agency registered with the Securities Commission Malaysia. He is also a Director of Yu Cai Foundation. He holds a

Bachelor of Business Administration degree, majoring in Finance, from the University of Hawaii at Manoa, USA.

Mr. Roberto A. Atendido *(Director)*, 71 years old, Filipino, has been a Director of the Corporation since 1 October 2004. He is currently the Vice Chairman/Director of Asian Alliance Investment Corp. and Sinag Energy Philippines, Inc. and President/Director of Asian Alliance Holdings and Development Corp. He is currently a member of the board of the following companies: Philippine Business Bank, Picop Resources Inc., Sinag Global Energy Corporation, Gyant Comida Corporation, West Palawan Premiere Development Corporation and Macay Holdings Inc. He holds a Masters Degree in Business Management from the Asian Institute of Management.

Mr. George Edwin Y. SyCip *(Independent Director)*, 62 years old, American, has been a Director of the Company since 1 October 2004. He advises a variety of companies in their cross-border endeavors between the US/Europe and Asia and serves on the corporate Boards of Asian Alliance Investment Corp., Cityland Development Corporation, Premiere Horizon Alliance Corporation and Bank of the Orient in San Francisco. He is also a Trustee or Director of the International Institute for Rural Reconstruction, Give2Asia, Global Heritage Fund and the California Southeast Asia Business Council. He holds a Master's Degree in Business Administration from Harvard Business School and a Bachelor's degree in International Relations/Economics from Stanford University.

Mr. Jose Antonio Lichauco *(Independent Director)*, 60 years old, Filipino, is concurrently the President of Asian Alliance Investment Corp., specializing in Investment Banking and Corporate Finance. He is also concurrently a Director of Automated Technology (Philippines), Inc. where he was previously Senior Vice-President and Chief Financial Officer. He also held positions at Insular Investment and Trust Corporation and at SGV & Co. He obtained his Master's Degree in Business Administration from Columbia University in New York, USA in 1989.

Executive Officers

The following are the names, ages, positions, citizenship and periods of service of the incumbent officers of the Company:

Name	Position	Age	Citizenship	Period during which individual has served as such [1]
Tarcisio M. Medalla	President and CEO	70	Filipino	Since 2018
Roger Leo A. Cariño	Treasurer	60	Filipino	Since 2018
Pablito O. Lim	Group, Chief Finance Officer and Chief Compliance Officer	61	Filipino	Since 2018
Sheri A. Inocencio	Chief Audit Executive	53	Filipino	Since 2018
Mayette H. Tapia	Corporate Secretary, General Counsel, Corporate Information Officer, and Investor Relations Officer	33	Filipino	Since 2018
Ana Maria A. Katigbak	Assistant Corporate Secretary	50	Filipino	Since 2018
Divine Grace M. Gandeza	Chief Risk Officer	33	Filipino	Since 2018

[1] Based on most recent appointment dates

Background, experience and positions held of each of the officers of the company is as follows:

Mr. Pablito O. Lim, 61 years old, Filipino, is the Chief Financial Officer of the Group since 2013 and currently the Compliance Officer of the Company. He was the former CFO of Stellar Philippines, Inc. and Stellar Global Solutions Philippines, Inc. Prior to joining the Group, he was the CFO of Brightpoint Italy and served as an Audit Executive in Sycip Gorres Velayo & Co., a member firm of Ernst & Young. He is also concurrently a Director of some of the Company's subsidiaries such as Simpro Solutions Philippines, Inc., Scopeworks Asia, Inc. and Paxys Realty, Inc. He is a Certified Public Accountant. He also completed the Executive Development Program and graduated with distinction from Management Development Program both at the Asian Institute of Management.

Ms. Sheri A. Inocencio, 53 years old, Filipino, is the Group's Chief Audit Executive (CAE). Prior to joining the Group, she was the Vice President for Finance in BA Continuum Philippines, Inc. (a subsidiary of Bank of America) from August 2013 up to February 2015 and in Advanced Contact Solutions, Inc. from March 2003 up to November 2008. She also held several key finance and audit roles in C3/Customer Contact Channels, Inc., Prople, Inc., NGL Pacific Ltd., Pacific Cable & DTU Systems, Inc., and SGV & Co. Ms. Inocencio graduated cum laude from University of the Philippines with a degree in Business Administration and Accountancy and is a Certified Public Accountant.

Atty. Mayette H. Tapia, 33 years old, Filipino, is the Corporate Secretary, General Counsel, Corporate Information Officer, and Investor Relations Officer beginning September 4, 2017. She previously served as a General Counsel of a multinational company and as an associate lawyer at Angara Abello Concepcion Regala & Cruz (ACCRA) Law Offices. She is currently a member of the Association of Southeast Asian Nation (ASEAN) Law Association and served as a corporate secretary of the San Beda Law Alumni Association Board of Trustees. She obtained her Bachelor of Laws degree from San Beda University-College of Law in Manila and became a member of the Integrated Bar of the Philippines on April 2013.

Atty. Ana Maria A. Katigbak, 50 years old, Filipino, is the Assistant Corporate Secretary of the Company and has held the office since 1997. She is a partner in Castillo, Laman, Tan, Pantaleon & San Jose Law Offices and also acts as Director of Mabuhay Holdings, Inc. and Vulcan Industrial and Mining Corp., Corporate Secretary of Energy Development Corporation, and Assistant Corporate Secretary of Paxys Inc., Premiere Horizon Alliance Corporation and Solid Group, Inc. She is a member of the Integrated Bar of the Philippines.

Ms. Divine Grace M. Gandeza, 33 years old, Filipino, is currently the Group's Chief Risk Officer and has been with the Group since September 2012. She has extensive background in risk management, finance, and internal audit from her experience in various positions held within the Paxys group and other listed companies in diverse industries such as service, retail, freight and supply chain, transportation and logistics. She's a Certified Public Accountant and a Certified Information Systems Auditor.

Term of Office of Directors

Each director of the Company holds office for a period of one year and until the annual meeting of stockholders is held next after his election and/or his successor shall have been elected and qualified, except in case of death, resignation, disqualification or removal from office.

Directors' Attendance

All directors met the SEC's requirements of more than 50% attendance. Directors' attendance for the board meetings held for the year 2018 are as follows.

Directors	Date of Board Meeting			
	27 Mar. 2018 Regular	10 May 2018 Regular	10 Aug 2018 Regular	10 Dec 2018 Organizational
Tarcisio M. Medalla	✓	✓	✓	✓
Roger Leo A. Cariño	✓	✓	✓	✓
Roberto A. Atendido	✓	✓	✓	✓
Christopher B. Maldia	✓	✓	✓	✓
Jose Antonio A. Lichauco	✓	✓	✓	✓
Lim Ghee Keong	✓	✓	✓	A
George Edwin Y. SyCip	✓	✓	✓	A

√- Present A – Absent R - Resigned

Directorships in Other Companies

The following are directorships held by directors and executive officers in other companies during the last five years:

Name of Director	Name of Corporation	Position	Period
Tarcisio M. Medalla	Pacific Online Systems Corporation	Director	2007 to present
Roger Leo A. Cariño	UT Foundation Inc.	Chairman/President	2011 to present
Roberto A. Atendido	Asian Alliance Investment Corp.	Vice Chairman/ Director	1996 to present
	Asian Alliance Holdings & Development Corp.	President/ Director	1996 to present
	Gyant Comida Corporation	Director/Shareholder	2015 to present
	Sinag Energy Philippines, Inc.	Vice Chairman/ Shareholder	2008 to present
	Sinag Global Energy Corporation	Director/Shareholder	2015 to present
	Myka Advisory & Consultancy Services, Inc.	Chairman/ Shareholder	2010 to present
	Macay Holdings, Inc.	Director	2014 to present
	West Palawan Premiere Development Corporation	Director	2016 to present
	Philippine Business Bank	Director	2006 to present
Jose Antonio A. Lichauco	Asian Alliance Investment Corp.	President	2013 to present
	Automated Technology (Philippines) Inc.	Director	2000 to present
George Edwin Y. SyCip	Asian Alliance Holdings and Development Corp.	Director	November 1995 to present
	Cityland Development Corp.	Director	December 2017 to present
	Premiere Horizon Alliance Corporation	Director	February 2018 to present

Nomination for Election of Directors

In accordance with the Company's By-Laws and Corporate Governance Manual, nominations for election of directors were submitted to the Company's Corporate Secretary at the Company's principal place of business at least thirty (30) days before the date of the Annual Meeting.

There will be seven (7) nominees for regular and independent directors. All nominees are currently incumbent directors.

Nominations for Independent Directors

In accordance with SRC Rule 38, the Company has established a Nomination and Governance Committee with the following as members:

1. Mr. Tarcisio M. Medalla (Chairman)
2. Mr. George Edwin Y. SyCip (Independent Director)
3. Mr. Jose Antonio A. Lichauco (Independent Director)
4. Mr. Roger Leo A. Cariño (non-voting)
5. Mr. Perry Maldia (non-voting)

The Nomination and Governance Committee has pre-screened in accordance with the criteria prescribed under SRC Rule 38 and the Company's Code of Corporate Governance, the nominations made by Mr. Tarcisio M. Medalla, Chairman and President of Paxys, of the following independent director nominees:

1) George Edwin Y. SyCip (incumbent)
2) Jose Antonio A. Lichauco (incumbent)

As of December 31, 2018, the above nominees have served the Company for a cumulative term of six (6) years reckoning from year 2012. None of these independent director nominees are officers nor employees of the Company or any of its subsidiaries nor related by affinity or consanguinity to the persons who nominated them or other relationships, which could reasonably be perceived to, materially interfere with the exercise of their independent judgment in carrying out their responsibilities as independent directors.

Both nominees have submitted a Certificate of Qualification as required by the Securities and Exchange Commission pursuant to its Notice dated October 20, 2006.

Significant Employees

All the employees are considered important assets of the Company who collectively make significant contributions to the Company.

Family Relationships

None of the directors and executive officers is related to each other by affinity or consanguinity.

Involvement of Directors and Executive Officers in Certain Legal Proceedings

None of the directors and executive officers was involved during the past five years and as of date of this report in any bankruptcy proceeding. Neither have they been convicted by final judgment in any criminal proceeding or been subject to any order, judgment or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, nor found in action by any court or administrative body to have violated a securities or commodities law.

In any case, its independent director, George Edwin Y. SyCip is involved in the following legal proceedings:

(1) Victory Fund Limited, Harvest All Investment Limited, Bondeast Private Limited, and Hedy S. C. Yap Chua (collectively, "**Complainants**"), who are minority stockholders of Alliance Select Foods International, Inc. ("**Alliance**"), filed a complaint against Jonathan Y. Dee, Alvin Y. Dee, Joanna Y. Dee-Laurel, George E. SyCip, Teresita Ladanga, Grace Dogillo, Arak Ratborihan, Raymond See, Marie Grace Vera Cruz, and Antonio Pacis (collectively, the "**Respondents**") who were or still are directors and/or officers of Alliance, for Syndicated *Estafa* and Falsification of Public Documents before the Office of the City Prosecutor in Manila ("**OCP-Manila**"). Respondent Jonathan Dee, *et al.* filed a counter-charge for Perjury against Hedy Yap-Chua. The OCP-Manila dismissed both complaints through a *Joint Resolution* dated July 12, 2016.

The Complainants then filed a *Petition for Partial Review* in the Department of Justice ("**DOJ**"),which was denied in the DOJ's *Joint Resolution* dated March 31, 2017. Thus, The Complainants filed a *Motion for Partial Reconsideration* , which the DOJ granted in its *Joint Resolution* dated March 27, 2018. The DOJ affirmed the dismissal of the Complainants' charges of Syndicated *Estafa* and Falsification of Public Documents against the Respondents but found probable cause to charge the Dees, George SyCip, Teresita Ladanga, Grace Dogillo, and Arak Ratborihan with simple *Estafa* under paragraph 2(a), Article 315 of the Revised Penal Code.

On April 5, 2018, Mr. SyCip received the March 27, 2018 Resolution and accordingly filed a timely *Motion for Reconsideration*.

Meanwhile, the Complainants filed a *Petition for Certiorari* in the Court of Appeals. Mr. SyCip thusfiled his *Comment* thereto on September 19, 2018.

The OCP-Manila wrote to DOJ Undersecretary Deo L. Marco seeking clarification on the latter's directive to file criminal *Informations* charging Jonathan Dee, *et al.*, including Mr. SyCip, with simple *Estafa*. Thus, Undersecretary Marco ordered the OCP-Manila to transfer the records to the Office of the City Prosecutor of Makati ("**OCP-Makati**").

Accordingly, the OCP-Makati filed the *Information* for simple *Estafa* against Jonathan Dee, *et al.*, including Mr. SyCip. The case entitled *People of the Philippines v. Jonathan Y. Dee, et al.*, and docketed as Criminal Case No. R-MKT-19-01308 is currently pending before the Regional Trial Court of Makati, Branch 57.

(2) On February 13, 2014, Dr. Albert Hong Hin Kay acting in his personal capacity and on behalf of three foreign corporations which are all stockholders of Alliance Select Foods International, Inc. ("**Alliance**"), filed a complaint against Mr. SyCip and Alliance's Assistant Corporate Secretary, Atty. Annsley Bangkas, for alleged violation of the complainant corporations' right to inspect under Secs. 74 and 75, in relation to Sec. 144, of the Corporation Code. The case was titled *Harvest All Investment Limited, et al. v. Annsley Bangkas, et al.* and initially docketed as I.S. No. XV-14-INV-14B-00503 at the Office of the City Prosecutor in Pasig ("**OCP-Pasig**").

Thereafter, the same foreign corporations filed on March 11, 2014 another criminal case for alleged violation of the right to inspect, this time against the following members of the Board: Mr. SyCip, Jonathan and Alvin Dee, and Ibarra Malonzo. The case was titled *Harvest All Investment Limited, et al. v. George SyCip, et al.* and initially docketed as I.S. No. XV-14-INV-14C-00974, at the OCP-Pasig. These cases were consolidated and transferred to the DOJ and re-docketed as NPS Docket Nos. XVI-INV-15B-00033 (formerly I.S. No. XV-14-INV-14B-00503) to 00034 (formerly I.S. No. XV-14-INV-14C-00974). These cases were initially dismissed by the DOJ. However, the DOJ later reversed its previous rulings through its *Resolution* dated December 4, 2017 and found probable cause to indict Mr. SyCip and his co-respondents. Mr. SyCip accordingly filed a *Motion for Reconsideration*, which is currently pending resolution.

At the same time, Albert and Hedy Yap-Chua filed a petition for inspection of Alliance's corporate books and records before the Regional Trial Court of Pasig on May 12, 2014. The petition, titled *Hedy S. C. Yap-Chua, et al. v. George E. SyCip, et al.*, is docketed as Commercial Case No. 14-219 (the "**Civil Inspection Case**") and is currently pending before Branch 161 of the Regional Trial Court of Pasig. The Civil Inspection Case is also based on the same Inspection Request in the above-stated criminal cases.

As a result of the issuance of the DOJ Resolution dated December 4, 2017, two (2) Informations for violation of Sec. 74 in relation to Sec. 144 of the Corporation Code were filed in January 2018 before the Metropolitan Trial Court of Pasig ("**MeTC Pasig**"). The criminal cases, titled *People of the Philippines v. Annsley Bungkas, et al.*, are docketed as Criminal Case Nos. M-PSG-18-00148-CR to 00149-CR and were raffled to Branch 72 of the MeTC-Pasig, which issued an *Order* dated February 23, 2018 finding probable cause for the issuance of warrants of arrest against all of the accused including Mr. SyCip. However, the trial court failed to rule on a previously filed *Motion to Suspend Due to a Prejudicial Question* in relation to the Civil Inspection Case.

Mr. SyCip received his copy of the February 23, 2018 Order and filed a *Motion for Reconsideration.* In a *Resolution* dated March 4, 2019, the Court, however, denied, among others, Mr. SyCip's April 16, 2018 *Motion for Reconsideration.* Thus, Mr. SyCip filed a *Petition for* Certiorari entitled *George E. SyCip v. Hon. Rolando A. De Guzman, Jr., et al.*, and docketed as Civil Case No. R-PSG-19-01833-CV, which is currently pending before the Regional Trial Court of Pasig, Branch 155.

Meanwhile, MeTC Pasig, Branch 72, granted the motion for voluntary inhibition filed by accused Alvin Y. Dee, *et al.*, through a *Resolution* dated June 28, 2019. The motion for reconsideration of Judge De Guzman, Jr.'s inhibition filed by the prosecution is currently pending.

Notwithstanding the existence of the legal proceedings involving Mr. SyCip, the Company does not find the same to be material to the evaluation of his ability or integrity to occupy the position of director for the current year, and to be elected again as director for the year 2019-2020.

Certain Relationships and Related Transactions

There has been no transaction during the last five years, nor is any transaction presently proposed, to which the Company was or is to be a party in which any director or executive officer of the Company, or nominee for election as a director, or owner of more than 10% of the Company's voting securities, or voting trust holder of 10% or more of any class of the Company's securities, or any member of the immediate family of any of the foregoing persons had or is to have a direct or indirect material interest. In the ordinary and regular course of business, the Company had or may have transactions with other companies in which some of the foregoing persons may have an interest.

Item 6. Compensation of Directors and Executive Officers

Summary of Compensation of Directors and Executive Officers

The table below shows the Company's Chief Executive Officer and four most highly compensated executive officers for the last three (3) years:

Name	Position
Tarcisio M. Medalla	President and CEO
Pablito O. Lim	Group Chief Finance Officer and Chief Compliance Officer
Sheri A. Inocencio	Chief Audit Executive
Mayette H. Tapia	Corporate Secretary, General Counsel, Corporate Information Officer, and Investor Relations Officer
Divine Grace M. Gandeza	Chief Risk Officer

The aggregate compensation paid or incurred during the last two fiscal years and estimated to be paid in the ensuing fiscal year of the Company's CEO and four most highly compensated executive officers, as well as the directors of the Company are as follows:

	Year	Total[1] (In Php Millions)
CEO and the four (4) above-named most highly compensated officers and all other directors unnamed as a group	2017	22.3[2]
	2018	33.0
	2019 (estimated)	32.5

The Company's By-laws provides that:

The Compensation of the members of the Board of Directors shall be at such reasonable amount as may be determined by the Board, subject to ratification by the stockholders.

As set by the Compensation and Remuneration Committee of the Company, the following are the key considerations in determining the proper remuneration of the directors and key officers of the Company: (i) the remuneration of the directors and key officers are commensurate to the responsibilities of the role (ii) no director shall participate in deciding on his remuneration, and (iii) the remuneration should consider long-term interests of the Company.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements.

There are no agreements between the registrant and its key management personnel providing for benefits upon termination of employment, except for such benefits to which they may be entitled under the law.

Warrants and Options Outstanding: Repricing

The Company has no outstanding warrants and options.

Item 7. Independent Public Accountants

a) The external auditor of the Company is Reyes, Tacandong & Co. (RT & Co.). The Audit, Risk and Related Party Transactions Committee[3] recommends to the Board of Directors the appointment of the external auditor and the fixing of the audit fees. The Board of Directors and stockholders approve the appointment of the external auditor.

b) Representatives of RT & Co. for the current year and for the most recently completed fiscal year are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions. Pursuant to the general requirements of SRC Rule 68 Par 3(b)(iv) "Compliance with the Five (5) Year Rotation of External Auditor", Ms. Haydee M. Reyes is eligible as Partner-in-Charge for 2018 audit.

c) There are no disagreements with our independent auditors on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure.

[1] Include salaries, bonuses, benefits, per diem and other fees
[2] Include compensation of one resigned director
[3] Audit, Risk, and Related Party Transactions Committee members are: 1) Mr. Jose Antonio Lichauco – Chairman; 2) Mr. George Edwin Y. SyCip; 3) Mr. Roberto A. Atendido; and 4) Mr. Roger Leo A. Cariño.

d) The consolidated fees billed for the audit of the Company's annual financial statements amounted to ₱1.5 million for 2018 and ₱1.3 million for 2017 and 2016.

e) There are no professional services rendered by the external auditor for tax accounting, compliance, advice, planning and any other form of tax services for the last two fiscal years. There is no other assurance and related services rendered by the external auditor. There are no other services provided by the external auditor other than the services reported above.

Item 8. Compensation Plans

No action is to be taken during the Annual Stockholders' Meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

No action is to be taken during the Annual Stockholders' Meeting with respect to authorization or issuance of any securities.

Item 10. Modification or Exchange of Securities

No action is to be taken during the Annual Stockholders' Meeting with respect to modification of any class of securities or the issuance or authorization for issuance of one class of securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

No action is to be taken during the Annual Stockholders' Meeting with respect to any matter specified in Items 9 or 10.

A copy of the Company's consolidated financial statements and a discussion by Management of its operations is included in the accompanying Management Report.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action is to be taken during the Annual Stockholders' Meeting with respect to any transaction involving: (a) merger or consolidation into or with any other person or of any other person into or with Paxys; (b) acquisitions or any of its security holders of securities of another person; (c) acquisition of any other going business or of the assets thereof; (d) sale or other transfer of all or any substantial part of the assets of the Group.

As disclosed in the 2017 Annual Report, Simpro Solutions Philippines, Inc. (SSPI), has amended its Articles of Incorporation shortening the term of its existence to up to June 30, 2018 only. Said amendment has been approved by the SSPI Board of Directors and stockholders on March 15, 2017 and by the Securities and Exchange Commission on May 24, 2017. By virtue of the Amended Articles of Incorporation, the corporate existence of SSPI has been dissolved effective June 30, 2018. Paxys has joint control in SSPI through its wholly-owned subsidiary, Paxys Ltd.

Item 13. Acquisition or Disposition of Property

No action is to be taken during the Annual Stockholders' Meeting with respect to acquisition or disposition of any property.

Item 14. Restatement of Accounts

No action is to be taken during the Annual Stockholders' Meeting with respect to restatement of any asset, capital or surplus account.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The Management Report, as set forth in the Annual Report, and the Minutes of the previous annual stockholders' meeting will be submitted for stockholder's approval.

Approval of the Annual Report constitutes a ratification of the Company's performance during the previous fiscal year as contained in the Annual Report.

Approval of the Minutes constitutes a ratification of the accuracy and faithfulness of the Minutes to the events that transpired during the meeting. This does not constitute a second approval of the same matters taken up at the annual stockholders' meeting, which was approved.

Item 16. Matters Not Required to be Submitted

No action is to be taken with respect to any matter that does not require the submission to a vote of security holders.

Item 17. Other Proposed Actions

A. Approval of the Minutes of the 2018 Annual Stockholders' Meeting and 2017 Annual Report and Audited Financial Statements

The minutes of the previous annual stockholders' meeting which includes the discussion of prior year's Annual and Management Reports will be presented to the stockholders for approval.

The Company's Audited Financial Statements as of 31 December 2018 is made part of the Company's 2018 Definitive Information Statement, copy of which is distributed to the stockholders of the Company at least 15 days prior to the Annual Stockholders' Meeting.

B. Ratification of Previous Corporate Acts

Among the major corporate acts for ratification by the stockholders in the annual stockholders' meeting are the following which were previously disclosed in the following Current Report (SEC Form 17-C):

Date Filed	Items Reported
5 November 2018	The Company submitted the certified list of stockholders of Paxys, Inc. as of 31 October 2018, the record date of our Annual Stockholders' Meeting, which is scheduled on 10 December 2018.
12 November 2018	The Company submitted to the Commission the notarized copy of Mr. Jose Antonio A. Lichauco's Certification of Independent Director and a copy of Mr. George Edwin Y. SyCip's Certification (consularized) with Undertaking.
13 November 2018	The Company submitted to the Commission the consularized copy of Mr. George Edwin Y. SyCip's Certification of Independent Director.
10 December 2018	The Company advised the Exchange of the highlights and results of the Annual Stockholders' Meeting held on 10 December 2018.

Date Filed	Items Reported
3 January 2019	The Company submitted the Directors' Attendance for 2018.
7 May 2019	The Company informed the Exchange that the annual meeting of the stockholders of Paxys, Inc. for the year 2019, which is scheduled to be held on any day in May, has been postponed to a later date. The purpose of the postponement is to provide the Board and management of Paxys with greater opportunity in determining the Company's strategic direction.
16 August 2019	The Company informed the Exchange that the scheduled annual meeting of the stockholders of Paxys Inc. is on 12 December 2019 at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City.
23 August 2019	The Company submitted the Certificate of Completion for Corporate Governance Seminar attended by Atty. Ana Maria A. Katigbak on 8 August 2019 at Green Sun, Chino Roces Avenue, Makati City
11 October 2019	The Company informed the Exchange of its new contact numbers in compliance with the directive of the National Telecommunications Commission.
5 November 2019	The Company submitted the certified list of stockholders of Paxys, Inc. as of 31 October 2019, the record date of our Annual Stockholders' Meeting, which is scheduled on 12 December 2019.
5 November 2019	The Company submitted to the Commission the notarized copy of Mr. Jose Antonio A. Lichauco's Certification of Independent Director and a copy of Mr. George Edwin Y. SyCip's Certification (consularized) with Undertaking.
12 November 2019	The Company submitted the Certificates of Completion for Corporate Governance Seminar for the Directors and Officers of Paxys, Inc. in compliance with the SEC Memorandum Circular No. 20 Series of 2013.
12 November 2019	The Company submitted to the Commission the consularized copy of Mr. George Edwin Y. SyCip's Certification of Independent Director.

A resolution to ratify the above acts, resolutions and proceedings of the Board of Directors, corporate officers and management shall be presented to the stockholders for approval.

C. Election of directors

In accordance with the Company's Corporate Governance Manual, all nominations for director were reviewed and evaluated by the Nominations and Governance Committee. The final list of nominees for directors including their background information, experiences and positions held are included in the Information Statement.

D. Appointment of External Auditors

A resolution for the appointment of the Company's external auditor for 2018 shall be presented to the stockholders for approval.

In line with good corporate governance practices, the Audit, Risk, and Related Party Transactions Committee provides recommendations to the Board of Directors of qualified auditing firms which can best provide assurance to the directors and stockholders on the fairness and integrity of the Company's financial statements and the adequacy of internal controls.

Item 19. Voting Procedures

For the election of directors, the seven (7) nominees receiving the most number of votes will be elected to the Board of Directors. Cumulative voting will be applied.

For all other matters to be taken up, majority vote of the outstanding capital stock present or represented at the meeting where a quorum exists will be sufficient. Voting shall be done *via voice* or by raising of hands and the votes cast for or against the matter submitted shall be tallied by the Corporate Secretary in case of division of the house.

CERTIFICATION

Upon the written request of the stockholders, the Company undertakes to furnish said stockholder with a copy of SEC Form 17-A free of charge. Any written request for a copy of SEC 17A shall be addressed to the following:

Attention: Atty. Mayette H. Tapia
Corporate Secretary and Corporate Information Officer
15/F 6750 Ayala Office Tower
Ayala Avenue, Makati City

After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on 12 November 2019.

PAXYS, INC.

By: **Tarcisio M. Medalla**
Chairman and President

Mayette H. Tapia
Corporate Secretary
and Corporate Information Officer

PAXYS, INC.
MANAGEMENT REPORT
Pursuant to RSA Rule 20(B)

For the 2019 Annual Stockholders' Meeting

General Nature and Business of the Company

Paxys, Inc. ("Paxys" or the "Company") is an investment holding company incorporated in the Philippines and listed on the Philippine Stock Exchange (stock symbol: PAX). It was formerly known as Fil-Hispano Holdings Corporation and registered with the Philippine Securities and Exchange Commission (SEC) on 14 February 1952. Its major shareholders are All Asia Customer Services Ltd (AACSHL), a privately-held company incorporated in Hong Kong, and Paxys NV, a wholly owned subsidiary of the Company, with 54.93% and 30.09% interests, respectively.

In 2004, the Company's principal shareholder undertook a reverse takeover of Paxys by injecting Advanced Contact Solutions, Inc. ("ACS") in exchange for a controlling stake in the Company. ACS at that time was a major call center in the Philippines. Effectively, Paxys became the first call center firm to be listed on the Philippine Stock Exchange. Thereafter, Paxys made several other investments in the business processes outsourcing (BPO) industry and other related businesses by means of acquisitions and joint ventures. Due to exigencies of the business, Paxys sold all of its equity interests in ACS in January 2011 and henceforth divested most of its BPO assets. At present, the Company's operating subsidiaries provide general transcription, proofreading, data conversion, contact center and back office outsourcing services. Previous investments of Paxys include the following:

- The Parent Company expanded its business and made several acquisitions in Australia through Paxys Australia Pty Ltd ("PAU"). The most significant acquisition was made in April 2006 when PAU acquired SmartSalary Pty Ltd ("SmartSalary"), a salary packaging company based in Australia. In 2009, SmartSalary acquired two major Australian providers of in-house salary packaging software solutions, namely, Melbourne System Group Pty Ltd and Seqoya Pty Ltd. In 2010, PAU incorporated a wholly-owned subsidiary, Smartfleet Management Pty Ltd ("Smartfleet"), for the purpose of engaging in fleet management-related business. Smartfleet further expanded by acquiring the assets of Webfleet Management Services Pty Ltd, a leading provider of software solutions for online fleet management. Smartfleet also acquired Australian Vehicle Consultants Pty Ltd, a fullservice fleet management company and a leading provider of vehicle maintenance services. Smartsalary also acquired PBI Benefit Solutions Pty Ltd, a company engaged in issuing credit card products to employees of public hospitals and public benevolent institutions in Australia. In June 2012, the Company, through Paxys N.V., sold its 100% interest in PAU and its subsidiaries to SmartGroup Investments Pty Ltd.

- In January 2007, Paxys, together with joint venture partner Stellar Global, Inc., established Stellar Global Solutions Philippines, Inc. ("SGSP"). SGSP was organized to provide cost-effective Philippine offshore outsourcing for the Australian and UK clients of the Stellar Community. In April 2011, SGSP formed a wholly-owned subsidiary – Stellar Philippines, Inc. ("Stellar Philippines") to further expand Stellar's operations in the Philippines. Paxys sold all of its equity interests in SGSP and Stellar Philippines to Stellar Global, Inc. in July 2013.

- In 2008, Paxys partnered with WNS Global Services Netherlands Cooperative U.A. ("WNS Global") to form WNS Philippines, Inc. Based in Mumbai India, WNS Global is a leading provider of business process outsourcing for various services such as banking, travel, telecommunications, logistics, insurance, and healthcare. In October 2011, Paxys transferred all of its equity interests in WNS Philippines, Inc. to its foreign partner.

- To further improve its IT capabilities and expertise, the Company acquired a majority stake in Ubaldo Reidenbach Solutions, Inc. ("URSI") in 2008. URSI is a Philippine company engaged in IT consultancy focusing on Linux, Open Source Software and Red Hat Software. In 2008, Paxys acquired majority ownership in Global Idealogy Corporation ("GIC"), a software solutions provider. In October 2012, Paxys transferred all of its equity interests in URSI in favor of URSI's minority shareholders. In August 2011, Paxys sold all of its equity interests in GIC in favor of GIC's minority shareholders.

In October 2014, Paxys N.V., a wholly-owned subsidiary of the Parent Company, completed a tender offer to acquire 345,622,477 common shares of the Parent Company representing 30.09% of its outstanding capital stock. AACSHL remains the majority shareholder owning 54.93% of the Parent Company's total issued and outstanding shares as of 31 December 2018. The public ownership level of Paxys is at 14.96% as of 31 December 2018.

The registered office address of the Parent Company is at 15th Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines.

Competition

Philippines is among the top 3 choices for offshore operations due to its strategic business location, steady supply of competent workers and world-class telecom infrastructure.

Our competition within the global BPO services industry includes US-based outsourcing companies and offshore BPO companies.

Sources and Availability of Raw Materials and the Names of Principal Suppliers

Paxys and its subsidiaries obtain equipment and other materials mostly from local suppliers. The Company is not dependent upon one or limited number of suppliers for essential equipment and other materials as it continuously looks for new suppliers that can satisfy the Company's requirements.

Major Customers

For the past year, the Company's major customers include UK courtrooms for the legal transcription services, Asia-Pacific for the data document processing, customers, television contents in Singapore, healthcare services consumers in Canada.

Related Party Transactions

Transactions between related parties mainly include cash advances for working capital advances and are accounted for at arms-length prices. In 2018, the Group extended cash advances in support of working capital requirements of ACS Pacific Limited amounting to ₱3.9 million.

Discontinued Operations

On May 6, 2015, SSPI terminated its Philippine operations due to non-renewal of its revenue contracts. Thereafter, SSPI amended its Articles of Incorporation shortening the term of its existence to June 30, 2018. Said amendment has been approved by the Board of Directors on March 15, 2017 and by the Securities and Exchange Commission on May 24, 2017. By virtue of the Amended Articles of Incorporation, the Corporation has dissolved its corporate existence on June 30, 2018. Paxys has joint control in SSPI through its wholly-owned subsidiary, Paxys Ltd.

Licenses

On 25 November 2009, SWA's registration of its expanding business process outsourcing service in the field of data transcription activity was approved by the Board of Investments (BOI). This certification entitles SWA to a three-year Income Tax Holiday (ITH) starting December 2009 until November 2012. The ITH shall be limited only to the revenue generated from the registered expansion project. As a registered entity, SeWA is required to export at least 70% of its total services, among other requirements. The ITH incentive has expired in November 2012. Thus, starting 1 December 2012, SWA is subjected to 30% regular corporate income tax.

Simpro Philippines[1] was registered with the Philippine Economic Zone Authority in October 2012 as an Ecozone Information Technology Enterprise. Under Simpro's registration conditions, Simpro's operations shall not be entitled to ITH, but shall be entitled only to the 5% Gross Income Tax (5% GIT) incentive, in lieu of all national and local taxes, including the additional deduction of training expenses, as provided in RA 7916, as amended, and to incentives under Article77, Book VI of EO 226.

Need for any government approval of principal products or services

There are no products or services that need any government approval.

Effect of existing or probable governmental regulations on the business

The limitation and conditions on ScopeWorks imposed by BOI has already ended in November 2012. Starting calendar and taxable year 2013, ScopeWorks is subject to government regulations same as regular business entity. Simpro Philippines is subject to the export sales requirements prescribed for Economic IT Enterprises.

Research and Development

The Company has not spent any amount during the last three fiscal years on research and development activities.

Environmental Matters

The Company is not involved in any action or proceeding involving non-compliance in any material respect with relevant environmental laws and regulations of the Philippines.

Employee and Labor Relations

As of 31 December 2018, the Group has 167 employees, including regular, project-based and probationary employees. There are no existing bargaining agreements (CBA) covering the Company's employees nor its subsidiaries.

The Group provides its employees with medical insurance and leave benefits. For professional development, the Group provides for team building activities and offers training programs that address the specific needs of employees. To foster work-life balance, the Group sponsors among others, annual summer and year-end activities.

Legal Proceedings

There are no material pending legal proceedings to which the Company or any of its subsidiary or affiliates is a party, or of which any of their property is the subject.

---

1 *Please refer to Discontinued Operations*

Market Price of and Dividends on Common Equity

Market Information

The Company's common shares are traded on the Philippine Stock Exchange. As of 30 September 2019, last traded price was Php3.00 per share. Trading prices for each quarter within the last two fiscal years are set forth below:

	Closing Prices	
	High	**Low**
2019		
First quarter	3.75	3.02
Second quarter	3.38	3.02
Third quarter	3.07	2.76
2018		
First quarter	3.60	2.72
Second quarter	3.91	2.74
Third quarter	3.95	3.04
Fourth quarter	3.50	2.95
2017		
First quarter	4.83	3.00
Second quarter	3.15	2.90
Third quarter	3.44	2.85
Fourth quarter	4.21	2.76

Shareholders

As of 30 September 2019, the number of stockholders of record in the Company's stock and transfer book is 714. The common shares issued is 1,148,534,866 based on the last Report on Number of Shareholders. The list of the top 20 stockholders of Paxys common shares as of 30 September 2019 are as follows:

Name	No. of Shares Held	Percentage to Total
All Asia Customer Services Holdings Ltd.*	621,260,820	54.09%
PCD Nominee Corporation (Non-Filipino)	464,498,402	40.44%
PCD Nominee Corporation (Filipino)	60,819,832	5.30%
Kho, Jimmy Jao	300,000	0.03%
Chua, Carmen	216,276	0.02%
Granados, Juan P.	158,112	0.01%
Yao Shiong Shio	95,184	0.01%
Kaw Sek & Company	86,088	0.01%
Lim, Ghee Keong	81,800[1]	0.01%
Paredes, Antonio	79,728	0.01%
Urrutia, Kevin	75,000	0.01%
Willis, Hugh Warren	63,111	0.01%
Jalandoni, Rodegelio M.	62,052	0.01%
Celis, Angela	55,776	0.00%
Martinez, Emilio G.	55,236	0.00%
Santiago, Eduardo A.	37,920	0.00%
Tangco, Francisco F.	37,896	0.00%
Co, Victor C.	31,536	0.00%

[1] *Does not include the 1,000 lodged and uncertificated shares.*

Name	No. of Shares Held	Percentage to Total
Asiamerit Securities, Inc	24,000	0.00%
Reyes, Leopoldo T.	19,800	0.00%
Total	**1,148,058,569**	**99.96%**

**AACSHL 9,583,218 shares are currently lodged under PCD Nominee (Non-Filipino). Total ownership of AASCHL is at 630,844,038 which is 54.93% of the total outstanding shares.*

Dividends

There were no dividends declared to public for the last three (3) years. As of 31 December 2018, there are no restrictions imposed on the Company on the declaration of cash or property dividends. There are no recent sales of unregistered or exempt securities including recent issuance of securities constituting an exempt transaction.

Recent Sales of Unregistered or Exempt Securities

(a) Securities Sold - Not applicable.

(b) Underwriters and Other Purchasers - Not applicable.

(c) Consideration - Not applicable.

(d) Exemption from Registration Claimed - Not applicable.

Management's Discussion and Analysis of Financial Condition and Plan of Operations

The following discussion and analysis of the Company should be read in conjunction with the accompanying audited consolidated financial statements and the related notes as at and for the year ended December 31, 2018, 2017 and 2016, which form part of this report. All amounts are in thousand pesos unless otherwise stated.

Year Ended December 31, 2018

Financial and Operational Highlights

Below is a summary of the Group's operations for the year ended 31 December 2017 and 2016:

In Php'000, except percentage	2018	2017	Y18 vs Y17
Service Income	₱86,477	₱79,205	9%
Gross Profit	20,971	12,684	65%
EBITDA[1]	22,805	8,993	154%
Loss from operations[2]	(80,621)	(73,142)	10%
Net Income attributable to equity holders	14,087	1,954	621%

Service income of the Group, pertaining to the revenue from the remaining operating subsidiary - SWA, grew by 9% in 2018 as compared to 2017.

Revenue growth came mainly from increase in the volume of the business of SWA and additional revenue streams coming from the new site in Alabang, Muntinlupa. Coupled with cost efficiencies, the improvement resulted to a 65% improvement in the Group's Gross Profit in 2018 versus 2017.

The Group's Operations resulted to a loss of amounting to ₱80.6 million and ₱73.1 million as at December 31, 2018 and 2017, respectively. However, the Group earned Interest Income from its surplus funds amounting to ₱95.4 million and ₱74.9 million as at December 31, 2018 and 2017, respectively, or growth of about 27%. This, together with net foreign exchange gain and other income of the Group more than covered the Group's overhead and resulted to Net Income for the year of ₱14.1 million. Compared with prior year results, the Group's Net Income in 2018 is higher by 621%. EBITDA is also at positive ₱22.8 million.

Financial Condition

The Group's total assets as at December 31, 2018 has increased by ₱149.8 million. This is mainly due to the operating income of the Group and the gain on translation of Paxys NV's dollar-denominated funds which is shown in the Equity section of the audited consolidated statements of financial position under "Other Equity Reserves".

Following are the highlights of the Group's financial position as at December 31, 2018 and 2017:

In Php'000, except percentage	2018	2017	Y18 vs Y17
Current Assets	₱3,884,972	₱3,742,200	4%
Noncurrent Assets	20,419	13,395	52%
Assets	3,905,391	3,755,595	4%
Current Liabilities	28,882	26,692	8%
Noncurrent Liabilities	12,880	4,064	217%
Equity	3,863,629	3,724,839	4%

1 *EBITDA is defined as Earnings Before Interest Expense, Income Taxes, Depreciation and Amortization.*
2 *Operating Income (Loss) = Gross Profit - Gen & Admin Expenses*

Liquidity and Capital Resources

The cash used in investing activities pertain mainly to translation gain on the dollar Investment Securities of the Group.

The Company's management believes that the current level of cash generated from operations and the borrowing capability are sufficient to meet the Company's immediate future cash needs. The Company does not anticipate any liquidity problems that may arise from its operating activities in the near future.

In Php'000, except percentage	2018	2017	Y18 vs Y17
Net Cash provided by (used in) Operating Activities	₱34,075	(₱13,164)	359%
Net Cash used in Investing Activities	229,580	(95,359)	341%
Net Cash used in Financing Activities	263,655	-	343%
Net decrease in cash and cash equivalents	₱34,075	(108,523)	359%

Updates on Operating Subsidiary - ScopeWorks Asia, Inc. (SWA)

Service Income of SWA grew by 9% in 2018 as compared to 2017. This revenue growth is mainly driven by the increase in the volume from its data conversion account for a UK client. SWA also had additional revenue streams in 2018 coming mainly from its new site in Alabang, Muntinlupa which provides facility and services to a client covering work-ready seats to be used for business process outsourcing and shared services.

In terms of operations, SWA's cost efficiency is better in 2018 as compared to 2017. The direct cost has improved from ₱66.5 million in 2017 to ₱65.5 million in 2018 resulting to a Gross Profit which increase by 65% or ₱21.0 million in 2018 as compared to ₱12.7 million in 2017.

SWA is continuously looking for additional opportunities to further increase its revenues.
SWA's financial highlights for the years ended 31 December 2018 and 2016:

In Php'000, except percentage	2018	2017	Y18 vs Y17
Service Income	₱86,477	₱79,205	9%
Gross Profit	20,971	12,684	65%
EBITDA[1]	5,549	2,634	111%
Net Income	3,228	1,311	146%

Key Performance Indicators

The following are the major financial ratios of the Company for the year ended 31 December 2018 and year ended 31 December 2017:

	2018	2017	Y18 vs Y17
Current Ratio[2]	134.1	140.2	(4%)
Debt to Equity Ratio[3]	0.01	0.01	-
Return on Equity[4]	0.36%	0.05%	620%
EBITDA Margin	26%	11%	136%
Net Income margin	16%	2%	700%

1 *EBITDA is defined as Earnings Before Interest Expense, Income Taxes, Depreciation and Amortization.*
2 *Current Assets/Current Liabilities*
3 *Total Liabilities/Total Stockholders' Equity*
4 *Net Income / [(Equity end + Equity beg – Net Income)/2]*

Plan of Operation

1. The Group is continuously evaluating other investment opportunities. There are prospects and potential investment partners but these are still at the very early stage and none has been finalized to date. Paxys will continue to provide updates to its shareholders once any of the prospective investment opportunities proceed to the next level.

2. Other than Cash, the Group's main assets consist of cash equivalents, investments in short duration bonds, and available-for-sale assets. These assets are highly liquid and are convertible to cash as soon as additional cash requirement arises. The Management believes that it has sufficient level of fund to meet its cash requirement in the next twelve (12) months. The Group does not anticipate any liquidity problems that may arise from its operating activities in the near future.

3. There are no expected purchase or sale of plant and significant equipment in the near term.

4. There are no expected significant changes in the number of employees in the Group.

Others Matters

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 Code, to wit:

1. There are no known trends or any demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way. The Company does not anticipate any cash flow or liquidity problems within the next 12 months. As discussed in the Management's Discussion and Analysis of Financial Conditions and Results of Operations above, the management believes that the current level of cash generated from Operations and borrowing capability are sufficient to meet the Company's immediate cash needs.

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

3. There were no material commitments for expansion or capital expenditures as of reporting period.

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

5. There are no unusual items as to nature and amount affecting assets, liabilities, equity, net income or cash flows, except those stated in Management's Discussion and Analysis of Financial Conditions and Results of Operations.

6. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or an unfavorable impact on net sales or revenue or income from continuing operation.

7. The causes for any material change from period to period are stated under Management's discussion and analysis section "financial condition".

8. The effects of seasonality or cyclicality on the operations of the Company's business are not material.

9. There were no material changes in estimates of amounts reported in interim periods of the current year or changes in estimates of amounts reported in prior financial years.

Year Ended December 31, 2017

Financial and Operational Highlights

Below is a summary of the Group's operations for the year ended 31 December 2017 and 2016:

In Php'000, except percentage	2017	2016	Y17 vs Y16
Service Income	₱79,205	₱92,073	(14%)
Gross Profit	12,684	12,258	3%
EBITDA[1]	8,993	19,739	(54%)
Loss from operations[2]	(73,142)	(65,070)	12%
Net Income attributable to equity holders	1,954	11,830	(83%)

Service income as the December 31, 2017 and 2016 pertain to the revenue from the remaining operating subsidiary of the Group, SWA.

SWA revenues went down by 14% mainly due to lower volume. At the Gross Profit level, the impact of this shortfall was tempered by lower direct cost resulting primarily from effective planning and management of workforce in response to the decline in volume.

SWA continue to generate income from operations and recorded ₱1.3 million and ₱5.9 million Net Income as at December 31, 2017 and 2016, respectively. Meanwhile, the Group's total interest income from surplus funds are about ₱74.9 million and ₱66.8 million as at December 31, 2017 and 2016, respectively. These effectively offset the overhead costs of the Parent Company and results to a consolidated Net Income and positive EBITDA of ₱9.0 million and ₱19.7 million, respectively.

Compared with prior year results, the Group's Net Income went down by 83% due to one-off net gain in 2016 amounting to P6.8 million. Excluding the one-off gain, Net Income has decreased by about 61% mainly due to higher operating expenses related to business development activities of the Parent Company.

Financial Condition

Main movement in the Group's Balance Sheet in 2017 versus 2016 is the increase in total assets by about ₱12.7 million. This increase is driven mainly by the gain in translation of Paxys NV's dollar-denominated funds and the income generated from the operating subsidiary. The translation gain is shown in the Equity section of the audited consolidated statements of financial position under "Other Equity Reserves".

Following are the highlights of the Group's financial position as at December 31, 2017 and 2016:

In Php'000, except percentage	2017	2016	Y17 vs Y16
Current Assets	₱3,742,200	₱3,728,440	0.4%
Noncurrent Assets	13,395	14,493	(7.6%)
Assets	3,755,595	3,742,933	0.3%

1 *EBITDA is defined as Earnings Before Interest Expense, Income Taxes, Depreciation and Amortization.*
2 *Operating Income (Loss) = Gross Profit - Gen & Admin Expenses*

In Php '000, except percentage	2017	2016	Y17 vs Y16
Current Liabilities	26,692	34,230	(22%)
Noncurrent Liabilities	4,064	5,258	(23%)
Equity	3,724,839	3,703,445	0.6%

Liquidity and Capital Resources

The cash used in investing activities pertain mainly to purchase of additional investments in short-duration bonds and managed funds. These are classified as Held-to-Maturity Investments and Available-for-Sale financial assets in the consolidated financial position.

The management believes that the current level of cash generated from operations and the borrowing capability are sufficient to meet the Company's immediate future cash requirement. The Company does not anticipate any liquidity problems that may arise from its operating activities in the near future.

In Php '000, except percentage	2017	2016	Y17 vs Y16
Net Cash provided by (used in) Operating Activities	(₱13,164)	₱19,730	(167%)
Net Cash used in Investing Activities	(95,359)	(285,112)	67%
Net Cash used in Financing Activities	-	-	-
Net decrease in cash and cash equivalents	(108,523)	(265,382)	59%

Updates on Operating Subsidiary - ScopeWorks Asia, Inc. (SWA)

Service income has decreased year on year due to lower demand for transcription service as a result of technological improvements. SWA takes serious measures to address the decreasing revenue volume. In 2016, SWA consolidated its site operations to Laguna resulting to both to lower direct and general expenses. Several mitigating measures were also put in place to address potential losses caused by decreased volume. As a result, SWA recorded a Net Income of P1.3 and P5.9 million as at December 31, 2017 and 2016, respectively. EBITDA is also positive at P2.6 million and P7.7 million for 2017 and 2016, respectively.

SWA is continuously looking for new business opportunities where it can deploy its current operational resources.

SWA's financial highlights for the years ended 31 December 2017 and 2016:

In Php '000, except percentage	2017	2016	Y17 vs Y16
Service Income	₱79,205	₱92,073	(14%)
Gross Profit	12,684	12,226	4%
EBITDA[1]	2,634	7,657	(66%)
Net Income	1,311	5,911	(78%)

Key Performance Indicators

The following are the major financial ratios of the Company for the year ended 31 December 2017 and year ended 31 December 2016:

	2017	2016	Y17 vs Y16
Current Ratio[2]	140.2	108.9	29%
Debt to Equity Ratio[3]	0.01	0.01	-
Return on Equity[1]	0.05%	0.32%	(84%)

1 *EBITDA is defined as Earnings Before Interest Expense, Income Taxes, Depreciation and Amortization.*
2 *Current Assets/Current Liabilities*
3 *Total Liabilities/Total Stockholders' Equity*

	2017	2016	Y17 vs Y16
EBITDA Margin	11%	21%	(47%)
Net Income margin	2%	13%	(81%)

Plan of Operation

1. The Group is continuously evaluating other investment opportunities. There are prospects and potential investment partners but these are still at the very early stage and none has been finalized to date. Paxys will continue to provide updates to its shareholders once any of the prospective investment opportunities proceed to the next level.

2. Other than Cash, the Group's main assets consist of cash equivalents, investments in short duration bonds, and available-for-sale assets. These assets are highly liquid and are convertible to cash as soon as additional cash requirement arises. The Management believes that it has sufficient level of fund to meet its cash requirement in the next twelve (12) months. The Group does not anticipate any liquidity problems that may arise from its operating activities in the near future.

3. There are no expected purchase or sale of plant and significant equipment in the near term.

4. There are no expected significant changes in the number of employees in the Group.

Others Matters

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 Code, to wit:

1. There are no known trends or any demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way. The Company does not anticipate any cash flow or liquidity problems within the next 12 months. As discussed in the Management's Discussion and Analysis of Financial Conditions and Results of Operations above, the management believes that the current level of cash generated from Operations and borrowing capability are sufficient to meet the Company's immediate cash needs.

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

3. There were no material commitments for expansion or capital expenditures as of reporting period.

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

5. There are no unusual items as to nature and amount affecting assets, liabilities, equity, net income or cash flows, except those stated in Management's Discussion and Analysis of Financial Conditions and Results of Operations.

[1] *Net Income / [(Equity end + Equity beg – Net Income)/2]*

6. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or an unfavorable impact on net sales or revenue or income from continuing operation.

7. The causes for any material change from period to period are stated under Management's discussion and analysis section "financial condition".

8. The effects of seasonality or cyclicality on the operations of the Company's business are not material.

9. There were no material changes in estimates of amounts reported in interim periods of the current year or changes in estimates of amounts reported in prior financial years.

Year Ended December 31, 2016

Financial and Operational Highlights

The remaining operating subsidiary of the Group, ScopeWorks Asia (SWA), provided revenues for the group as at 31 December 2016 and 31 December 2015.

Below is a summary of the Group's operations for the years ended 31 December 2016 and 2015:

In Php'000, except percentage	2016	2015	Y16 vs Y15
Service Income	₱92,073	₱134,700	(32%)
Gross Profit	12,258	15,767	(22%)
EBITDA[1]	19,739	(3,842)	614%
Loss from operations[2]	(65,070)	(63,841)	2%
Net Income (Loss) attributable to equity holders	11,830	(12,569)	194%

Service Income for the year 2016 went down to ₱92.1 million for a 32% or ₱42.6 million decrease versus 2015 mainly due to the lower volume of business of SWA. However, there were savings in personnel because of the lower volume and lower premise costs due to site consolidation. Thus, the decrease in the Gross Profit was minimized at ₱3.5 million or 22% decrease versus prior year.

The Interest Income from surplus funds of the Group continue to generate additional cash flows. In 2016, surplus funds were invested in various local and international banks with higher yield rates (classified as Available-for-Sale financial assets and Held-to-Maturity Investments in the consolidated financial statements) resulting to an increase in Interest Income in the amount of ₱66.8 million or 54% versus prior year Interest Income of ₱43.3 million. This together with favourable gain in foreign exchange rate and cost efficiencies of the holding company and its operating subsidiary resulted in a 194% turnaround in the Group's Net Income of ₱11.8 million versus Net Loss of ₱12.5 million in 2015.

Financial Condition

Main movement in the Group's Balance Sheet is the increase in total assets and equity of ₱147.7 million and ₱160 million as at and for the year ended 31 December 2016 and 2015, respectively. This increase is driven mainly by the gain in translation of Paxys NV's dollar-denominated funds and the income generated from the operating subsidiary. The translation gain is shown in the Equity section of the audited consolidated statements of financial position under "Other Equity Reserves".

[1] *EBITDA is defined as Earnings Before Interest Expense, Income Taxes, Depreciation and Amortization.*
[2] *Operating Income (Loss) = Gross Profit - Gen & Admin Expenses*

Following are the highlights of the Group's financial position as at December 31, 2016 and 2015:

In Php '000, except percentage	2016	2015	Y16 vs Y15
Current Assets	₱3,728,440	₱3,579,165	4%
Noncurrent Assets	14,493	16,037	(10%)
Assets	3,742,933	3,595,202	4%
Current Liabilities	34,230	45,010	(23%)
Noncurrent Liabilities	5,258	6,789	(23%)
Equity	3,703,445	3,543,403	4%

Liquidity and Capital Resources

The Company's total Cash and Cash Equivalents decreased by ₱265 million and ₱365 million, in 2016 and 2015, respectively. This decrease is due to additional investments in short-duration bonds and managed funds, which are classified as Held-to-Maturity investments as shown in the audited consolidated financial statements.

The management believes that the current level of cash generated from operations and the borrowing capability are sufficient to meet the Company's immediate future cash requirement. The Company does not anticipate any liquidity problems that may arise from its operating activities in the near future.

In Php '000, except percentage	2016	2015	Y16 vs Y15
Net Cash provided by (used in) Operating Activities	₱19,730	(₱16,597)	219%
Net Cash used in Investing Activities	(285,112)	(333,360)	14%
Net Cash used in Financing Activities	-	-	-
Net decrease in cash and cash equivalents	(265,382)	(349,957)	24%

Updates on Operating Subsidiary - ScopeWorks Asia, Inc. (SWA)

Service income has decreased year on year over the past three years because of lower demand for transcription service due to technological improvements. As such, SWA has taken serious measures to address lower revenue volume. One of the major changes implemented includes the consolidation of site operations. With this improvement, the total direct and general expenses went down by 36% or ₱51.7 million, resulting to higher bottomline of ₱5.9 million, i.e. 364% better than the previous year. EBITDA is positive for both years.

SWA's financial highlights as at 31 December 2016:

In Php'000, except percentage	2016	2015	Y16 vs Y15
Service Income	₱92,073	₱134,700	(32%)
Gross Profit	12,226	15,767	(22%)
EBITDA[1]	7,657	3,522	118%
Net Income	5,911	1,273	364%

Despite lower revenues, SWA was able to maintain its good performance. SWA believes that hiring and training the right people combined with good management and leadership strategies are the recipe to have good returns in the BPO industry. In 2016, the team's efforts enabled the Company to earn financial rewards from the clients. Such rewards formed part of the revenues in 2016, but other than monetary inflows, the Management see that this consistent good performance will bring in more business opportunities to the Company.

Key Performance Indicators

The following are the major financial ratios of the Company for the year ended 31 December 2016 and year ended 31 December 2015:

	2016	2015	Y16 vs Y15
Current Ratio[1]	108.9:1	79.5:1	37%
Debt to Equity Ratio[2]	0.01:1	0.01:1	-
Return on Equity[3]	0.3%	(0.4%)	175%
EBITDA Margin	21%	(3%)	800%
Net Income margin	13%	(9%)	244%

Plan of Operation

1. The Group is continuously evaluating other investment opportunities. There are prospects and potential investment partners but these are still at the very early stage and none has been finalized to date. Paxys will continue to provide updates to its shareholders once any of the prospective investment opportunities proceed to the next level.

2. Other than Cash, the Group's main assets consist of cash equivalents, investments in short duration bonds, and available-for-sale assets. These assets are highly liquid and are convertible to cash as soon as additional cash requirement arises. The Management believes that it has sufficient level of fund to meet its cash requirement in the next twelve (12) months. The Group does not anticipate any liquidity problems that may arise from its operating activities in the near future.

3. There are no expected purchase or sale of plant and significant equipment in the near term.

4. There are no expected significant changes in the number of employees in the Group.

Others Matters

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 Code, to wit:

1. There are no known trends or any demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way. The Company does not anticipate any cash flow or liquidity problems within the next 12 months. As discussed in the Management's Discussion and Analysis of Financial Conditions and Results of Operations above, the management believes that the current level of cash generated from Operations and borrowing capability are sufficient to meet the Company's immediate cash needs.

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

3. There were no material commitments for expansion or capital expenditures as of reporting period.

---

1 *Current Assets/Current Liabilities*

2 *Total Liabilities/Total Stockholders' Equity*

3 *Net Income / [(Equity end + Equity beg – Net Income)/2]*

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

5. There are no unusual items as to nature and amount affecting assets, liabilities, equity, net income or cash flows, except those stated in Management's Discussion and Analysis of Financial Conditions and Results of Operations.

6. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or an unfavorable impact on net sales or revenue or income from continuing operation.

7. The causes for any material change from period to period are stated under Management's discussion and analysis section "financial condition".

8. The effects of seasonality or cyclicality on the operations of the Company's business are not material.

9. There were no material changes in estimates of amounts reported in interim periods of the current year or changes in estimates of amounts reported in prior financial years.

Compliance with Corporate Governance Practices

The Board of Directors and management, employees and shareholders of Paxys, Inc. firmly believe that good corporate governance is a key component of what constitutes sound strategic business management that will support its pursuit of sustainable long-term shareholder value. Our approach to governance is predicated on the belief that good governance is closely linked to the creation of long-term shareholder value. The basic structures for the company's corporate governance are primarily contained in its Articles of Incorporation and By-laws, Manual on Corporate Governance and its Code of Ethics. The Board recognizes that it is accountable to the company's shareholders for good governance.

The Company continues to have four (4) Board Committees namely the Executive Committee, the Audit and Risk Management Committee, the Nominations Committee and the Compensation and Remuneration Committee. The Audit and Risk Management Committee, in keeping with regulatory requirements, has updated its Committee Evaluation and Rating System in 2012. Upon review of its charter and evaluation of its performance based on defined rating system, the Committee in 2012 assessed its performance to be satisfactory, able to engage the Board, management and other stakeholders in risk management, control and governance processes to bring about a positive impact while furthering the goals of the company.

Management and the Board continues to assess the company's risks and implements measures to curb and address its exposures while at the same time optimizing opportunities relative to these risks. The Company monetized several investments in 2012. The Company's strong liquidity allows it financial flexibility and prepared for future growth and business opportunities. Henceforth, the Company's Directors and management believes it has adequate resources to continue in operation and as such continue to adopt a going concern basis for the annual report.

Republic of the Philippines)
Makati City) S.S.

CERTIFICATION

I, **MAYETTE H. TAPIA**, of legal age, Filipino citizen, with office address at 15th Floor 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines, after having been sworn under oath in accordance with law hereby depose and state that:

1. I am the Corporate Secretary and Corporate Information Officer of **PAXYS, INC.** (the "Company"), a corporation duly organized under Philippine law with principal office at 15th Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines;

2. I hereby certify that based on information provided to me, none of the following directors and officers of the Company, as of the date of this certification, are employed by nor work for the Philippine Government:

   a) Tarcisio M. Medalla
   b) Roger Leo A. Cariño
   c) Christopher B. Maldia
   d) Lim Ghee Keong
   e) Roberto A. Atendido
   f) Jose Antonio A. Lichauco
   g) George Edward Y. SyCip
   h) Pablito O. Lim
   i) Mayette H. Tapia
   j) Ana Maria A. Katigbak
   k) Sheri A. Inocencio
   l) Divine Grace M. Gandeza

3. I have executed this Certification to attest to the truth of the foregoing facts as required by the Securities and Exchange Commission.

IN WITNESS WHEREOF, I have signed this Certification on this OCT 07 2019 at Makati City.

MAYETTE H. TAPIA
Affiant

SUBSCRIBED AND SWORN on this OCT 07 2019 at MAKATI CITY affiant exhibiting to me the following competent evidence of identity:

Name	Competent Evidence of Identity	
	Type of ID and Number	Date and Place of Issue
Mayette H. Tapia	Philippine Passport No. [redacted]	Issued on [redacted] by DFA [redacted] which expires on [redacted]

Doc. No. 228
Page No. 47
Book No. 16
Series of 2019.

ATTY. VIRGILIO R. BATALLA
NOTARY PUBLIC FOR MAKATI CITY
APPT. NO. M-87- UNTIL DEC. 31, 2020
ROLL OF ATTY. NO. 48348
MCLE COMPLIANCE NO. VI-0022250/4-4-2019
IBP O.R No.706762-LIFETIME MEMBER JAN. 29, 2007
PTR No.7333033- JAN 03, 2019- MAKATI CITY
EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST.
MAKATI CITY

ANNEX "A"

111052019003423

SECURITIES AND EXCHANGE COMMISSION

SECBuilding,EDSA,Greenhills,MandaluyongCity,MetroManila,Philippines
Tel:(632) 726-0931 to 39 Fax:(632) 725-5293 Email: mis@sec.gov.ph

Barcode Page

The following document has been received:

Receiving Officer/Encoder : Mark Jason L. Orcine - COS
Receiving Branch : SEC Head Office
Receipt Date and Time : November 05, 2019 04:56:44 PM
Received From : Head Office

Company Representative

Doc Source

Company Information

SEC Registration No.	0000006609
Company Name	PAXYS INC.
Industry Classification	
Company Type	Stock Corporation

Document Information

Document ID	111052019003423
Document Type	17-C (FORM 11-C:CURRENT DISCL/RPT)
Document Code	17-C
Period Covered	October 17, 2019
No. of Days Late	0
Department	CFD
Remarks	CERTIFICATE OF INDEPENDENT DIRECTORS

COVER SHEET

6609

S.E.C. Registration Number

PAXYS, INC.

(Company's Full Name)

15TH FLOOR, 6750 AYALA OFFICE TOWER, AYALA AVENUE, MAKATI CITY

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

MAYETTE H. TAPIA	(+632) 8250-3800
Contact Person	Company Telephone Number

12	31	Certificate of Independent Directors	05	
Month	Day	FORM TYPE	Month	Day

Fiscal Year

Secondary License Type, If Applicable

Annual Meeting

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JOSE ANTONIO A. LICHAUCO**, Filipino, of legal age and a resident of [redacted], after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of Paxys, Inc. and have been its independent director since May 2004.

2. I am affiliated with the following companies and organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
Asian Alliance Investment Corporation	President	2005 to Present
Automated Technology (Phil.), Inc.	Director and Treasurer	2000 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Paxys, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any director, officer or substantial shareholder of Paxys, Inc. and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Implementing Rules of the Securities Regulation Code (Republic Act 8799).

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am neither an officer nor an employee of any government agency or government-owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of Paxys, Inc. of any changes in the abovementioned information within five (5) days from its occurrence.

DONE this OCT 17 2019 at Makati City.

JOSE ANTONIO A. LICHAUCO

SUBSCRIBED AND SWORN to before me this OCT 17 2019 at MAKATI CITY, affiant exhibiting to me his Philippine Passport No. [redacted] issued by DFA [redacted] on 07 August 2019 which expires on 06 August 2029.

Doc. No. 278;
Page No. 17;
Book No. 24;
Series of 2019.

ATTY. VIRGILIO R. BATALLA
NOTARY PUBLIC FOR MAKATI CITY
APPT NO. M-87 UNTIL DEC 31, 2020
ROLL OF ATTY NO. 48348
MCLE COMPLIANCE NO. VI-0022250/4-4-2019
IBP O.R No.705?? - LIFETIME MEMBER JAN 29 2004
PTR No.7333020 - JAN 03, 2019 - MAKATI CITY
EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST.
MAKATI CITY

ANNEX "B"

111122019000479

SECURITIES AND EXCHANGE COMMISSION

SECBuilding,EDSA,Greenhills,MandaluyongCity,MetroManila,Philippines
Tel:(632) 726-0931 to 39 Fax:(632) 725-5293 Email: mis@sec.gov.ph

Barcode Page
The following document has been received:

Receiving Officer/Encoder : Buen Jose Mose - COS
Receiving Branch : SEC Head Office
Receipt Date and Time : November 12, 2019 10:29:15 AM
Received From : Head Office

Company Representative

Doc Source

Company Information

SEC Registration No.	0000006609
Company Name	PAXYS INC.
Industry Classification	
Company Type	Stock Corporation

Document Information

Document ID	111122019000479
Document Type	17-C (FORM 11-C:CURRENT DISCL/RPT)
Document Code	17-C
Period Covered	October 28, 2019
No. of Days Late	0
Department	CFD
Remarks	

COVER SHEET

6609

S.E.C. Registration Number

PAXYS, INC.

(Company's Full Name)

15TH FLOOR, 6750 AYALA OFFICE TOWER, AYALA AVENUE, MAKATI CITY

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

MAYETTE H. TAPIA

Contact Person

(+632) 8250-3800

Company Telephone Number

12 31

Month Day

Fiscal Year

Certificate of Independent Director

FORM TYPE

05

Month Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

ACKNOWLEDGEMENT

Before me, **RAQUEL R. SOLANO,** *Deputy Consul General* of the Republic of the Philippines for Northern California, Alaska, Colorado, Idaho, Montana, Northern Nevada, Oregon, Utah, Washington and Wyoming, duly commissioned and qualified, personally appeared on 28 October 2019:

GEORGE EDWIN SYCIP

to me known and known to me to be the same person/s who executed the attached instrument, and being informed of its contents, acknowledged that the same is of his/her/their own free will and deed.

This Consulate General assumes no responsibility for the contents of said document.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Consulate General on October 28, 2019.

Raquel R. Solano
RAQUEL R. SOLANO
Deputy Consul General

Annexed document is a/an CERTIFICATION OF INDEPENDENT DIRECTOR

Fee Paid	:	$25.00
Service No.	:	43057
O.R. No.	:	676
Doc. No.	:	17408
Page No.	:	56
Book No.	:	X
Series of 2019		

This Certificate is not valid if altered in any way.
The validity of this certification is for five (5) years, unless specified by the attached document.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **GEORGE EDWIN SYCIP**, American, of legal age and a resident of [redacted] after having been duly sworn to in accordance with law, do hereby declare:

1. I am a nominee for Independent Director of Paxys, Inc. and have been its independent director since May 2005.

2. I am affiliated with the following companies and organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/Relationship	Period of Service
Asian Alliance Holdings and Development Corp.	Director	November 1995 to present
Cityland Development Corporation	Director	December 2017 to present
Premiere Horizon Alliance Corporation	Director	February 2018 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Paxys, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any director, officer or substantial shareholder of Paxys, Inc. and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Implementing Rules of the Securities Regulation Code (Republic Act 8799).

5. I disclose that I am the subject of the following criminal/administrative investigation or proceeding:

OFFENSE CHARGED/ INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
PLEASE SEE ATTACHED INFORMATION ON PENDING LEGAL PROCEEDINGS		

6. I am neither an officer nor an employee of any government agency or government-owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of Paxys, Inc. of any changes in the abovementioned information within five (5) days from its occurrence.

DONE this OCT 2 8 2019 at PHILIPPINE CONSULATE GENERAL SAN FRANCISCO, CA.

GEORGE EDWIN SYCIP

SUBSCRIBED AND SWORN to before me this ________________ at____________, affiant exhibiting to me his Passport No.[redacted], issued on [redacted] by the [redacted] of [redacted] which expires on [redacted]

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2019.

MATERIAL PENDING LEGAL PROCEEDINGS

(1) Victory Fund Limited, Harvest All Investment Limited, Bondeast Private Limited, and Hedy S. C. Yap Chua (collectively, "**Complainants**"), who are minority stockholders of Alliance Select Foods International, Inc. ("**Alliance**"), filed a complaint against Jonathan Y. Dee, Alvin Y. Dee, Joanna Y. Dee-Laurel, George E. SyCip, Teresita Ladanga, Grace Dogillo, Arak Ratborihan, Raymond See, Marie Grace Vera Cruz, and Antonio Pacis (collectively, the "**Respondents**") who were or still are directors and/or officers of Alliance, for Syndicated *Estafa* and Falsification of Public Documents before the Office of the City Prosecutor in Manila ("**OCP-Manila**"). Respondent Jonathan Dee, *et al.* filed a counter-charge for Perjury against Hedy Yap-Chua. The OCP-Manila dismissed both complaints (*i.e.*, Syndicated Estafa and Falsification of Public Documents charges, and the Perjury counter-charge) through a *Joint Resolution* dated July 12, 2016. The Complainants then filed a *Petition for Partial Review* dated August 29, 2016 in the Department of Justice ("**DOJ**") which was denied in the DOJ's *Joint Resolution* dated March 31, 2017.

The Complainants filed a *Motion for Partial Reconsideration* dated April 17, 2017, which the DOJ granted in its *Joint Resolution* dated March 27, 2018. The DOJ affirmed the dismissal of the Complainants' charges of Syndicated *Estafa* and Falsification of Public Documents against the Respondents but found probable cause to charge the Dees, George SyCip, Teresita Ladanga, Grace Dogillo, and Arak Ratborihan with simple *Estafa* under paragraph 2(a), Article 315 of the Revised Penal Code.

Mr. SyCip received the March 27, 2018 Resolution on April 5, 2018. He filed a timely *Motion for Reconsideration* on April 15, 2018 to dispute the factual and legal findings of the DOJ. The *Motion for Reconsideration* has not been resolved.

Meanwhile, the Complainants filed a *Petition for Certiorari* dated May 25, 2018 in the Court of Appeals questioning the DOJ's ruling affirming the dismissal of the Complainants' charges of Syndicated *Estafa* and Falsification of Public Documents against the Respondents. Mr. SyCip filed his *Comment* dated September 19, 2018 on the Petition.

The OCP-Manila wrote to DOJ Undersecretary Deo L. Marco seeking clarification on the latter's directive to file criminal *Informations* charging Jonathan Dee, *et al.*, including Mr. SyCip, with simple *Estafa*. The OCP-Manila said it "cannot not find any act constituting the said offense or any single offense or any single element thereof that might have happened or occurred in the City of Manila."

Undersecretary Marco agreed that the essential elements of the alleged crime were not committed in the City of Manila but were supposedly committed in Makati and Pasig. He thus ordered the OCP-Manila to transfer the records to the Office of the City Prosecutor of Makati ("**OCP-Makati**"), which was directed to file criminal *Informations* for simple *Estafa* against Jonathan Dee, *et al.*, including Mr. SyCip.

The OCP-Makati filed the *Information* for simple *Estafa* against Jonathan Dee, *et al.*, including Mr. SyCip. The case titled *People of the Philippines v. Jonathan Y. Dee, et al.*, and docketed as Criminal Case No. R-MKT-19-01308 is currently pending before the Regional Trial Court of Makati, Branch 57.

(2) On February 13, 2014, Dr. Albert Hong Hin Kay acting in his personal capacity and on behalf of three foreign corporations which are all stockholders of Alliance Select Foods International, Inc. ("**Alliance**"), filed a complaint against Mr. SyCip and Alliance's Assistant Corporate Secretary, Atty. Annsley Bangkas, for alleged violation of the complainant corporations' right to inspect under Secs. 74 and 75, in relation to Sec. 144, of the Corporation Code. The case was titled *Harvest All Investment Limited, et al. v. Annsley Bangkas, et al.* and initially docketed as I.S. No. XV-14-INV-14B-00503 at the Office of the City Prosecutor in Pasig ("**OCP-Pasig**").

Thereafter, the same foreign corporations filed on March 11, 2014 another criminal case for alleged violation of the right to inspect, this time against the following members of the Board: Mr. SyCip, Jonathan and Alvin Dee, and Ibarra Malonzo. The case was titled *Harvest All Investment Limited, et al. v. George SyCip, et al.* and initially docketed as I.S. No. XV-14-INV-14C-00974, at the OCP-Pasig. These cases were consolidated and transferred to the DOJ and re-docketed as NPS Docket Nos. XVI-INV-15B-00033 (formerly I.S. No. XV-14-INV-14B-00503) to 00034 (formerly I.S. No. XV-14-INV-14C-00974). These cases were initially dismissed by the DOJ. However, the DOJ later reversed its previous rulings through its *Resolution* dated December 4, 2017 and found probable cause to indict Mr. SyCip and his co-respondents. Mr. SyCip filed a *Motion for Reconsideration* dated December 19, 2017 which is currently pending resolution.

At the same time, Albert and Hedy Yap-Chua filed a petition for inspection of Alliance's corporate books and records before the Regional Trial Court of Pasig on May 12, 2014. The petition, titled *Hedy S. C. Yap-Chua, et al. v. George E. SyCip, et al.*, is docketed as Commercial Case No. 14-219 (the "**Civil Inspection Case**") and is currently pending before Branch 161 of the Regional Trial Court of Pasig. The Civil Inspection Case is also based on the same Inspection Request in the above-stated criminal cases.

As a result of the issuance of the DOJ Resolution dated December 4, 2017, two (2) Informations for violation of Sec. 74 in relation to Sec. 144 of the Corporation Code were filed in January 2018 before the Metropolitan Trial Court of Pasig ("**MeTC Pasig**"). The criminal cases, titled *People of the Philippines v. Annsley Bangkas, et al.*, are docketed as Criminal Case Nos. M-PSG-18-00148-CR to 00149-CR and were raffled to Branch 72 of the MeTC-Pasig. The MeTC-Pasig issued an *Order* dated February 23, 2018 finding that there is probable cause for the issuance of warrants of arrest against all of the accused including Mr. SyCip and directed the issuance of such warrants. However, the trial court failed to rule on a previously filed *Motion to Suspend Due to a Prejudicial Question* in relation to the Civil Inspection Case.

Mr. SyCip received his copy of the February 23, 2018 Order, through counsel, on April 11, 2018. He filed a *Motion for Reconsideration* dated April 16, 2018 of the order. During the hearing, the court gave the public prosecutor ten (10) days to file his comment on the motion.

The arraignment of the accused was previously scheduled on May 15, 2018. On that date, the court rescheduled the arraignment to June 15, 2018 due to the incidents that still remained pending. Subsequently, June 15, 2018 was declared a national holiday and so the court rescheduled the arraignment to September 11, 2018.

On September 11, 2018, the court again reset the arraignment to November 12, 2018 due to the pending incidents, which include Mr. SyCip's April 16, 2018 *Motion for Reconsideration*. The court also ordered the public prosecutor anew to file his comment on the motions for reconsideration, including Mr. SyCip's April 16, 2018 *Motion for Reconsideration*.

After an exchange of pleadings, the court issued a *Resolution* dated March 4, 2019 denying, among others, Mr. SyCip's April 16, 2018 *Motion for Reconsideration*.

Mr. SyCip filed a *Petition for Certiorari* dated June 24, 2019 alleging that the court committed grave abuse of discretion amounting to lack or excess of jurisdiction when it issued the *Order* dated February 23, 2018 and *Resolution* dated March 4, 2019. Mr. SyCip's petition, titled *George E. SyCip v. Hon. Rolando A. De Guzman, Jr., et al.*, and docketed as Civil Case No. R-PSG-19-01833-CV, is currently pending before the Regional Trial Court of Pasig, Branch 155.

Meanwhile, Judge Rolando A. De Guzman, Jr., the presiding judge of the MeTC Pasig, Branch 72, granted the motion for voluntary inhibition filed by accused Alvin Y. Dee, *et al.*, through a *Resolution* dated June 28, 2019. The motion for reconsideration of Judge De Guzman, Jr.'s inhibition filed by the prosecution is currently pending.

[redacted] DRIVER LICENSE

FEDERAL LIMITS APPLY

DL [redacted] CLASS C

EXP [redacted] END NONE

LN [redacted]

FN [redacted]

DOB 06/15/19[redacted]

RSTR CORR LENS

[redacted] K

DD 05/19/2008503RB/CCFD/23 04/13/2018

PERSONALLY APPEARED

OCT 28 2019

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **GEORGE EDWIN SYCIP**, [redacted] of legal age and a resident of [redacted] North Forbes Park, Makati City, after having been duly sworn to in accordance with law, do hereby declare:

1. I am a nominee for Independent Director of Paxys, Inc. and have been its independent director since May 2005.

2. I am affiliated with the following companies and organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	**Position/Relationship**	**Period of Service**
Asian Alliance Holdings and Development Corp.	Director	November 1995 to present
Cityland Development Corporation	Director	December 2017 to present
Premiere Horizon Alliance Corporation	Director	February 2018 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Paxys, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any director, officer or substantial shareholder of Paxys, Inc. and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Implementing Rules of the Securities Regulation Code (Republic Act 8799).

5. I disclose that I am the subject of the following criminal/administrative investigation or proceeding:

OFFENSE CHARGED/ INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
PLEASE SEE ATTACHED INFORMATION ON PENDING LEGAL PROCEEDINGS		

6. I am neither an officer nor an employee of any government agency or government-owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of Paxys, Inc. of any changes in the abovementioned information within five (5) days from its occurrence.

DONE this 28th Oct. 2019 at [redacted].

GEORGE EDWIN SYCIP

SUBSCRIBED AND SWORN to before me this ________________ at____________, affiant exhibiting to me his Passport No. [redacted], issued on [redacted] by the [redacted] of [redacted] which expires on [redacted]

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2019.

MATERIAL PENDING LEGAL PROCEEDINGS

(1) Victory Fund Limited, Harvest All Investment Limited, Bondeast Private Limited, and Hedy S. C. Yap Chua (collectively, "**Complainants**"), who are minority stockholders of Alliance Select Foods International, Inc. ("**Alliance**"), filed a complaint against Jonathan Y. Dee, Alvin Y. Dee, Joanna Y. Dee-Laurel, George E. SyCip, Teresita Ladanga, Grace Dogillo, Arak Ratborihan, Raymond See, Marie Grace Vera Cruz, and Antonio Pacis (collectively, the "**Respondents**") who were or still are directors and/or officers of Alliance, for Syndicated *Estafa* and Falsification of Public Documents before the Office of the City Prosecutor in Manila ("**OCP-Manila**"). Respondent Jonathan Dee, *et al.* filed a counter-charge for Perjury against Hedy Yap-Chua. The OCP-Manila dismissed both complaints (*i.e.*, Syndicated Estafa and Falsification of Public Documents charges, and the Perjury counter-charge) through a *Joint Resolution* dated July 12, 2016. The Complainants then filed a *Petition for Partial Review* dated August 29, 2016 in the Department of Justice ("**DOJ**") which was denied in the DOJ's *Joint Resolution* dated March 31, 2017.

The Complainants filed a *Motion for Partial Reconsideration* dated April 17, 2017, which the DOJ granted in its *Joint Resolution* dated March 27, 2018. The DOJ affirmed the dismissal of the Complainants' charges of Syndicated *Estafa* and Falsification of Public Documents against the Respondents but found probable cause to charge the Dees, George SyCip, Teresita Ladanga, Grace Dogillo, and Arak Ratborihan with simple *Estafa* under paragraph 2(a), Article 315 of the Revised Penal Code.

Mr. SyCip received the March 27, 2018 Resolution on April 5, 2018. He filed a timely *Motion for Reconsideration* on April 15, 2018 to dispute the factual and legal findings of the DOJ. The *Motion for Reconsideration* has not been resolved.

Meanwhile, the Complainants filed a *Petition for Certiorari* dated May 25, 2018 in the Court of Appeals questioning the DOJ's ruling affirming the dismissal of the Complainants' charges of Syndicated *Estafa* and Falsification of Public Documents against the Respondents. Mr. SyCip filed his *Comment* dated September 19, 2018 on the Petition.

The OCP-Manila wrote to DOJ Undersecretary Deo L. Marco seeking clarification on the latter's directive to file criminal *Informations* charging Jonathan Dee, *et al.*, including Mr. SyCip, with simple *Estafa*. The OCP-Manila said it "cannot not find any act constituting the said offense or any single offense or any single element thereof that might have happened or occurred in the City of Manila."

Undersecretary Marco agreed that the essential elements of the alleged crime were not committed in the City of Manila but were supposedly committed in Makati and Pasig. He thus ordered the OCP-Manila to transfer the records to the Office of the City Prosecutor of Makati ("**OCP-Makati**"), which was directed to file criminal *Informations* for simple *Estafa* against Jonathan Dee, *et al.*, including Mr. SyCip.

The OCP-Makati filed the *Information* for simple *Estafa* against Jonathan Dee, *et al.*, including Mr. SyCip. The case titled *People of the Philippines v. Jonathan Y. Dee, et al.*, and docketed as Criminal Case No. R-MKT-19-01308 is currently pending before the Regional Trial Court of Makati, Branch 57.

(2) On February 13, 2014, Dr. Albert Hong Hin Kay acting in his personal capacity and on behalf of three foreign corporations which are all stockholders of Alliance Select Foods International, Inc. ("**Alliance**"), filed a complaint against Mr. SyCip and Alliance's Assistant Corporate Secretary, Atty. Annsley Bangkas, for alleged violation of the complainant corporations' right to inspect under Secs. 74 and 75, in relation to Sec. 144, of the Corporation Code. The case was titled *Harvest All Investment Limited, et al. v. Annsley Bangkas, et al.* and initially docketed as I.S. No. XV-14-INV-14B-00503 at the Office of the City Prosecutor in Pasig ("**OCP-Pasig**").

Thereafter, the same foreign corporations filed on March 11, 2014 another criminal case for alleged violation of the right to inspect, this time against the following members of the Board: Mr. SyCip, Jonathan and Alvin Dee, and Ibarra Malonzo. The case was titled *Harvest All Investment Limited, et al. v. George SyCip, et al.* and initially docketed as I.S. No. XV-14-INV-14C-00974, at the OCP-Pasig. These cases were consolidated and transferred to the DOJ and re-docketed as NPS Docket Nos. XVI-INV-15B-00033 (formerly I.S. No. XV-14-INV-14B-00503) to 00034 (formerly I.S. No. XV-14-INV-14C-00974). These cases were initially dismissed by the DOJ. However, the DOJ later reversed its previous rulings through its *Resolution* dated December 4, 2017 and found probable cause to indict Mr. SyCip and his co-respondents. Mr. SyCip filed a *Motion for Reconsideration* dated December 19, 2017 which is currently pending resolution.

At the same time, Albert and Hedy Yap-Chua filed a petition for inspection of Alliance's corporate books and records before the Regional Trial Court of Pasig on May 12, 2014. The petition, titled *Hedy S. C. Yap-Chua, et al. v. George E. SyCip, et al.*, is docketed as Commercial Case No. 14-219 (the "**Civil Inspection Case**") and is currently pending before Branch 161 of the Regional Trial Court of Pasig. The Civil Inspection Case is also based on the same Inspection Request in the above-stated criminal cases.

As a result of the issuance of the DOJ Resolution dated December 4, 2017, two (2) Informations for violation of Sec. 74 in relation to Sec. 144 of the Corporation Code were filed in January 2018 before the Metropolitan Trial Court of Pasig ("**MeTC Pasig**"). The criminal cases, titled *People of the Philippines v. Annsley Bangkas, et al.*, are docketed as Criminal Case Nos. M-PSG-18-00148-CR to 00149-CR and were raffled to Branch 72 of the MeTC-Pasig. The MeTC-Pasig issued an *Order* dated February 23, 2018 finding that there is probable cause for the issuance of warrants of arrest against all of the accused including Mr. SyCip and directed the issuance of such warrants. However, the trial court failed to rule on a previously filed *Motion to Suspend Due to a Prejudicial Question* in relation to the Civil Inspection Case.

Mr. SyCip received his copy of the February 23, 2018 Order, through counsel, on April 11, 2018. He filed a *Motion for Reconsideration* dated April 16, 2018 of the order. During the hearing, the court gave the public prosecutor ten (10) days to file his comment on the motion.

The arraignment of the accused was previously scheduled on May 15, 2018. On that date, the court rescheduled the arraignment to June 15, 2018 due to the incidents that still remained pending. Subsequently, June 15, 2018 was declared a national holiday and so the court rescheduled the arraignment to September 11, 2018.

On September 11, 2018, the court again reset the arraignment to November 12, 2018 due to the pending incidents, which include Mr. SyCip's April 16, 2018 *Motion for Reconsideration*. The court also ordered the public prosecutor anew to file his comment on the motions for reconsideration, including Mr. SyCip's April 16, 2018 *Motion for Reconsideration*.

After an exchange of pleadings, the court issued a *Resolution* dated March 4, 2019 denying, among others, Mr. SyCip's April 16, 2018 *Motion for Reconsideration*.

Mr. SyCip filed a *Petition for Certiorari* dated June 24, 2019 alleging that the court committed grave abuse of discretion amounting to lack or excess of jurisdiction when it issued the *Order* dated February 23, 2018 and *Resolution* dated March 4, 2019. Mr. SyCip's petition, titled *George E. SyCip v. Hon. Rolando A. De Guzman, Jr., et al.*, and docketed as Civil Case No. R-PSG-19-01833-CV, is currently pending before the Regional Trial Court of Pasig, Branch 155.

Meanwhile, Judge Rolando A. De Guzman, Jr., the presiding judge of the MeTC Pasig, Branch 72, granted the motion for voluntary inhibition filed by accused Alvin Y. Dee, *et al.*, through a *Resolution* dated June 28, 2019. The motion for reconsideration of Judge De Guzman, Jr.'s inhibition filed by the prosecution is currently pending.

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

[redacted])
)

On **October 28, 2019** before me, **Alexandra E. Lioanag, Notary Public** personally appeared *** * *George Edwin Sycip * * ***, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

ALEXANDRA E. LIOANAG
Notary Public - [redacted]
Commission # [redacted]
My Comm. Expires Sep 16, 2023

Signature Alexandra E. Lioanag

Republic of the Philippines)
Makati City) S.S.

UNDERTAKING

I, **MAYETTE H. TAPIA**, of legal age, Filipino citizen, with office address at 15th Floor 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines, after having been sworn under oath in accordance with law hereby depose and state that:

1. I am the Corporate Secretary and Corporate Information Officer of **PAXYS, INC.** (the "Company"), a corporation duly organized under Philippine law with principal office at 15th Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines.

2. In compliance with the Securities and Exchange Commission ("SEC") requirements, the Company has attached the notarized Certifications on the qualifications and disqualifications of its independent directors, particularly Mr. Jose Antonio Lichauco and Mr. George Y. Sycip, respectively.

3. In order to ensure compliance, I hereby undertake, on behalf of the Company, to submit to the SEC the consularized original copy of Mr. George Edwin Y. Sycip's Certification within thirty (30) days before the Company's annual shareholders' meeting.

4. I have executed the foregoing to confirm the Company's Undertaking as required by the SEC.

IN WITNESS WHEREOF, I have signed this Undertaking on this NOV ______ at Makati City.

MAYETTE H. TAPIA
Affiant

NOV 05 2019

SUBSCRIBED AND SWORN on this ______ at MAKATI CITY affiant exhibiting to me the following competent evidence of identity:

Name	Competent Evidence of Identity	
	Type of ID and Number	Date and Place of Issue
Mayette H. Tapia	Philippine Passport No. [redacted]	Issued on [redacted] by DFA [redacted] which expires on [redacted]

Doc. No. 221;
Page No. 46;
Book No. 31;
Series of 2019.

ATTY.

Paxys, Inc. and Subsidiaries

Consolidated Financial Statements
December 31, 2018, 2017 and 2016

With independent auditors' report provided by

REYES TACANDONG & CO.
FIRM PRINCIPLES. WISE SOLUTIONS.

PAXYS

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **Paxys, Inc. and Subsidiaries** (the Group) is responsible for the preparation and fair presentation of the consolidated financial statements as at December 31, 2018 and 2017 and for each of the three years in the period ended December 31, 2018, including the schedules attached therein, 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 the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative to do so.

The Board of Directors is responsible for overseeing the Group's financial reporting process.

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

Reyes Tacandong & Co., the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

Tarcisio M. Medalla
Chairman of the Board and President

Pablito O. Lim
Chief Financial Officer

SUBSCR... IN CITY OF MAKA... ISSUED ON

Signed this 29th day of March 2019

DOC. NO. 332
PAGE NO. 68
BOOK NO. 25
SERIES NO. 2019

ATTY. VIRGILIO R. BATALLA
NOTARY PUBLIC FOR MAKATI CITY
APPT. NO. ... UNTIL DEC. 31, 2020

15th Floor • 6750 Ayala Office Tower
Ayala Avenue, Makati City, Philippines 1226
Tel No. (02) 250-3800 • Fax No. (02) 250-3801
www.paxys.com

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Paxys, Inc.
15th Floor, 6750 Ayala Office Tower
Ayala Avenue, Makati City

Opinion

We have audited the accompanying consolidated financial statements of Paxys, Inc. and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2018 and 2017 and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2018 and notes to consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2018 and 2017, and their consolidated financial performance and their cash flows for each of the three years in the period ended December 31, 2018 in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to the audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 year.

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.

<u>Accounting for Financial Assets</u>

The Group has significant amount of financial assets, which mainly consist of cash equivalents and investment securities. This is significant to our audit because the aggregate balance of financial assets amounting to ₱3,864.8 million as at December 31, 2018 is substantial in relation to the consolidated financial statements as a whole. Further, the adoption of PFRS 9, *Financial Instruments,* effective January 1, 2018 requires significant judgment and estimate in determining the classification and measurement of the financial assets and assessing any impairment losses.

We have assessed the propriety of recognition, classification and measurement, as well as management's assessment of impairment of financial assets. Our audit procedures included, among others, (a) understanding of financial asset management and recording process; (b) verifying existence of financial assets by obtaining external confirmations from custodians and reviewing underlying documents; (c) evaluating propriety of classification of financial instruments based on a duly approved business model; (d) testing the reasonableness of recorded interest income and changes in fair values of financial assets measured at fair value through profit or loss and other comprehensive income; and (e) evaluating management's assessment of impairment losses on financial assets based on expected credit losses.

We also reviewed the adequacy of the Group's disclosures pertaining to information on the impact of the adoption of PFRS 9 as at January 1, 2018, credit and liquidity risk management, and judgment exercised and estimates made by management in relation to its financial assets. These disclosures are presented in Notes 3 and 24 to consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Securities and Exchange Commission (SEC) Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2018, but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2018 are expected to be made available to us after the date of this auditors' report.

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

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

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, these could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the subsidiaries or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

REYES TACANDONG & CO.

HaydeeM. Reyes

HAYDEE M. REYES
Partner
CPA Certificate No. 83522
Tax Identification No. 102-095-265-000
BOA Accreditation No. 4782; Valid until August 15, 2021
SEC Accreditation No. 0663-AR-3 Group A
Valid until August 30, 2020
BIR Accreditation No. 08-005144-006-2017
Valid until January 13, 2020
PTR No. 7334335
Issued January 3, 2019, Makati City

March 29, 2019
Makati City, Metro Manila

PAXYS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Amounts in Thousands

	Note	December 31 2018	2017
ASSETS			
Current Assets			
Cash and cash equivalents	5	**₱3,155,310**	₱2,758,529
Investment securities	6	**670,599**	915,157
Trade and other receivables	7	**38,904**	53,643
Other current assets	8	**20,159**	14,871
Total Current Assets		**3,884,972**	3,742,200
Noncurrent Assets			
Property and equipment	10	**7,918**	1,681
Intangible assets	11	**610**	420
Other noncurrent assets	12	**11,891**	11,294
Total Noncurrent Assets		**20,419**	13,395
		₱3,905,391	₱3,755,595
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other payables	13	**₱28,674**	₱26,502
Income tax payable		**208**	190
Total Current Liabilities		**28,882**	26,692
Noncurrent Liabilities			
Retirement liability	14	**11,531**	4,064
Other noncurrent liabilities		**1,349**	–
Total Noncurrent Liabilities		**12,880**	4,064
Total Liabilities		**41,762**	30,756
Equity	15		
Capital stock		**1,148,535**	1,148,535
Additional paid-in capital		**451,364**	451,364
Parent shares held by a subsidiary		**(1,149,886)**	(1,149,886)
Other equity reserves		**517,358**	405,598
Retained earnings		**2,896,258**	2,869,228
Total Equity		**3,863,629**	3,724,839
		₱3,905,391	₱3,755,595

See accompanying Notes to Consolidated Financial Statements.

PAXYS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Amounts in Thousands, except Basic/Diluted Earnings per Share

		Years Ended December 31		
	Note	**2018**	2017	2016
REVENUE		**₱86,477**	₱79,205	₱92,073
COST OF SERVICES	17	**(65,506)**	(66,521)	(79,815)
GROSS PROFIT		**20,971**	12,684	12,258
GENERAL AND ADMINISTRATIVE EXPENSES	18	**(101,592)**	(85,826)	(77,328)
INTEREST INCOME	5	**95,408**	74,927	66,766
NET FOREIGN EXCHANGE GAIN		**4,436**	321	5,135
OTHER INCOME - Net	20	**1,103**	5,425	10,790
INCOME BEFORE INCOME TAX		**20,326**	7,531	17,621
INCOME TAX EXPENSE (BENEFIT)	21			
Current		**6,744**	6,080	5,791
Deferred		**(505)**	(503)	–
		6,239	5,577	5,791
NET INCOME		**14,087**	1,954	11,830
OTHER COMPREHENSIVE INCOME				
Items to be reclassified to profit or loss				
Translation gain		**138,161**	10,275	136,858
Unrealized gain (loss) on fair value changes of investment securities	6	**(6,500)**	6,998	12,916
Realized fair value gain on redemption	6	**–**	(53)	(2,798)
Item not to be reclassified to profit or loss				
Remeasurement gain (loss) on retirement liability	14	**(6,958)**	2,220	1,236
		124,703	19,440	148,212
TOTAL COMPREHENSIVE INCOME		**₱138,790**	₱21,394	₱160,042
BASIC/DILUTED EARNINGS PER SHARE	22	**₱0.018**	₱0.002	₱0.015

See accompanying Notes to Consolidated Financial Statements.

PAXYS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Amounts in Thousands

	Note	2018	2017	2016
		Years Ended December 31		
CAPITAL STOCK	15			
Balance at beginning and end of year		**₱1,148,535**	₱1,148,535	₱1,148,535
ADDITIONAL PAID-IN CAPITAL	15			
Balance at beginning and end of year		**451,364**	451,364	451,364
PARENT SHARES HELD BY A SUBSIDIARY	15			
Balance at beginning and end of year		**(1,149,886)**	(1,149,886)	(1,149,886)
OTHER EQUITY RESERVES				
Cumulative Translation Adjustment				
Balance at beginning of year		**385,102**	374,827	237,969
Translation gain		**138,161**	10,275	136,858
Balance at end of year		**523,263**	385,102	374,827
Cumulative Fair Value Changes of Investment Securities	6			
Balance at beginning of year		**14,765**	7,820	(2,298)
Realized fair value gain on redemption:				
Transferred to retained earnings		**(12,943)**	–	–
Reclassified to profit or loss		**–**	(53)	(2,798)
Net unrealized gain (loss) on fair value changes		**(6,500)**	6,998	12,916
Balance at end of year		**(4,678)**	14,765	7,820
Cumulative Remeasurement Gain on Retirement Liability	14			
Balance at beginning of year		**5,731**	3,511	2,275
Remeasurement gain (loss)		**(6,958)**	2,220	1,236
Balance at end of year		**(1,227)**	5,731	3,511
		517,358	405,598	386,158
RETAINED EARNINGS	15			
Balance at beginning of year		**2,869,228**	2,867,274	2,855,444
Net income		**14,087**	1,954	11,830
Transfer of realized gain on investment securities	6	**12,943**	–	–
Balance at end of year		**2,896,258**	2,869,228	2,867,274
		₱3,863,629	₱3,724,839	₱3,703,445

See accompanying Notes to Consolidated Financial Statements.

PAXYS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

Amounts in Thousands

		Years Ended December 31		
	Note	2018	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		**₱20,326**	₱7,531	₱17,621
Adjustments for:				
Interest income	5	**(95,408)**	(74,927)	(66,766)
Provision for impairment losses on:				
Trade and other receivables	18	**6,255**	13,151	15,228
Input value-added tax	18	**792**	2,409	1,127
Depreciation and amortization	10	**2,479**	1,462	2,118
Net retirement benefits	14	**509**	1,026	381
Gain on disposal of property and equipment	20	**(406)**	(357)	–
Net unrealized foreign exchange loss (gain)		**(268)**	89	(5,135)
Gain on redemption of investment securities	20	**(22)**	(53)	(2,798)
Reversal of payables	20	**–**	(3,743)	(10,166)
Write-off of nontrade receivable	20	**–**	–	4,566
Operating loss before working capital changes		**(65,743)**	(53,412)	(43,824)
Decrease (increase) in:				
Trade and other receivables		**2,490**	(16,135)	3,297
Other current assets		**(6,080)**	(3,776)	(3,029)
Other noncurrent assets		**(597)**	141	472
Increase (decrease) in:				
Trade and other payables		**4,297**	(3,399)	(755)
Other noncurrent liabilities		**1,349**	–	(605)
Net cash used for operations		**(64,284)**	(76,581)	(44,444)
Interest received		**104,580**	69,390	69,895
Income taxes paid		**(6,221)**	(5,973)	(5,650)
Retirement benefits paid		**–**	–	(71)
Net cash provided by (used in) operating activities		**34,075**	(13,164)	19,730
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from:				
Redemption of investment securities	6	**241,036**	631,617	422,366
Disposal of property and equipment	10	**406**	357	–
Additions to:				
Property and equipment	10	**(8,322)**	(362)	(444)
Investment securities	6	**(2,956)**	(726,828)	(706,432)
Intangible assets	11	**(584)**	(143)	(602)
Net cash provided by (used in) investing activities		**229,580**	(95,359)	(285,112)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**263,655**	(108,523)	(265,382)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		**133,126**	10,186	141,993
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**2,758,529**	2,856,866	2,980,255
CASH AND CASH EQUIVALENTS AT END OF YEAR	5	**₱3,155,310**	₱2,758,529	₱2,856,866

See accompanying Notes to Consolidated Financial Statements.

1. Corporate Information

Paxys, Inc. (Paxys or the Parent Company) is an investment holding company incorporated in the Philippines and listed (stock symbol: PAX) in the Philippine Stock Exchange (PSE). The Company was formerly known as Fil-Hispano Holdings Corporation and registered with the Philippine Securities and Exchange Commission (SEC) on February 14, 1952.

As at December 31, 2018 and 2017, the major shareholders of the Parent Company are All Asia Customer Services Holdings Ltd (AACSHL), a company incorporated in Hong Kong, and Paxys N.V., a wholly owned subsidiary of the Parent Company, with 54.93% and 30.09% equity interest, respectively.

At present, Scopeworks Asia, Inc. (SWA), the operating subsidiary, provides general transcription, data conversion, contact center and other outsourcing services.

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

The registered office address of the Parent Company is at 15th Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City.

Approval of the Consolidated Financial Statements
The accompanying consolidated financial statements as at December 31, 2018 and 2017 and for each of the three years in the period ended December 31, 2018 were approved and authorized for issue by the Board of Directors (BOD) on March 29, 2019, as reviewed and recommended for approval by the Audit, Risk Management, and Related Party Transactions Committee on the same date.

2. Summary of Significant Accounting Policies

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

Measurement Bases
The consolidated financial statements are presented in Philippine Peso, which is the functional currency of the Parent Company. All amounts are rounded to the nearest thousands, unless otherwise stated.

The consolidated financial statements of the Group have been prepared on a historical cost basis, except for investment securities measured at fair value through profit or loss (FVPL) or fair value through other comprehensive income (FVOCI). Historical cost is generally based on the fair value of the consideration given in exchange for an asset or the fair value of the consideration received in exchange for incurring a liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the transaction date.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

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

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

Information about the assumptions made in measuring fair value is included in the following notes to consolidated financial statements:

- Note 3, *Significant Judgments, Accounting Estimates and Assumptions*
- Note 24, *Financial Instruments*

Adoption of New and Amended PFRS

The accounting policies adopted are consistent with those of the previous reporting year, except for the adoption of the following new and amended PFRS which the Group adopted effective January 1, 2018.

- PFRS 9, *Financial Instruments* – This standard replaces PAS 39, *Financial Instruments: Recognition and Measurement* (and all the previous versions of PFRS 9). It provides requirements for the classification and measurement of financial assets and liabilities, impairment, hedge accounting, recognition, and derecognition.

  PFRS 9 requires all recognized financial assets to be subsequently measured at amortized cost or fair value (through profit or loss or through other comprehensive income), depending on their classification by reference to the business model within which these are held and its contractual cash flow characteristics.

For financial liabilities, the most significant effect of PFRS 9 relates to cases where the fair value option is taken: the amount of change in fair value of a financial liability designated as at FVPL that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income (rather than in profit or loss), unless this creates an accounting mismatch.

For the impairment of financial assets, PFRS 9 introduces an "expected credit loss" model based on the concept of providing for expected losses at inception of a contract; recognition of a credit loss should no longer wait for an objective evidence of impairment.

For hedge accounting, PFRS 9 introduces a substantial overhaul allowing financial statements to better reflect how risk management activities are undertaken when hedging financial and non-financial risk exposures.

The derecognition provisions are carried over almost unchanged from PAS 39.

Based on the Group's analysis of its business model and the contractual cash flow characteristics of its financial assets and liabilities as at January 1, 2018, the Group has assessed that its financial assets and liabilities should be classified under the new classification categories of PFRS 9.

The following table shows the classification categories under PAS 39 and the new classification categories under PFRS 9 for each class of the Group's financial assets as at January 1, 2018.

	Balance as at	Classification under PFRS 9 at January 1, 2018		
	December 31,	Financial Assets at		
Classification under PAS 39	2017	FVPL	FVOCI	Amortized cost
Loans and receivables				
Cash and cash equivalents	₱2,758,529	₱–	₱–	₱2,758,529
Trade and other receivables	53,643	–	–	53,643
Available-for-sale (AFS) financial assets				
Bonds	652,063	–	152,478	499,585
Investment in financial assets	161,863	–	161,863	–
Unit Investment Trust Fund (UITF)	1,056	1,056	–	–
Held-to-maturity (HTM) investments				
Unquoted bonds	100,175	–	–	100,175
	₱3,727,329	₱1,056	₱314,341	₱3,411,932

Financial assets at FVPL are acquired for the purpose of selling in the near term.

Bonds classified as financial assets at amortized cost are held within a business model whose objective is to collect contractual cash flows representing solely payments of principal and interest. Bonds classified as financial assets at FVOCI are held with the objective of realizing cash flows through collection of contractual cash flows and through sale.

Investment in financial assets pertain to investments in listed shares of stock, which are irrevocably designated by management as financial assets at FVOCI.

The impact of the adjustment from the adoption of PFRS 9 resulting from the reclassification of UITF from AFS financial assets to financial assets at FVPL is not significant. Accordingly, adjustment was recognized in 2018.

The Group assessed that the adoption of PFRS 9, specifically on determining impairment loss, has no impact on the carrying amounts of the Group's financial assets.

- PFRS 15, *Revenue from Contract with Customers* – The new standard replaces PAS 11, *Construction Contracts*, PAS 18, *Revenue*, and related interpretations. It establishes a single comprehensive framework for revenue recognition to apply consistently across transactions, industries and capital markets, with a core principle (based on a five-step model to be applied to all contracts with customers), enhanced disclosures, and new or improved guidance (e.g. the point at which revenue is recognized, accounting for variable considerations, costs of fulfilling and obtaining a contract, etc.).

  The adoption of PFRS 15 has no impact in the timing of the Group's revenue recognition.

- Amendment to PFRS 15, *Revenue from Contract with Customers - Clarification to PFRS 15* – The amendments provide clarifications on the following topics: (a) identifying performance obligations; (b) principal versus agent considerations; and (c) licensing. The amendments also provide some transition relief for modified contracts and completed contracts.

- Amendments to PAS 28, *Investments in Associates and Joint Ventures - Measuring an Associate or Joint Venture at Fair Value* – The amendments are part of the Annual Improvements to PFRS 2014-2016 Cycle and clarify that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is a venture capital organization, or other qualifying entity, is available for each investment in an associate or joint venture on an investment-by-investment basis, upon initial recognition.

- *Philippine Interpretation IFRIC 22, Foreign Currency Transactions and Advance Consideration* – The interpretation provides guidance clarifying that the exchange rate to use in transactions that involve advance consideration paid or received in a foreign currency is the one at the date of initial recognition of the non-monetary prepayment asset or deferred income liability.

Except as discussed in the foregoing, the adoption of the new and amended PFRS did not have any material effect on the consolidated financial statements of the Group. Additional disclosures have been included in the notes to consolidated financial statements, as applicable.

New and Amended PFRS in Issue But Not Yet Effective

Relevant new and amended PFRS, which are not yet effective for the year ended December 31, 2018 and have not been applied in preparing the financial statements, are summarized below.

Effective for annual periods beginning January 1, 2019:

- PFRS 16, *Leases* – This standard will replace PAS 17, *Leases* and its related interpretations. The most significant change introduced by the new standard is that almost all leases will be brought onto lessees' statement of financial position under a single model (except leases of less than 12 months and leases of low-value assets), eliminating the distinction between operating and finance leases. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance lease is retained.

For the Group's non-cancellable operating lease commitments as at December 31, 2018, a preliminary assessment indicates that these arrangements will continue to meet the definition of a lease under PFRS 16. Thus, the Group will have to recognize a right-of-use asset and a corresponding liability in respect of all these leases - unless these qualify for low value or short-term leases upon the application of PFRS 16 - which might have a significant impact on the amounts recognized in the Group's financial statements. However, it is not practicable to provide a reasonable estimate of that effect until the Group completes the review.

- Amendments to PFRS 9, *Financial Instruments - Prepayment Features with Negative Compensation* – The amendments allow entities to measure particular prepayable financial assets with negative compensation at amortized cost or at fair value through other comprehensive income (instead of at fair value through profit or loss) if a specified condition is met. It also clarifies the requirements in PFRS 9, *Financial Instruments* for adjusting the amortized cost of a financial liability when a modification or exchange does not result in its derecognition (as opposed to adjusting the effective interest rate).

- Amendments to PAS 28, *Investments in Associates and Joint Ventures - Long-term Interests in Associates and Joint Ventures* – The amendments clarify that long-term interests in an associate or joint venture that, in substance, form part of the entity's net investment but to which the equity method is not applied, are accounted for using PFRS 9, *Financial Instruments*.

Deferred effectivity -

- Amendments to PFRS 10, *Consolidated Financial Statements* and PAS 28, *Investments in Associates and Joint Ventures - Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture* – The amendments address a current conflict between the two standards and clarify that a gain or loss should be recognized fully when the transaction involves a business, and partially if it involves assets that do not constitute a business. The effective date of the amendments, initially set for annual periods beginning on or after January 1, 2016, was deferred indefinitely in December 2015 but earlier application is still permitted.

Under prevailing circumstances, the adoption of the foregoing new and amended PFRS is not expected to have any material effect on the consolidated financial statements of the Group.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company and its subsidiaries, which it controls as at December 31 of each year. The Parent Company has control when it is exposed, or has right, to variable returns from its investment with the investee and it has the ability to affect those returns through its powers over the investee.

The wholly-owned subsidiaries of the Parent Company are as follows:

	Line of Business	Principal Place of Business
Paxys N.V.	Investment holding	Curacao
Paxys Ltd.	Investment holding	Hong Kong
SWA	Data conversion	Philippines
Paxys Realty, Inc. (PRI)	Real estate	Philippines
Paxys Global Services Pte. Ltd. (PGSPL)	Business process outsourcing	Singapore
Regional Operating Headquarters of PGSPL (PGS ROHQ)	Shared services	Philippines

PRI, PGSPL and PGS ROHQ are currently not in operations. PRI, formerly Paxys Global Services, Inc., changed its primary purpose to real estate business on November 27, 2017.

Each entity determines its own functional currency, which is the currency that best reflects the economic substance of the underlying events and circumstances relevant to the entity, and items included in the financial statements of each entity are measured using that functional currency.

The functional currency of all the subsidiaries, except Paxys N.V. and Paxys Ltd., is the Philippine Peso. The functional currency of Paxys N.V. and Paxys Ltd. is the United States Dollar (US$). As at reporting date, the assets and liabilities of Paxys N.V. and Paxys Ltd. have been translated into the functional and presentation currency of the Parent Company (the Philippine Peso) at the rate of exchange ruling at financial reporting date and, the profit and loss are translated at the average exchange rate for the year. The exchange differences arising on the translation are taken directly to "Cumulative translation adjustment," a separate component of equity included as part of "Other equity reserves."

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

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

When the Parent Company has less than a majority of the voting or similar rights of an investee, the Parent Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; or
- The Parent Company's voting rights and potential voting rights.

The Parent Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

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

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

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

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

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

Business Combinations and Goodwill
Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Transaction costs incurred are recognized as expense.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognized either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured. Subsequent settlement is accounted for within equity. In instance where the contingent consideration does not fall within the scope of PFRS 9, it is measured in accordance with the appropriate PFRS.

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

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Financial Assets and Liabilities

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

Initial Recognition and Measurement. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those measured or designated at FVPL, includes transaction cost.

"Day 1" Difference. Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a "Day 1" difference) in profit or loss. In cases where there is no observable data on inception, the Group deems the transaction price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the "Day 1" difference.

Financial Assets

Classification. The Group classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost and (c) financial assets at FVOCI. The classification of a financial instrument largely depends on the Group's business model and its contractual cash flow characteristics.

Financial Assets at FVPL. Financial assets that do not meet the criteria for being measured at amortized cost or FVOCI are classified under this category. Specifically, financial assets at FVPL include financial assets that are (a) held for trading, (b) designated upon initial recognition at FVPL, or (c) mandatorily required to be measured at fair value.

Financial assets are classified as held for trading if these are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless these are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at FVOCI, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVPL are measured at fair value at each reporting date, with any fair value gains or losses recognized in profit or loss to the extent these are not part of a designated hedging relationship.

This category includes investment in UITF, which was previously classified as AFS financial asset under PAS 39.

Financial Assets at Amortized Cost. A financial asset should be measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process.

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

The Group classifies its cash and cash equivalents, trade and other receivables and investment in certain bonds under this category.

Under PAS 39, cash and cash equivalents and trade and other receivables were classified as loans and receivables while investment in bonds were classified as AFS financial assets and HTM investments.

Financial Assets at FVOCI. For debt instruments, financial assets should be measured at fair value through other comprehensive income if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and to sell the financial assets; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For equity instruments, the Group irrevocably designates the financial asset to be measured at FVOCI notwithstanding the foregoing conditions.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, interest income (calculated using the effective interest method), foreign currency gains or losses and impairment losses of debt instruments measured at FVOCI are recognized directly in profit or loss. When debt instruments carried at FVOCI are derecognized, the cumulative gains or losses previously recognized in other comprehensive income are reclassified from equity to profit or loss as a reclassification adjustment.

Dividends from equity instruments held at FVOCI are recognized in profit or loss when the right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Foreign currency gains or losses and unrealized gains or losses from equity instruments are recognized in OCI and presented in the equity section of the statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent years.

This category includes investments in certain bonds and equity securities, which were previously classified as AFS financial assets under PAS 39.

Prior to adoption of PFRS 9, the Group classifies its financial assets into the following categories: financial assets at FVPL, loans and receivables, HTM investments and AFS financial assets. The Group classifies its financial liabilities as either financial liabilities at FVPL or other financial liabilities. The classification of financial instruments depends on the purpose for which these were acquired and whether these are quoted in an active market.

The Group does not have financial instruments classified as financial assets at FVPL as at December 31, 2017.

Loans and Receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments and maturities that are not quoted in an active market. These are not entered into with the intention of immediate or short-term resale and are not designated as financial assets at FVPL or AFS financial assets.

Subsequent to initial measurement, loans and receivables are carried at amortized cost using the effective interest method, less any allowance for impairment losses in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are integral part of the effective interest rate. Gains or losses are recognized in profit or loss when loans and receivables are derecognized or impaired, as well as through the amortization process.

AFS Financial Assets. AFS financial assets are those non-derivative financial assets which are designated as such or are not classified in any other categories. These are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions.

After initial recognition, AFS financial assets are subsequently measured at fair value with unrealized gains and losses recognized as other comprehensive income until the investment is derecognized or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported as other comprehensive income is recognized in profit or loss. The effective yield component of AFS financial assets, as well as the impact on foreign currency-denominated AFS financial assets, is recognized in profit or loss. Interest earned on holding AFS financial assets is recognized as "Interest income" using effective interest method.

HTM Investments. HTM investments are quoted non-derivative financial assets with fixed or determinable payments and fixed maturities for which the Group has the positive intention and ability to hold to maturity. When the Group sells more than an insignificant amount of HTM investments before maturity (other than in certain specific circumstances), the entire category is tainted and should be reclassified as AFS financial assets.

After initial recognition, HTM investments are subsequently measured at amortized cost using the effective interest method, less allowance for any impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. The amortization is recognized in profit or loss.

Financial Liabilities

Classification. The Group classifies its financial liabilities at initial recognition as either financial liabilities at FVPL or financial liabilities at amortized cost. The classification of a financial instrument largely depends on the Group's business model and its contractual cash flow characteristics.

The Group does not have financial instruments classified as financial liabilities at FVPL.

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost unless either the financial liability is held for trading and is therefore required to be measured at FVPL or the entity elects to measure the liability at FVPL. Financial liabilities are recognized when the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments. These financial liabilities are initially recognized at fair value less any directly attributable transaction costs.

After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or impaired or through the amortization process.

The Group classifies its trade and other payables (excluding statutory payables) under this category.

Reclassification

The Group reclassifies its financial assets when, and only when, the Group changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting year following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVPL, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in profit or loss.

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from a difference between the previous amortized cost of the financial asset and fair value is recognized in other comprehensive income.

For a financial asset reclassified out of the financial assets at FVOCI category to financial assets at amortized cost, any gain or loss previously recognized in other comprehensive income, and any difference between the new amortized cost and maturity amount, are amortized to profit or loss over the remaining life of the investment using the effective interest method. If the financial asset is subsequently impaired, any gain or loss that has been recognized in other comprehensive income is reclassified from equity to profit or loss.

In the case of a financial asset that does not have a fixed maturity, the gain or loss shall be recognized in profit or loss when the financial asset is sold or disposed. If the financial asset is subsequently impaired, any previous gain or loss that has been recognized in other comprehensive income is reclassified from equity to profit or loss.

Impairment of Financial Assets

The Group assesses at the end of each reporting year whether a financial asset or a group of financial assets is impaired.

The Group recognizes impairment loss based on "expected credit loss" (ECL), which is the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For trade receivables, the Group calculates impairment based on lifetime ECL using a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other financial assets at amortized cost, which comprise cash equivalents, investment securities and other receivables (including due from related parties), ECL is based on 12-month ECL, which pertains to the portion of lifetime ECL that result from default events on a financial instrument that are possible within 12 months after the reporting date.

However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For a financial asset that is credit-impaired at the reporting date, an entity should measure the ECL as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the financial asset original effective interest rate. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events, among others: (a) significant financial difficulty of the issuer or the borrower; (b) a breach of contract, such as a default or past due event or (c) the disappearance of an active market for that financial asset because of financial difficulties. It may not be possible to identify a single discrete event instead, the combined effect of several events may have caused financial assets to become credit-impaired.

Prior to adoption of PFRS 9, an allowance for impairment losses is recognized when a financial asset or a group of financial assets is deemed to be impaired, i.e., if, and only if, there is an objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

For loans and receivables, evidence of impairment may include indications that the borrower or a group of borrowers is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.
If there is objective evidence that an impairment loss has been incurred on debt instruments, the amount of the loss is measured as the excess of financial asset's carrying amount over its net realizable value, normally based on the present value of the estimated future cash flows from the financial asset.

For equity instruments classified as AFS financial assets, impairment would include a significant or prolonged decline in the fair value of the investments below its cost. Where there is evidence of impairment, the cumulative loss, measured as the difference between the acquisition cost and the current fair value less any impairment loss on the financial asset previously recognized in profit or loss, is removed from equity and recognized in profit or loss.

Derecognition of Financial Assets and Liabilities
A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized by the Group when:

- The rights to receive cash flows from the asset has expired; or

- The Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or

- The Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and benefits of the asset, or (b) has neither transferred nor retained substantially all the risks and benefits of the asset, but has transferred control over the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and benefits of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset, if any, is measured at the lower of original carrying amount of the asset and the maximum amount of consideration that the Group could be required to pay.

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

A modification is considered substantial if the present value of the cash flows under the new terms, including net fees paid or received and discounted using the original effective interest rate, is different by at least 10% from the discounted present value of remaining cash flows of the original liability.

The fair value of the modified financial liability is determined based on its expected cash flows, discounted using the interest rate at which the Group could raise debt with similar terms and conditions in the market. The difference between the carrying value of the original liability and fair value of the new liability is recognized in the profit or loss.

On the other hand, if the difference does not meet the 10% threshold, the original debt is not extinguished but merely modified. In such case, the carrying amount is adjusted by the costs or fees paid or received in the restructuring.

Offsetting of Financial Instruments
Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Classification of Financial Instrument between Liability and Equity
A financial instrument is classified as liability if it provides for a contractual obligation to:

- Deliver cash or another financial asset to another entity;

- Exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or

- Satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

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

Other Current Assets
Other current assets, which consist of input value-added tax (VAT) and prepaid expenses, are carried at face value.

Input VAT. Input VAT represents the net amount of VAT recoverable from the tax authority. Revenue, expenses and assets are recognized, net of the amount of VAT, except where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority.

Prepaid Expenses. Prepaid expenses are expenses paid in advance and recorded as assets before these are utilized. Prepaid expenses are apportioned over the period covered by the payment and recognized in profit or loss when incurred. Prepaid expenses that are expected to be realized within 12 months after the reporting year are classified as current assets. Otherwise, these are classified as other noncurrent assets.

Property and Equipment
Property and equipment are carried at historical cost less accumulated depreciation, amortization and any impairment in value. Historical cost includes expenditure that is directly attributable to the acquisition of the asset, including borrowing costs on qualifying assets.

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

Major renovations that qualify for capitalization are depreciated and amortized over the remaining useful life of the related asset or up to the date of the next major renovation, whichever is shorter.

Depreciation and amortization are calculated using the straight-line method to allocate the cost over the estimated useful lives of the assets as follows:

Asset Type	Number of Years
Computer equipment	3 to 5
Communication equipment	3 to 5
Leasehold improvements	5 or lease term, whichever is shorter
Office furniture, fixtures and equipment	2 to 5
Transportation equipment	5

Depreciation and amortization commence when an asset is in its location or condition capable of being operated in the manner intended by management. Depreciation and amortization cease at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, *Noncurrent Assets Held for Sale and Discontinued Operations,* and the date the asset is derecognized.

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

Fully depreciated property and equipment are retained in the books until these are no longer being used in the operations.

When an asset is disposed of, or is permanently withdrawn from use and no future economic benefits are expected from its disposal, the cost and accumulated depreciation, amortization and any impairment are derecognized. Gains and losses on disposals or retirement are determined by comparing the proceeds with the carrying amount of the assets and are recognized in profit or loss.

<u>**Intangible Assets**</u>
Intangible assets are composed of website and software packages.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and any impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and are recognized in profit or loss in the year in which the expenditures are incurred.

Intangible assets are amortized over the estimated economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and method for an intangible asset with a finite useful life are reviewed at each reporting date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. Intangible assets with finite lives are amortized over three to five years.

Intangible assets with indefinite useful lives are not amortized, but are assessed for impairment annually either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in economic life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

<u>Investments in Joint Ventures</u>

The Parent Company has interests in joint ventures, whereby the venturers have a contractual arrangement that establishes joint control. A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, and a jointly controlled entity is a joint venture that involves the establishment of a separate entity in which each venture has an interest.

Interest in a joint venture is initially recognized at cost and subsequently accounted for under the equity method of accounting. Under the equity method of accounting, the interest in a joint venture is carried at cost plus post-acquisition changes in the Group's share in the net assets of the joint venture, less any impairment in value. The share in the results of the operations of the joint venture is recognized in profit or loss. The Group's share of post-acquisition movements in the joint venture's equity reserves is recognized directly in equity. Profits or losses resulting from the transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture and for unrealized losses to the extent that there is no evidence of impairment of the asset transferred. Dividends received are treated as a reduction of the carrying value of the interest. If the Group's share of losses of a joint venture equals or exceeds its interest in the joint venture, the Group discountinues recognizing its share of further losses.

After the application of the equity method, the Group determines at the end of each reporting year whether there is any objective evidence that the investment may be impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investment and recoverable amount and recognizes the difference in profit or loss.

After the Group's investment is reduced to zero, additional losses are provided for, and a liability is recognized, only to the extent that the entity has incurred legal or constructive obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes the recognition of its share of those profits only after its share of the profits equals the share of losses not previously recognized.

<u>Impairment of Nonfinancial Assets</u>

The carrying amount of property and equipment, intangible assets and investments in joint ventures are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized in profit or loss 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 purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Nonfinancial assets, other than goodwill, that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, had no impairment loss been recognized. After such a reversal, the depreciation and amortization are adjusted in future years to allocate the asset's revised carrying amount on a systematic basis over its remaining estimated useful lives.

Creditable Withholding Tax (CWT)
CWT represents the amount of tax withheld the the lessees in relation to the Group's rent income. CWT can be utilized as payment for income taxes provide that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation. CWT that is expected to be utilized as payment for income taxes within 12 months after the reporting year is classified as current assets. Otherwise, this is classified as other noncurrent asset.

Equity

Capital Stock. Capital stock is measured at par value for all shares issued. Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction from proceeds, net of tax.

Additional Paid-in Capital. Additional paid-in capital includes any premium received in the initial issuances of capital stock. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of tax.

Parent Shares Held by a Subsidiary. Where any entity of the Group purchases the Parent Company's shares (treasury stock), the consideration paid, including any directly attributable incremental costs (net of related taxes), is deducted from equity until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transactions costs and the related tax effect, is included in equity.

Retained Earnings. Retained earnings represent the cumulative balance of net income or loss, dividend distributions, effects of the changes in accounting policy and other capital adjustments.

Other Comprehensive Income
Other comprehensive income comprise items of income and expenses (including items previously presented as other equity reserves under the consolidated statement of changes in equity) that are not recognized in profit or loss for the year. Other comprehensive income, which is presented as "Other equity reserves," includes cumulative translation adjustment, fair value changes on investment securities and cumulative remeasurement gain or loss on retirement liability.

Revenue Recognition
Revenue from contract with customers is recognized when the performance obligation in the contract has been satisfied, either at a point in time or over time. Revenue is recognized over time if one of the following criteria is met: (a) the customer simultaneously receives and consumes the benefits as the Group perform its obligations; (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

The Group also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Group has assessed that it acts as a principal in all of its revenue sources.

The following specific recognition criteria must also be met before revenue is recognized:

Service Income. Revenue is recognized as services are rendered.

Interest Income. Revenue is recognized as the interest accrues using the effective interest method, that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Other Income. Revenue is recognized when there is an incidental economic benefit, other than the usual business operations, that will flow to the Group.

Cost and Expense Recognition

Costs and expenses are decreases in economic benefits during the year in the form of outflows, decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants.

Cost of Services. Costs of services are recognized as expense when the related services are rendered.

General and Administrative Expenses. General and administrative expenses constitute cost of administering the business and cost incurred to sell and market the services. These expenses are recognized in profit or loss as incurred.

Employee Benefits

Short-term Benefits. The Group recognizes a liability net of amounts already paid and an expense for services rendered by employees during the year. Short-term benefits given by the Group to its employees include salaries and wages, social security contributions, short-term compensated absences, bonuses and non-monetary benefits.

Short-term employee benefit liabilities are measured on an undiscounted basis and are expensed as the related service is provided.

Retirement Benefits. Retirement benefit costs are actuarially determined using the projected unit credit method. This method reflects services rendered by employees up to the date of valuation and incorporates assumptions concerning employees' projected salaries. The calculation of defined benefit obligations is performed by a qualified actuary.

The Group recognizes service costs, comprising of current service costs, past service costs, gains and losses on curtailments and non-routine settlements and interest cost or income in profit or loss. Net interest is calculated by applying the discount rate to the retirement liability.

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

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Remeasurements of the retirement liability, which comprise actuarial gains and losses, are recognized immediately in other comprehensive income.

The retirement liability is the present value of the defined benefit obligation. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using risk-free interest rate of government bonds that have terms to maturity approximating the terms of the related retirement and other long-term benefits liability.

Actuarial valuations are made annually so that the amounts recognized in the consolidated financial statements do not differ materially from the amounts that would be determined at the reporting date.

Termination Benefits. Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal, or providing termination benefits as a result of an offer made to encourage voluntary redundancy.

<u>Leases</u>
The determination of whether the arrangement is, or contains a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset. A reassessment is made after inception on the lease only if one of the following applies: (a) there is a change in contractual terms, other than a renewal or extension of the arrangement; (b) a renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term; (c) there is a change in the determination of whether fulfillment is dependent on a specified asset; or (d) there is substantial change to the asset.

Where a reassessment is made, lease accounting commences or ceases from the date when the change in circumstances gave rise to reassessment for scenarios (a), (c) or (d) and at the date of renewal or extension period for scenario (b).

Leases where a significant portion of the risks and benefits of ownership over the leased properties are retained by the lessor, are classified as operating leases. Payments made under operating leases are recognized in profit or loss on a straight-line basis over the period of the lease.

The Group as a Lessor. Leases where the Group retains substantially all the risks and benefits of ownership over the leased asset are classified as operating leases. Lease income is recognized as income on a straight-line basis over the lease terms.

The Group as a Lessee. Operating lease payments are recognized as expense in profit or loss on a straight-line basis over the lease terms.

Foreign Currencies

Transactions and Balances. Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item.

Foreign Operations. The assets and liabilities of foreign operations are translated into Philippine Peso at the rate of exchange ruling at financial reporting date and, the profit and loss amounts are translated at the weighted average exchange rates for the year. The exchange differences arising on the translation are taken directly to "Cumulative translation adjustment," a separate component of equity included as part of "Other equity reserves." Upon disposal of a foreign operation, the cumulative translation adjustment relating to that particular foreign operation is recognized in profit or loss.

Income Taxes

Current Tax. Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate and the tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting year.

Deferred Tax. Deferred tax is provided on all temporary differences at the end of reporting year between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax liability is not recognized when it arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss. Also, deferred tax liabilities are not provided on taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures when the parent, investor, joint venturer or joint operator is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits (excess of minimum corporate income taxes or MCIT over regular corporate income taxes or RCIT) and unused tax losses (net operating loss carryover or NOLCO), to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are re-assessed at the end of each reporting year and are recognized to the extent that it has become probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rate that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rate (and tax laws) that have been enacted or substantively enacted at the end of reporting year.

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

Deferred tax relating to items recognized outside profit or loss (either in other comprehensive income or directly in equity) is recognized outside profit or loss (either in other comprehensive income or directly in equity).

Related Party Relationship and Transactions

Related party transactions consist of transfers of resources, services or obligations between the Group and its related parties.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. This includes: (a) individuals who, by owning directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Group; (b) associates; and, (c) individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group and close members of the family of any such individual.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on legal form.

Earnings per Share

The Group presents basic and diluted earnings per share. Basic and diluted earnings per share is calculated by dividing the net income by the weighted average number of common shares outstanding during the year, excluding parent shares held by a subsidiary.

There are no potential dilutive common shares as at December 31, 2018 and 2017.

Segment Reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components. The operating results of an operating segment are reviewed regularly by the chief operating decision maker, which is defined to be the Parent Company's BOD, to determine the resources to be allocated to the segment and assess its performance, and for which financial information is available.

Segment results that are reported to the chief operating decision maker include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Segment capital expenditure is the total cost incurred during the year to acquire property and equipment and intangible assets other than goodwill.

Provisions and Contingencies
Provisions are recognized when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

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

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

3. Significant Judgments, Accounting Estimates and Assumptions

The preparation of the consolidated financial statements requires the Group to exercise judgments, make estimates and use assumptions that affect the reported amounts of assets, liabilities, income, expenses and related disclosures. The Group makes estimates and uses assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the consolidated financial statements as these become reasonably determinable.

Judgments, estimates and assumptions are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group believes the following represent a summary of significant judgments, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities, as well as to the related revenues and expenses, within the next year, and related impact and associated risk in the consolidated financial statements.

Judgments
In the process of applying the Group's accounting policies, management exercises judgment on the following items, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements.

Determining Functional Currency. Based on the economic substance of the underlying circumstances, the Group has determined that its functional currency is the Philippine Peso. The Philippine Peso is the currency of the primary economic environment in which the Parent Company and certain subsidiaries operate. It is the currency that mainly influences the sale of services and the costs of providing the services.

Recognizing Service Revenue. For revenue recognized over time, the Group recognizes revenue if any of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group performance as the entity performs.

- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

- The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognized at a point in time.

The Group does not incur costs to obtain contracts with customers and does not provide ancillary services to the lessees under its sublease agreements.

Revenue, which consist of data transcription and facility service income, amounting to ₱86.5 million, ₱79.2 million and ₱92.1 million in 2018, 2017 and 2016, respectively, are recognized in profit or loss over time.

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

The Group determined that its operating segments are organized and managed separately based on the nature of the business segment, with each business representing a strategic business segment (see Note 4).

Recognizing Deferred Tax Liability on Undistributed Income of a Foreign Subsidiary. Since Paxys N.V., a company incorporated and domiciled in Curacao, is a wholly owned subsidiary of the Parent Company, management believes that the Parent Company can control the timing of the dividend distribution of Paxys N.V. to the Parent Company. Thus, no deferred tax liability was recognized on the undistributed income of Paxys N.V. Unrecognized deferred tax liability on undistributed income of a foreign subsidiary amounted to ₱913.7 million and ₱893.0 million as at December 31, 2018 and 2017, respectively (see Note 21).

Determining Classification of Lease Arrangements. Management exercises judgment in determining whether substantially all the significant risks and benefits over the ownership of the leased assets are retained by the Group. Lease contracts in which the Group retains substantially all the risks and benefits incidental to ownership of the leased asset are accounted for as operating leases. Otherwise, these are considered as finance leases.

The Group, as a lessee, has an existing lease agreement with a third party covering an office space, where it has determined that the risks and benefits over the ownership of the leased properties are retained by the lessors. Accordingly, these lease agreements are accounted for as operating leases.

Rent expense amounted to ₱13.6 million, ₱13.0 million and ₱12.0 million in 2018, 2017 and 2016, respectively (see Note 23).

The Group, as a lessor, has sublease agreements with third parties over its office space, which are accounted for as operating leases.

Rent income, including facility service income of SWA, amounted to ₱4.4 million, ₱0.9 million and ₱1.3 million in 2018, 2017 and 2016, respectively (see Note 23).

Determining Classification of Financial Instruments. Classification of financial instruments under PFRS 9 depends on the results of the business model test and "sole payment of principal and interest" (SPPI) test performed by the Group. The Group exercises judgment in determining the business model to be used in managing its financial instruments to achieve their business objectives.

The classification on various financial assets and liabilities of the Company are disclosed in Note 2.

Evaluating Contingencies. The Group is a party to certain lawsuits or claims arising from the ordinary course of business. However, the Group's management and legal counsel believe that the eventual liabilities under these lawsuits or claims, if any, will not have a material effect on the consolidated financial statements.

Estimates and Assumptions
The key assumptions concerning future and other key sources of estimation at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when these occur.

Determining Fair Value of Financial Instruments. Certain financial assets are carried at fair value. When the fair values of financial assets recorded in the consolidated statements of financial position cannot be measured based on quoted prices in active market, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to this model are taken from observable market where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Fair values of financial assets and liabilities are presented in Note 24, *Financial Instruments.*

Assessing Impairment Losses on Financial Assets at Amortized Cost and FVOCI. Upon adoption of PFRS 9, impairment losses on financial assets are determined based on expected credit losses. In assessing the expected credit losses, the Group uses historical loss experience adjusted for forward-looking factors, as appropriate.

The Group's cash and cash equivalents are maintained at reputable financial institutions with good industry rating and score.

For investment securities, the Group estimates impairment based on 12-month expected credit loss. Investment securities at amortized cost and FVOCI, which have credit quality equivalent to "high grade" and have low credit risk at reporting date, are presumed to have no significant increase in credit risk since initial recognition.

The Group estimates impairment on trade receivables based on lifetime expected credit loss using a provision matrix that is based on days past due and takes into consideration historical credit loss experience, adjusted for forward-looking factors, as applicable. Management recognizes losses on credit-impaired receivables from related parties considering its ability to pay based on its available assets.

No provision for impairment losses on cash equivalents and investment securities at amortized cost and FVOCI were recognized in 2018. Provisions for impairment losses on trade and other receivables amounted to ₱6.3 million in 2018 (see Note 7).

The carrying amount of financial assets at amortized cost and FVOCI as at December 31, 2018 are as follows:

	Note	Amount
Cash equivalents	5	₱3,117,941
Investment securities:	6	
At amortized cost		517,537
At FVOCI		153,062
Trade and other receivables	7	38,904

Prior to adoption of PFRS 9, impairment losses is established when there is objective evidence or impairment based on events that affect future cash flows. For loans and receivables, the amount of the provision is the difference between the assets' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. AFS financial asset is impaired based on whether there has been a substantial or prolonged decline in the fair value of the investment (e.g. more than 20% and prolonged decline is defined as a period of more than six months). HTM investments carried at amortized cost are impaired when the carrying amount exceeds its recoverable amount, which requires judgment of the financial health of the investee.

Provision for impairment losses on trade and other receivables, including due from related parties amounted to ₱13.2 million and ₱15.2 million in 2017 and 2016, respectively (see Note 18).

No provision for impairment losses on AFS financial assets and HTM investments was recognized in 2017 and 2016.

The carrying amount of financial assets as at December 31, 2017 are as follows:

	Note	Amount
AFS financial assets	6	₱814,982
HTM investments	6	100,175
Trade and other receivables	7	53,643

Assessing Impairment Losses on Input VAT. The provision for impairment losses on input VAT is maintained at a level considered adequate to provide for potentially unrecoverable claims. The Group, on a continuing basis, makes a review of the status of the claims, designed to identify those to be provided with any impairment losses. In these cases, management uses judgment based on the best available facts and circumstances. The amount and timing of recorded expenses for any year would therefore differ based on the judgments or estimates made.

The carrying amount of input VAT amounted to ₱18.2 million and ₱13.8 million as December 31, 2018 and 2017, respectively. Allowance for impairment losses on input VAT amounted to ₱49.6 million and ₱48.8 million as at December 31, 2018 and 2017, respectively (see Note 8).

Estimating Useful Lives of Property and Equipment and Intangible Assets. The estimated useful life of each of the items of property and equipment and intangible assets is estimated based on the year over which the assets are expected to be available for use. Such estimation is based on a collective assessment of similar business, internal technical evaluation and experience with similar assets. The estimated useful life of each asset is reviewed at each financial year end and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the asset. It is possible, however, that future results of operations could be materially affected by changes in the amounts and timing of recorded expenses brought about by changes in the factors mentioned above. A change in the estimated useful life on property and equipment and intangible assets would impact the recorded expenses and noncurrent assets.

There is no change in the estimated useful lives of property and equipment and intangible assets in 2018, 2017 and 2016.

The carrying amount of property and equipment and intangible assets are as follows:

	Note	**2018**	2017
Property and equipment	10	**₱7,918**	₱1,681
Intangible assets	11	**610**	420

Assessing Impairment of Nonfinancial Assets. The Group assesses at the end of each reporting year whether there is any indication that the nonfinancial assets listed below may be impaired. If such indication exists, the Group estimates the recoverable amount of the asset, which is the higher of an asset's fair value less costs to sell and its value-in-use. In determining fair value less costs to sell, an appropriate valuation model is used, which can be based on quoted prices or other available fair value indicators. In estimating the value-in-use, the Group is required to make an estimate of the expected future cash flows from the cash generating unit and also to choose an appropriate discount rate in order to calculate the present value of those cash flows.

Determining the recoverable amounts of the nonfinancial assets, which involves the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the use of estimates and assumptions that can materially affect the consolidated financial statements. Future events could indicate that these nonfinancial assets are impaired. Any resulting impairment loss could have a material adverse impact on the financial condition and results of operations of the Group.

The carrying amount of nonfinancial assets that are subject to impairment assessment when impairment indicators are present (such as obsolescence, physical damage, significant changes to the manner in which the asset is used, worse than expected economic performance, a drop in revenue or other external indicators) are as follows:

	Note	**2018**	2017
Property and equipment	10	**₱7,918**	₱1,681
Intangible assets	11	**610**	420

Investments in joint ventures are fully provided with allowance for impairment losses as at December 31, 2018 and 2017 (see Note 9).

Determining Retirement Liability. The determination of the cost of retirement benefits and related retirement liability is dependent on the selection of certain assumptions used by the actuary in calculating such amounts. The assumptions, which include among others, discount rate and rate of salary increase are described in Note 14.

Actual results that differ from the assumptions are accumulated and are recognized as part of other comprehensive income. While management believes that the assumptions are reasonable and appropriate, significant differences in the Group's actual experience of significant changes in the assumptions may materially affect the retirement liability.

Retirement liability amounted to ₱11.5 million and ₱4.1 million as at and December 31, 2018 and 2017, respectively. The net retirement benefits amounted to ₱0.5 million, ₱1.0 million and ₱0.4 million in 2018, 2017 and 2016, respectively (see Note 14).

Assessing Realizability of Deferred Tax Assets. The Group reviews the carrying amounts at the end of each reporting year and reduces the amount of deferred tax assets to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

Deferred tax assets as at December 31, 2018 and 2017 were not recognized because management believes that sufficient future taxable income may not be available against which the carry forward benefits of NOLCO, excess of MCIT over RCIT and other deductible temporary differences may be utilized. Unrecognized deferred tax assets amounted to ₱58.2 million and ₱51.8 million as at December 31, 2018 and 2017, respectively (see Note 21).

4. Segment Information

The Group's operating businesses are organized and managed separately according to the nature of the services provided, with each segment representing a strategic business unit that offers different services and serves different market.

Segment Assets and Liabilities. Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, property and equipment and intangible assets. Segment liabilities include all operating liabilities and consist principally of trade and other payables.

Inter-segment Transactions. Segment revenue, segment expenses and segment performance include transfers among business segments. Such transfers are eliminated in consolidation.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating income or loss and is measured consistently with operating income or loss in the consolidated financial statements.

Business segment information is reported on the basis that is used internally for evaluating segment performance and deciding how to allocate resources among operating segments. For management purposes, the Group is organized into business units based on the services rendered and has two reportable operating segments as follows:

- Data Conversion - This segment includes general transcription, data conversion, contact center, and other outsourcing services.
- Others - This segment includes holding and investment companies, which consists of the Parent Company, Paxys N.V., and other non-operating subsidiaries.

<u>Business Segment Information</u>

The following table presents the revenue and expenses and certain assets and liabilities information of the Group's business segments as at and for the years ended December 31, 2018, 2017 and 2016.

	2018			
	Data Conversion	Others	Eliminations	Consolidated
Results of Operations				
Revenue from external customers	₱86,477	₱–	₱–	₱86,477
Cost and expenses	(85,847)	(81,340)	89	(167,098)
Operating income (loss)	630	(81,340)	89	(80,621)
Interest income	361	95,047	–	95,408
Net foreign exchange gain	1,699	3,878	(1,141)	4,436
Other income - net	591	870	(358)	1,103
Income tax expense	(53)	(6,186)	–	(6,239)
Net income	₱3,228	₱12,269	(₱1,410)	₱14,087
Assets and Liabilities				
Assets	₱61,815	₱5,500,090	(₱1,656,514)	₱3,905,391
Liabilities	69,001	165,845	(193,084)	41,762
Other Segment Information				
Capital expenditures:				
Property and equipment	₱7,840	₱482	₱–	₱8,322
Intangible assets	264	320	–	584
Depreciation and amortization	2,267	212	–	2,479

	2017			
	Data Conversion	Others	Eliminations	Consolidated
Results of Operations				
Revenue from external customer	₱79,205	₱–	₱–	₱79,205
Cost and expenses	(78,813)	(73,798)	264	(152,347)
Operating income (loss)	392	(73,798)	264	(73,142)
Interest income	357	74,570	–	74,927
Net foreign exchange gain (loss)	(242)	753	(190)	321
Other income - net	832	4,593	–	5,425
Income tax expense	(28)	(5,549)	–	(5,577)
Net income	₱1,311	₱569	₱74	₱1,954
Assets and Liabilities				
Assets	₱56,368	₱5,352,072	(₱1,652,845)	₱3,755,595
Liabilities	65,825	164,385	(199,454)	30,756
Other Segment Information				
Capital expenditures:				
Property and equipment	₱78	₱284	₱–	₱362
Intangible assets	132	11	–	143
Depreciation and amortization	1,295	167	–	1,462

	2016			
	Data Conversion	Others	Eliminations	Consolidated
Results of Operations				
Revenue from external customer	₱92,073	₱–	₱–	₱92,073
Cost and expenses	(88,810)	(68,448)	115	(157,143)
Operating income (loss)	3,263	(68,448)	115	(65,070)
Interest income	250	66,516	–	66,766
Net foreign exchange gain	1,644	4,674	(1,183)	5,135
Other income - net	1,082	9,708	–	10,790
Income tax expense	(328)	(5,463)	–	(5,791)
Net income	₱5,911	₱6,987	(₱1,068)	₱11,830
Assets and Liabilities				
Assets	₱57,829	₱5,336,022	(₱1,650,918)	₱3,742,933
Liabilities	70,817	165,073	(196,402)	39,488
Other Segment Information				
Capital expenditures:				
Intangible assets	₱495	₱107	₱–	₱602
Property and equipment	305	139	–	444
Depreciation and amortization	1,418	700	–	2,118

The Data Conversion segment is managed and operated in the Philippines. Other reportable segments include funds invested in foreign corporate bonds and other short-term deposits from various banks. Interest income from these funds amounted to ₱95.4 million, ₱74.9 million and ₱66.8 million in 2018, 2017 and 2016, respectively.

Inter-segment revenue and expenses are eliminated upon consolidation and reflected in the "Eliminations" column.

The revenue from external customers pertain to services rendered by SWA to its clients amounting to ₱86.5 million, ₱79.2 million and ₱92.1 million in 2018, 2017 and 2016, respectively.

5. Cash and Cash Equivalents

This account consists of:

	2018	2017
Cash on hand	**₱65**	₱65
Cash in banks	**37,304**	112,307
Cash equivalents	**3,117,941**	2,646,157
	₱3,155,310	₱2,758,529

Cash in banks earn interest at prevailing bank deposit rates. Cash equivalents are made for varying periods up to 90 days depending on the immediate cash requirements of the Group. Cash equivalents earn interest at the short-term deposit rates.

Interest income on cash and cash equivalents and investment securities are as follows:

	Note	2018	2017	2016
Cash and cash equivalents		**₱75,622**	₱56,023	₱53,603
Investment securities:	6			
Financial assets at:				
Amortized cost		**13,431**	–	–
FVOCI		**6,355**	–	–
AFS financial assets		**–**	9,831	4,701
HTM investments		**–**	9,073	8,462
		₱95,408	₱74,927	₱66,766

6. Investment Securities

The balances and movements in this account in 2018 are as follows:

		Financial Assets at			
	Note	Amortized Cost	FVOCI	FVPL	Total
Balances at December 31, 2017		₱100,175	₱814,982	₱–	₱915,157
Reclassifications	2	499,585	(500,641)	1,056	–
Balances at January 1, 2018		599,760	314,341	1,056	915,157
Additions		–	–	2,956	2,956
Disposals/redemption		(82,223)	(154,779)	(4,034)	(241,036)
Unrealized fair value gain (loss)		–	(6,500)	22	(6,478)
Balances at December 31, 2018		₱517,537	₱153,062	₱–	₱670,599

Financial Assets at Amortized Cost. Financial assets at amortized cost consist of unquoted bonds with fixed interest rate and maturity date until 2019.

Interest income earned from these bonds amounted to ₱13.4 million in 2018 (see Note 5).

Financial Assets at FVOCI. Financial assets at FVOCI, which consist of bonds that are managed by various international banks, have fixed interest and varying maturity dates in 2019. Unrealized fair value gain recognized in other comprehensive income amounted to ₱6.5 million in 2018.

Investment in AFS amounting to ₱154.8 million were fully redeemed in 2018. Cumulative gain on fair value changes previously recognized in other comprehensive income amounting to ₱12.9 million were transferred to retained earnings.

Interest income from these financial assets amounted to ₱6.4 million in 2018 (see Note 5).

Financial Assets at FVPL. Financial assets at FVPL consist of investment in UITF amounting to ₱1.1 million, which was fully redeemed in 2018. Gain recognized in profit or loss amounted to ₱22 (see Note 20).

The balances and movements in 2017 are as follows:

	AFS Financial Assets	HTM Investments	Total
Balances at beginning of year	₱231,560	₱581,388	₱812,948
Additions	626,653	100,175	726,828
Disposals/redemption	(50,229)	(581,388)	(631,617)
Unrealized fair value gain	6,998	–	6,998
Balances at end of year	₱814,982	₱100,175	₱915,157

AFS Financial Assets. AFS financial assets consist of bonds, investment in financial assets and investment in UITF.

The Group redeemed AFS financial assets with aggregate redemption price of ₱50.2 million and ₱161.4 million in 2017 and 2016, respectively. Gain on redemption recognized in profit or loss amounted to ₱53 and ₱2.8 million in 2017 and 2016, respectively (see Note 20).

Interest income from AFS financial assets amounted to ₱9.8 million and ₱4.7 million in 2017 and 2016, respectively (see Note 5).

HTM Investments. HTM investments consist of unquoted bonds with fixed interest rate and maturity date until 2019.

Interest income from HTM investments amounted to ₱9.1 million and ₱8.5 million in 2017 and 2016, respectively (see Note 5).

7. Trade and Other Receivables

This account consists of:

	Note	2018	2017
Trade		**₱21,387**	₱25,180
Due from related parties	16	**83,174**	78,881
Accrued interest		**12,057**	21,133
Others		**18,905**	20,269
		135,523	145,463
Allowance for impairment losses		**(96,619)**	(91,820)
		₱38,904	₱53,643

Trade receivables are non-interest-bearing with average credit terms of 30 to 60 days.

Accrued interest are collectible within one year.

Other receivables, which include advances to officers and employees, suppliers and other nontrade receivables, are non-interest-bearing and are normally collected within one year.

Movements in the allowance for impairment losses are as follows:

		2018			
	Note	Trade Receivables	Due from Related Parties (see Note 16)	Others	Total
Balance at beginning of year		₱11,072	₱63,064	₱17,684	₱91,820
Provision	18	–	6,255	–	6,255
Write-off of receivable		(1,456)	–	–	(1,456)
Balance at end of year		₱9,616	₱69,319	₱17,684	₱96,619

		2017			
	Note	Trade Receivables	Due from Related Parties (see Note 16)	Others	Total
Balance at beginning of year		₱11,072	₱49,913	₱17,684	₱78,669
Provision	18	–	13,151	–	13,151
Balance at end of year		₱11,072	₱63,064	₱17,684	₱91,820

In 2016, the Group directly wrote off nontrade receivables amounting to ₱4.6 million (see Note 20).

8. Other Current Assets

This account consists of:

	2018	2017
Input VAT, net of allowance for impairment losses	₱18,242	₱13,814
Prepaid expenses	1,917	1,057
	₱20,159	₱14,871

Prepaid expenses include prepaid rent, insurance, subscription, maintenance, taxes and licenses.

Movements in the allowance for impairment losses on input VAT are as follows:

	Note	2018	2017
Balance at beginning of year		₱48,793	₱46,384
Provision	18	792	2,409
Balance at end of year		₱49,585	₱48,793

9. Investments in Joint Ventures

The following are the joint ventures of the Group:

	Place of Incorporation	Principal Activity	Percentage of Ownership
Paxys Global Services Dalian Ltd (PGS Dalian)	China	Call center	50.0%
Simpro Solutions Limited (SSL)	Hong Kong	Call center	50.0%

The investments in joint ventures are fully provided with allowance for impairment losses as at December 31, 2018 and 2017.

The Group has no outstanding commitments with the joint ventures as at December 31, 2018 and 2017. The joint ventures have no contingent liabilities or capital investments as at December 31, 2018 and 2017.

On June 30 2018, Simpro Solutions Philippines, Inc. (SSPI), a wholly-owned subsidiary of SSL, has been dissolved and is currently in the process of liquidation. Prior to the dissolution, SSPI receivables amounting to ₱11.2 million from SSL were assigned to the Parent Company as payment of its payables to the latter (see Note 16).

10. Property and Equipment

The balances and movements in this account are as follows:

	2018					
	Computer Equipment	Communication Equipment	Leasehold Improvements	Office Furniture, Fixtures and Equipment	Transportation Equipment	Total
Cost						
Balances at beginning of year	₱106,505	₱7,624	₱155,931	₱11,970	₱10,712	₱292,742
Additions	3,079	–	3,153	2,090	–	8,322
Disposals	–	–	–	–	(963)	(963)
Balances at end of year	109,584	7,624	159,084	14,060	9,749	300,101
Accumulated Depreciation and Amortization						
Balances at beginning of year	106,304	7,624	155,512	11,210	10,411	291,061
Depreciation and amortization	669	–	617	598	201	2,085
Disposals	–	–	–	–	(963)	(963)
Balances at end of year	106,973	7,624	156,129	11,808	9,649	292,183
Net Book Value	₱2,611	₱–	₱2,955	₱2,252	₱100	₱7,918

	2017					
	Computer Equipment	Communication Equipment	Leasehold Improvements	Office Furniture, Fixtures and Equipment	Transportation Equipment	Total
Cost						
Balances at beginning of year	₱109,289	₱7,836	₱155,813	₱12,412	₱13,649	₱298,999
Additions	109	–	118	135	–	362
Retirement	(2,893)	(212)	–	(577)	–	(3,682)
Disposals	–	–	–	–	(2,937)	(2,937)
Balances at end of year	106,505	7,624	155,931	11,970	10,712	292,742
Accumulated Depreciation and Amortization						
Balances at beginning of year	108,928	7,836	155,293	11,462	13,140	296,659
Depreciation and amortization	269	–	219	325	208	1,021
Retirement	(2,893)	(212)	–	(577)	–	(3,682)
Disposals	–	–	–	–	(2,937)	(2,937)
Balances at end of year	106,304	7,624	155,512	11,210	10,411	291,061
Net Book Value	₱201	₱–	₱419	₱760	₱301	₱1,681

In 2018 and 2017, the Company sold certain fully depreciated property and equipment, resulting to a gain of ₱0.4 million (see Note 20).

Depreciation and amortization recognized consist of:

	Note	2018	2017	2016
Property and equipment		**₱2,085**	₱1,021	₱1,074
Intangible assets	11	**394**	441	1,044
		₱2,479	₱1,462	₱2,118

Depreciation and amortization are allocated as follows:

	Note	2018	2017	2016
Cost of services	17	**₱2,177**	₱1,192	₱1,202
General and administrative expenses		**302**	270	916
		₱2,479	₱1,462	₱2,118

As at December 31, 2018 and 2017, fully depreciated property and equipment with aggregate cost of ₱58.1 million and ₱59.1 million, respectively, are still being used in the operations by the Group.

11. Intangible Assets

Movements in this account are as follows:

	Note	2018	2017
Cost			
Balance at beginning of year		**₱14,867**	₱14,724
Additions		**584**	143
Balance at end of year		**15,451**	14,867
Accumulated Amortization			
Balance at beginning of year		**14,447**	14,006
Amortization	10	**394**	441
Balance at end of year		**14,841**	14,447
Net Book Value		**₱610**	₱420

Intangible assets pertain to software and licenses, which are amortized over three to five years.

12. Other Noncurrent Assets

This account consists of:

	Note	2018	2017
Rental and security deposits	23	**₱5,008**	₱4,625
Others		**6,883**	6,669
		₱11,891	₱11,294

Rental and security deposits pertain to cash deposits on lease agreements, which are refundable at the end of lease period.

13. Trade and Other Payables

This account consists of:

	Note	2018	2017
Trade		**₱2,250**	₱1,766
Statutory payables		**7,143**	6,643
Dividends	15	**6,554**	6,554
Accrued expenses:			
Salaries and wages		**3,001**	2,996
Professional fees		**2,481**	2,827
Taxes and licenses		**1,812**	1,753
Rent		**1,743**	1,412
Others		**2,961**	2,143
Others		**729**	408
		₱28,674	₱26,502

Trade payables are noninterest-bearing and are normally settled on a 60-day term.

Statutory payables represent withholding taxes payable, SSS, HDMF and PhilHealth premiums, and other liabilities to the government agencies.

Accrued expenses are normally settled within 30 to 60 days.

14. Retirement Benefits

The Parent Company and SWA maintain separate unfunded, non-contributory, defined benefit plans covering all eligible employees. An independent actuary conducts an actuarial valuation of the retirement liability. The latest actuarial report is as at December 31, 2018.

The retirement benefits expense recognized in the consolidated statements of comprehensive income is as follows:

	Note	2018	2017	2016
Current service cost		**₱285**	₱751	₱1,266
Interest cost		**224**	275	288
Curtailment gain		**–**	–	(1,173)
	19	**₱509**	₱1,026	₱381

In 2016, the Group incurred a gain on curtailment due to a decrease in the number of covered employees.

The net cumulative remeasurement gain (loss) on retirement liability recognized as other comprehensive income follows:

	2018	2017	2016
Balance at beginning of year	**₱5,731**	₱3,511	₱2,275
Remeasurement gain (loss)	**(6,958)**	2,220	1,236
Balance at end of year	**(₱1,227)**	₱5,731	₱3,511

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

	2018	2017
Balance at beginning of year	**₱4,064**	₱5,258
Remeasurement loss (gain)	**6,958**	(2,220)
Current service cost	**285**	751
Interest cost	**224**	275
Balance at end of year	**₱11,531**	₱4,064

The principal assumptions used in determining the retirement liability are shown below:

	2018	2017
Discount rate	**7.53%**	5.70%
Salary increase rate	**2.00%**	2.00%

The sensitivity analysis based on reasonably possible changes of the assumptions as at December 31, 2018 is as follows:

	Change in Assumption	Effect on Retirement Liability
Discount rate	10.65%	₱322
	(8.60%)	(260)
Salary Rate	11.20%	337
	(9.15%)	(275)

Each sensitivity analysis on the significant actuarial assumptions was prepared by remeasuring the defined benefit liability at the end of each reporting date after adjusting one of the current assumptions according to the applicable sensitivity increment or decrement (based on changes in the relevant assumption that were reasonably possible at the valuation date) while all other assumptions remained unchanged. The corresponding change in the defined benefit liability was expressed as a percentage change from the base defined benefit liability.

As at December 31, 2018, undiscounted benefit payments are shown below:

Within one year	₱8,066
More than one year	963
	₱9,029

The weighted average duration of the defined benefit obligation at the end of the reporting year is at 1.2 years.

15. Equity

Capital Stock
This account consists of the following:

	Number of Shares	Amount
Common Stock "Class A" - ₱1 par value		
Authorized	1,800,000,000	₱1,800,000
Issued and outstanding	1,148,534,866	1,148,535

On March 22, 1971, the Parent Company's common shares with ₱1 par value per share were listed with the PSE.

Parent Shares Held by a Subsidiary
In 2014, Paxys N.V., through a tender offer, completed the purchase of 345,622,477 common shares of the Parent Company representing 30.09% of its outstanding capital stock for a total consideration of ₱1,149.9 million.

Additional Paid-in Capital
This account consists of:

Premium on issuance of shares of stock	₱348,213
Premium on forfeited stock option	103,151
	₱451,364

Premium on issuance of shares of stock represents the excess of paid-up capital over the par value of capital stock. Premium on forfeited stock option represents increase in equity arising from equity-settled share-based payment transactions.

In 2005, the BOD and the stockholders of the Company, respectively, approved the Employee Equity Plan ("Plan") available to the executives and key employees of the Company. The Plan was approved by the SEC on June 1, 2006 and was terminated on May 1, 2015. All unexercised stock options were forfeited.

Retained Earnings
Undistributed retained earnings of a foreign subsidiary amounting to ₱3,045.7 million and ₱2,976.6 million as at December 31, 2018 and 2017, respectively, are not available for dividend declaration until these are distributed by the subsidiary to the Parent Company.

Dividends payable of the Parent Company as at December 31, 2018 and 2017 amounted to ₱6.6 million, which pertain to dividends declared in prior years (see Note 13).

16. Related Party Transactions and Balances

In the normal course of business, the Group has transactions and balances with related parties pertaining to noninterest-bearing advances as follows:

Related Party	Year	Transactions during the Year	Due from Related Parties (see Note 7)
Joint Venture	**2018**	**₱176**	**₱15,915**
	2017	-	15,653
Entities with Common Stockholders	**2018**	**3,918**	**67,259**
	2017	17,027	63,228
	2018		**₱83,174**
	2017		78,881

Outstanding balances are unsecured, noninterest-bearing with no fixed repayment terms and are normally settled in cash. No guarantees have been provided or received for these balances. Impairment assessment is undertaken at each reporting date.

The liquidation of SSPI resulted to the assignment of its related party receivables and payables. Receivables of SSPI amounting to ₱11.2 million from SSL were assigned to the Parent Company in 2018 as payment of its payables to the latter (see Note 9).

Allowance for impairment losses related to these receivables amounted to ₱69.3 million and ₱63.1 million as at December 31, 2018 and 2017, respectively (see Note 7).

Compensation of Key Management Personnel of the Group

	2018	2017	2016
Salaries and wages	**₱13,325**	₱11,646	₱10,743
Professional fees	**7,452**	6,426	-
Other short-term benefits	**4,764**	628	629
	₱25,541	₱18,700	₱11,372

17. Cost of Services

This account consists of:

	Note	2018	2017	2016
Personnel cost	19	**₱42,785**	₱42,233	₱51,800
Rent	23	**6,259**	5,694	5,398
Utilities		**3,943**	3,445	3,477
Security and janitorial services		**3,078**	2,645	2,248
Communication		**2,494**	2,084	2,662
Depreciation and amortization	10	**2,177**	1,192	1,202
Outside services		**1,263**	6,315	9,620
Supplies		**438**	415	585
Association dues		**102**	45	45
Others		**2,967**	2,453	2,778
		₱65,506	₱66,521	₱79,815

18. General and Administrative Expenses

This account consists of:

	Note	2018	2017	2016
Professional fees		**₱40,401**	₱29,827	₱19,989
Personnel cost	19	**29,591**	14,010	14,821
Provision for impairment losses on:				
Trade and other receivables	7	**6,255**	13,151	15,228
Input VAT	8	**792**	2,409	1,127
Rent	23	**7,387**	7,318	6,638
Insurance		**2,835**	2,721	2,742
Utilities		**2,363**	2,252	2,164
Transportation and travel		**2,096**	2,067	2,296
Security and janitorial services		**1,835**	1,522	1,495
Communication		**1,819**	1,745	2,691
Entertainment, amusement and recreation		**1,311**	1,315	1,112
Bank charges		**1,257**	2,205	1,008
Others		**3,650**	5,284	6,017
		₱101,592	₱85,826	₱77,328

19. Personnel Costs

This account consists of:

	Note	2018	2017	2016
Salaries, wages and allowances		**₱62,703**	₱45,931	₱52,483
Trainings		**971**	1,528	1,268
Net retirement benefits	14	**509**	1,026	381
Other employee benefits		**8,193**	7,758	12,489
		₱72,376	₱56,243	₱66,621

Other employee benefits pertain to statutory contributions, incentives, health care and insurance benefits, and other benefits granted to employees.

Personnel costs are classified as follows:

	Note	2018	2017	2016
Cost of services	17	**₱42,785**	₱42,233	₱51,800
General and administrative expenses	18	**29,591**	14,010	14,821
		₱72,376	₱56,243	₱66,621

20. Other Income

This account consists of:

	Note	2018	2017	2016
Rent	23	**₱367**	₱859	₱1,311
Gain on disposal of property and equipment	10	**406**	357	–
Gain on redemption of investment securities	6	**22**	53	2,798
Reversal of payables		**–**	3,743	10,166
Direct write-off of nontrade receivable	7	**–**	–	(4,566)
Others		**308**	413	1,081
		₱1,103	₱5,425	₱10,790

In 2016, the Company wrote off ₱4.6 million of long-outstanding receivables following the full settlement of outstanding receivable.

21. Income Tax

a. The components of current income tax expense as presented in the consolidated statements of comprehensive income are as follows:

	2018	2017	2016
Final tax	**₱6,031**	₱5,384	₱5,164
RCIT	**505**	503	–
MCIT	**208**	193	627
	₱6,744	₱6,080	₱5,791

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

	2018	2017	2016
Income tax expense at statutory income tax rate	**₱6,098**	₱2,259	₱5,286
Income tax effects of:			
Nontaxable income	**(15,732)**	(14,342)	(12,565)
Expired NOLCO	**11,045**	6,649	13,852
Interest income subjected to final tax	**(3,037)**	(2,953)	(2,846)
Nondeductible expenses	**1,292**	6,216	2,174
Expenses subject to 10% preferential income tax rate	**53**	53	24
Net changes in unrecognized net deferred tax assets	**6,455**	7,118	(1,133)
Expired MCIT	**65**	577	999
	₱6,239	₱5,577	₱5,791

c. Details of unrecognized net deferred tax assets relating to NOLCO, MCIT and other temporary differences are as follows:

	2018	2017
NOLCO	**₱41,570**	₱34,555
Allowance for impairment losses on receivables and input VAT	**12,899**	12,893
Retirement liability	**4,166**	4,014
Unrealized foreign exchange gain	**(1,863)**	(1,414)
Excess MCIT over RCIT	**774**	1,136
Accruals and provision	**676**	583
	₱58,222	₱51,767

Management has assessed that sufficient future taxable income may not be available against which the carry forward benefits of NOLCO, excess MCIT over RCIT and other deductible temporary differences may be utilized.

d. Details of carry forward benefits arising from NOLCO and excess MCIT over RCIT are as follows:

NOLCO

Year Incurred	Balance as at December 31, 2017	Additions	Expired	Balance as at December 31, 2018	Available Until
2015	₱36,821	₱–	(₱36,821)	₱–	2018
2016	36,454	–	–	36,454	2019
2017	42,230	–	–	42,230	2020
2018	–	60,315	–	60,315	2021
	₱115,505	₱60,315	(₱36,821)	₱138,999	

MCIT

Year Incurred	Balance as at December 31, 2017	Additions	Applied/ Expired	Balance as at December 31, 2018	Available Until
2015	₱515	₱–	(₱515)	₱–	2018
2016	428	–	(55)	373	2019
2017	193	–	–	193	2020
2018	–	208	–	208	2021
	₱1,136	₱208	(₱570)	₱774	

MCIT amounting to ₱505 and ₱503 were applied against RCIT in 2018 and 2017, respectively.

22. Earnings per Share

Basic/diluted earnings per share are computed as follows:

	Note	2018	2017	2016
Net income (a)		**₱14,087**	₱1,954	₱11,830
Issued and outstanding shares	15	**1,148,535**	1,148,535	1,148,535
Parent shares held by a subsidiary	15	**(345,622)**	(345,622)	(345,622)
Number of shares issued and outstanding (b)		**802,913**	802,913	802,913
Basic/diluted earnings per share (a/b)		**₱0.018**	₱0.002	₱0.015

There are no potential dilutive common shares as at December 31, 2018 and 2017.

23. Commitments

a. The Group as a Lessee

i. The Parent Company has an existing lease agreement with a third party for the lease of office space until April 30, 2021. The lease is renewable upon mutual consent of the parties.

ii. SWA has an existing non-cancellable five-year agreement with a third party for the lease of an office space until December 31, 2019. The monthly rent is subject to annual escalation of 5%. On January 22, 2019, the lease is renewed for another two years until 2021, with an option to extend for another two years and six months. As at December 31, 2018 and 2017, refundable security deposit amounted to ₱1.5 million and ₱1.4 million, respectively.

iii. In October 21, 2018, SWA entered into a two-year lease agreement with a third party for the lease of an office space until October 20, 2020. The rental rate is subject to 5% escalation rate upon renewal. As at December 31, 2018, refundable security deposit amounted to ₱0.3 million.

Outstanding rental and security deposits on lease commitments, presented under Other Noncurrent Assets account in the consolidated statements of financial position, amounted to ₱5.0 million and ₱4.6 million as at December 31, 2018 and 2017, respectively (see Note 12). The rental and security deposits are either refundable in cash or will be applied against unpaid rental upon termination of lease agreements.

Rent expense is allocated as follows:

	Note	**2018**	2017	2016
General and administrative expenses	18	**₱7,387**	₱7,318	₱6,638
Cost of services	17	**6,259**	5,694	5,398
		₱13,646	₱13,012	₱12,036

The future minimum lease payments under noncancellable operating leases are as follows:

	2018	2017
Within one year	**₱13,938**	₱12,099
After one year but not more than five years	**10,619**	22,761
	₱24,557	₱34,860

b. The Group as a Lessor

i. The Parent Company subleased a portion of its office space to third parties for a period of six months to one year in 2017 and 2016.

ii. SWA has subleased a portion of its office space in Laguna to a related party.

Rent income from sublease of the Parent Company and SWA amounted to ₱0.4 million, ₱0.9 million and ₱1.3 million in 2018, 2017 and 2016, respectively. This was recorded under the Other Income of the Group (see Note 20).

iii. In October 2018, SWA entered into a Facilities and Support Services Agreement with a third party for work-ready seats for a period of two years until October 20, 2020. The agreement also covers for support services such as security and janitorial services, fiber internet connection, IT support for ISP connectivity issues, and utilities. Refundable deposit amounted to ₱1.3 million as at December 31, 2018.

Income from the facilities services of SWA, which is recorded as part of revenue, amounted to ₱4.0 million in 2018.

24. Financial Instruments

Financial Risk Management Objectives and Policies
The Group's principal financial instruments comprise cash and cash equivalents, financial assets at FVOCI, debt investments at amortized cost, trade and other receivables, and trade and other payables, which arise directly from the operations. The main risks arising from the Group's financial instruments are foreign currency risk, credit risk, and liquidity risk. The BOD reviews and agrees policies for managing each of these risks and these are summarized below.

Foreign Currency Risk
The Group has transactional currency exposure. The exposure arises from services denominated in US$. Service income of SWA is denominated in US$ for the years ended December 31, 2018 and 2017. As a result, the Group's consolidated financial performance and financial position can be affected significantly by movements in the US$ to Philippine Peso exchange rate.

The following rates of exchange have been used by the Group in translating foreign currency transactions.

	2018		2017	
	Closing	Average	Closing	Average
Philippine Peso to 1 unit of US$	₱52.58	₱52.69	₱49.93	₱50.40

As at December 31, 2018 and 2017, the significant foreign currency-denominated monetary assets are as follows:

	2018		2017	
	In US$	Philippine Peso Equivalent	In US$	Philippine Peso Equivalent
Cash and cash equivalents	US$43,531	₱2,288,882	US$37,398	₱1,867,282
Trade and other receivables	336	17,656	512	25,564
Investment securities:				
Financial assets at:				
Amortized cost	7,770	408,537	–	–
FVOCI	2,911	153,062	–	–
AFS financial assets	–	–	14,118	704,912
HTM investments	–	–	2,006	100,160
Foreign currency-denominated monetary assets	US$54,548	₱2,868,137	US$54,034	₱2,697,918

The following table demonstrates the sensitivity to a reasonably possible change in US$ exchange rates to Philippine Peso with all other variables held constant, of the income before income tax (due to changes in the fair value of financial assets and liabilities). Reasonably possible change is based on net average movement of foreign currency closing rates for the last five years.

	2018		2017	
	Increase (Decrease) in Exchange Rates	**Increase (Decrease) on Income before Tax**	Increase (Decrease) in Exchange Rates	Increase (Decrease) on Income before Tax
US$	**2.65**	**₱144,552**	₱0.21	₱11,348
	(2.65)	**(144,552)**	(0.21)	(11,348)

The decrease in Philippine Peso to US$ means stronger Philippine Peso against the US$ rates while increase in Philippine Peso to US$ rate means stronger foreign exchange rates against Philippine Peso.

Credit Risk
Credit risk is the risk that the Group will incur a loss when its counterparties fail to discharge their contractual obligations

Receivables are monitored on an on-going basis to minimize Group's exposure to possible losses. The Group trades only with recognized, creditworthy third parties. It is Group policy to subject customers who trade on credit terms to credit verification procedures. Trade receivables pertain mainly to the account of Nuance Communications Ireland Ltd.

The credit risk for cash and financial instruments is considered negligible because the counterparties are reputable banks and investment institutions with high quality external credit ratings.

The gross maximum exposure of the Group to credit risk corresponds to the total carrying amounts of the following financial assets:

	2018	2017
Loans and receivables:		
Cash and cash equivalents[(a)]	**₱3,155,245**	₱2,758,464
Trade and other receivables	**38,904**	53,643
Rental and security deposits[(b)]	**5,008**	4,625
Investment securities:		
Finacial assets at:		
Amortized cost	**517,537**	–
FVOCI	**153,062**	–
AFS financial assets	–	814,982
HTM investments	–	100,175
	₱3,869,756	₱3,731,889

[(a)]Excluding cash on hand amounting to ₱65 as at December 31, 2018 and 2017.
[(b)]Included under "Other noncurrent assets."

The analysis of the financial assets that were past due but not impaired as at December 31, 2018 and 2017 follows:

	2018						
	Neither Past Due nor Impaired	Past Due but not Impaired: Less than 30 Days	30 to 60 Days	More than 60 Days	Total	Impaired	Total
Loans and Receivables							
Cash and cash equivalents[a]	₱3,155,245	₱–	₱–	₱–	₱–	₱–	₱3,155,245
Trade and other receivables:							
Trade	11,771	–	–	–	–	9,616	21,387
Accrued interest	12,057	–	–	–	–	–	12,057
Due from related parties	–	–	–	13,855	13,855	69,319	83,174
Others	1,221	–	–	–	–	17,684	18,905
Rental and security deposits[b]	5,008	–	–	–	–	–	5,008
Investment securities:							
At amortized cost	517,537	–	–	–	–	–	517,537
At FVOCI	153,062	–	–	–	–	–	153,062
	₱3,855,901	₱–	₱–	₱13,855	₱13,855	₱96,619	₱3,966,375

[a]*Excluding cash on hand amounting to ₱65.*
[b]*Included under "Other noncurrent assets."*

	2017						
	Neither Past Due nor Impaired	Past Due but not Impaired: Less than 30 Days	30 to 60 Days	More than 60 Days	Total	Impaired	Total
Loans and Receivables							
Cash and cash equivalents[a]	₱2,758,464	₱–	₱–	₱–	₱–	₱–	₱2,758,464
Trade and other receivables:							
Trade	14,108	–	–	–	–	11,072	25,180
Accrued interest	21,133	–	–	–	–	–	21,133
Due from related parties	–	–	–	15,817	15,817	63,064	78,881
Others	1,313	–	–	1,272	1,272	17,684	20,269
Rental and security deposits[b]	4,624	–	–	–	–	–	4,624
AFS financial assets	814,982	–	–	–	–	–	814,982
HTM investments	100,175	–	–	–	–	–	100,175
	₱3,714,799	₱–	₱–	₱17,089	₱17,089	₱91,820	₱3,823,708

[a]*Excluding cash on hand amounting to ₱65.*
[b]*Included under "Other noncurrent assets."*

The table below shows the credit quality of the financial assets classified as neither past due nor impaired as at December 31, 2018 and 2017:

	2018			2017		
	High Grade	Standard Grade	Total	High Grade	Standard Grade	Total
Financial assets at amortized cost						
Cash and cash equivalents[a]	₱3,155,245	₱–	₱3,155,245	₱2,758,464	₱–	₱2,758,464
Trade and other receivables	25,049	–	25,049	36,554	–	36,554
Rental and security deposits[b]	–	5,008	5,008	–	4,624	4,624
Investment securities:						
Financial assets at:						
Amortized cost	517,537	–	517,537	–	–	–
FVOCI	153,062	–	153,062	–	–	–
AFS financial assets	–	–	–	814,982	–	814,982
HTM investments	–	–	–	100,175	–	100,175
	₱3,850,893	₱5,008	₱3,855,901	₱3,710,175	₱4,624	₱3,714,799

[a]*Excluding cash on hand amounting to ₱65 as at December 31, 2018 and 2017.*
[b]*Included under "Other noncurrent assets."*

The credit quality of financial assets is managed by the Group using high grade and standard grade as internal credit ratings.

High Grade. Financial assets with high credit quality are normally collected within the credit period and without history of default collection.

Investment securities and cash and cash equivalents are placed in or deposited with reputable banks, thus, are fully realizable. Probability of default is close to zero and significant change in credit risk is unlikely for these financial instruments.

Standard Grade. Standard grade financial assets pertain mainly to receivables from counter parties that have a strong capacity to meet contractual obligations in the near term and have acceptable probability of default.

Past due receivables from related parties are not impaired when management assesses that these are fully realizable based on the counter parties' available assets.

Receivables from related parties are considered credit-impaired when the counter parties have no liquid assets and/or available assets to pay the outstanding receivables. Thus, these are provided with allowance for impairment losses.

Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk may arise primarily from mismatch of the maturities of financial assets and liabilities.

The Group's objective is to maintain continuity of funding. The Group's liquidity risk management policy is to measure and forecast its cash commitments, to match debt maturities with the assets being financed, to maintain a diversity of funding sources with its access to bank financing and the capital market and to hold a sufficient level of cash reserves.

The Group monitors its risk to shortage of funds by considering the maturity of both its financial assets and liabilities projected cash flows.

The table below summarizes the maturity profile of the Group's financial assets and liabilities (excluding statutory payables) used to manage liquidity as at December 31, 2018 and 2017 based on contractual undiscounted payments.

	2018				2017			
	Upon Demand	Within One Year	Over One Year	Total	Upon Demand	Within One Year	Over One Year	Total
Financial Assets								
Cash and cash equivalents	₱3,155,245	₱–	₱–	₱3,155,245	₱2,758,529	₱–	₱–	₱2,758,529
Trade and other receivables	–	38,904	–	38,904	–	53,643	–	53,643
Investment securities:								
Financial assets at:								
Amortized cost	–	517,537	–	517,537	–	–	–	–
FVOCI	–	153,062	–	153,062	–	–	–	–
AFS financial assets	–	–	–	–	–	814,982	–	814,982
HTM investments	–	–	–	–	–	100,175	–	100,175
Rental and security deposits	–	–	5,008	5,008	–	–	4,624	4,624
Total undiscounted financial assets	3,155,245	709,503	5,008	3,869,756	2,758,529	968,800	4,624	3,731,953

(Forward)

	2018				2017			
	Upon Demand	Within One Year	Over One Year	Total	Upon Demand	Within One Year	Over One Year	Total
Financial Liabilities								
Trade payables	₱–	₱2,250	₱–	₱2,250	₱–	₱1,766	₱–	₱1,766
Accrued expenses	–	11,998	–	11,998	–	11,131	–	11,131
Other current liabilities	–	729	–	729	–	408	–	408
Dividends payable	6,554	–	–	6,554	6,554	–	–	6,554
Total undiscounted financial liabilities	6,554	14,977	–	21,531	6,554	13,305	–	19,859
Net undiscounted financial assets	₱3,148,691	₱694,526	₱5,008	₱3,848,225	₱2,751,975	₱955,495	₱4,624	₱3,712,094

Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Group competes in an industry where opportunities for growth still abound. Projects are selected if their expected returns are higher than cost of capital. Fundings are sourced from a combination of retained earnings, debt and new capital. The Group aims for flexibility in the capital structure to meet changing conditions and adapt with minimum cost and delay. It looks at solvency by keeping its debt capacity within its ability to generate future cash flows.

The Group is not subject to externally imposed capital requirements. The table below summarizes the equity components of the Group.

	2018	2017
Capital stock	₱1,148,535	₱1,148,535
Additional paid-in capital	451,364	451,364
Parent shares held by a subsidiary	(1,149,886)	(1,149,886)
Other equity reserves	517,358	405,598
Retained earnings	2,896,258	2,869,228
	₱3,863,629	₱3,724,839

Fair Values

The following is a comparison by category of carrying amounts and fair values of the Group's financial instruments that are reflected in the consolidated financial statements:

	2018		2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Cash and cash equivalents	₱3,155,310	₱3,155,310	₱2,758,529	₱2,758,529
Investment securities:				
Financial assets:				
At amortized cost	517,537	409,597	–	–
At FVOCI	153,062	153,062	–	–
AFS financial assets	–	–	814,982	814,982
HTM investments	–	–	100,175	100,175
Trade and other receivables	38,904	38,904	53,643	53,643
Rental and security deposits	5,008	5,008	4,624	4,624
	₱3,869,821	₱3,761,881	₱3,731,953	₱3,731,953

	2018		2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities				
Trade and other payables*:				
Accrued expenses	₱11,998	₱11,998	₱11,131	₱11,131
Dividends	6,554	6,554	6,554	6,554
Trade	2,250	2,250	1,766	1,766
Other current liabilities	729	729	408	408
	₱21,531	₱21,531	₱19,859	₱19,859

**Excluding statutory payables amounting to ₱7,143 and ₱6,643 as at December 31, 2018 and 2017, respectively.*

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

Cash and Cash Equivalents, Investment Securities at Amortized Cost, Trade and Other Receivables, Rental and Security Deposits and Trade and Other Payables (excluding statutory payables). Due to the short-term nature of the financial assets and liabilities, the fair value approximates the carrying amounts at initial recognition.

Financial Assets at FVOCI. The fair value of the Company's financial assets at FVOCI is estimated by reference to quoted bid price in an active market at the end of the reporting period and is categorized as Level 1.

For the years ended December 31, 2018 and 2017, there were no transfers between Level 1 and Level 2 fair value measurements.

REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTARY SCHEDULES FOR FILING WITH THE SECURITIES AND EXCHANGE COMMISSION

The Stockholders and the Board of Directors
Paxys, Inc.
15th Floor, 6750 Ayala Office Tower
Ayala Avenue, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Paxys, Inc. and Subsidiaries (the Group) as at December 31, 2018 and 2017 and for the years ended December 31, 2018, 2017 and 2016, and have issued our report thereon dated March 29, 2019. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The accompanying Supplementary Schedules for submission to the Securities and Exchange Commission are the responsibility of the Group's management.

These Group's supplementary schedules include the following:

- Schedule of Retained Earnings Available for Dividend Declaration for the year ended December 31, 2018
- Schedules Required by Annex 68-E of Securities Regulation Code (SRC) Rule 68 as at and for the year ended December 31, 2018
- Map of the Conglomerate as at December 31, 2018
- Schedule of Financial Soundness Indicators as at December 31, 2018 and 2017
- Schedule of Adoption of Effective Accounting Standards and Interpretations as at December 31, 2018

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

REYES TACANDONG & CO.

HAYDEE M. REYES
Partner
CPA Certificate No. 83522
Tax Identification No. 102-095-265-000
BOA Accreditation No. 4782; Valid until August 15, 2021
SEC Accreditation No. 0663-AR-3 Group A
Valid until August 30, 2020
BIR Accreditation No. 08-005144-006-2017
Valid until January 13, 2020
PTR No. 7334335
Issued January 3, 2019, Makati City

March 29, 2019
Makati City, Metro Manila

PAXYS, INC. AND SUBSIDIARIES

LIST OF SUPPLEMENTARY INFORMATION
DECEMBER 31, 2018

Schedules Required under Annex 68-E of the Securities Regulation Code Rule 68

Other Required Information

* *Not Applicable*

SCHEDULE A

PAXYS, INC. AND SUBSIDIARIES

FINANCIAL ASSETS

DECEMBER 31, 2018

(Amounts in Thousands)

Financial Asset/Name of Issuing Entity	Number of Shares or Principal Amount of Bonds	Amount Shown in the Statement of Financial Position	Income Received and Accrued
Cash in Banks			
UBS Bank	–	₱17,210	₱546
Bank Julius Baer	–	7,786	128
J.P. Morgan Chase Bank	–	5,184	6
BDO Unibank, Inc.	–	5,046	25
Bank of the Philippine Islands	–	1,163	18
Security Bank Corporation	–	837	2
Metropolitan Bank and Trust Company	–	78	2
		37,304	727
Cash Equivalents			
Bank Julius Baer		1,086,941	12,679
UBS Bank	–	672,273	12,185
Bank of the Philippine Islands	–	556,542	8,240
J.P. Morgan Chase Bank	–	440,987	6,968
Metrobank Card Corporation	–	302,800	23,822
Security Bank Corporation	–	58,398	11,001
		3,117,941	74,895
Financial Assets at Fair Value through Other Comprehensive Income (FVOCI)			
UBS Bank	$3,000	153,062	6,355
Debt Investments at Amortized Cost			
Bank Julius Baer	$4,750	250,680	5,752
J.P. Morgan Chase Bank	$3,000	157,857	2,682
Bank of the Philippine Islands	–	109,000	3,676
UBS Bank	–	–	1,321
		517,537	13,431
Trade and Other Receivables - Net			
Accrued interest	–	12,057	–
Trade	–	11,771	–
Due from related parties	–	13,855	–
Others	–	1,221	–
	–	38,904	–
Rental and Security Deposits	–	5,008	–
Total Financial Assets		₱3,869,756	₱95,408

SCHEDULE B

PAXYS, INC. AND SUBSIDIARIES

AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)

DECEMBER 31, 2018

(Amounts in Thousands)

	Balance at Beginning of Year	Additions	Amounts Collected	Amounts Written-off	Current	Noncurrent	Balance at end of year
Advances to officers and employees	₱1,431	₱1,614	₱1,558	₱–	₱1,485	₱–	₱1,485

SCHEDULE C

PAXYS, INC. AND SUBSIDIARIES

AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING CONSOLIDATION OF FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

(Amounts in Thousands)

Related Parties	Balance at Beginning of Year	Additions*	Amounts Collected	Current	Noncurrent	Balance at end of Year
Due from Related Parties						
Paxys Global Services, Inc.	₱66,831	₱94	₱515	₱66,410	₱–	₱66,410
Scopeworks Asia, Inc.	58,123	2,546	2,520	58,149	–	58,149
Paxys N.V.	20,642	961	–	21,603	–	21,603
Paxys Ltd.	11,270	395	262	11,403	–	11,403
Paxys Global Services Ltd. Regional Operating Headquarters	13,275	618	–	13,893	–	13,893
Paxys Global Services Pte. Ltd	32,797	2,062	–	34,859	–	34,859
	₱202,938	₱6,676	₱3,297	₱206,317	₱–	₱206,317

**inclusive of foreign currency translation adjustments*

SCHEDULE D

PAXYS, INC. AND SUBSIDIARIES

INTANGIBLE ASSETS - OTHER ASSETS

AS AT DECEMBER 31, 2018

(Amounts in Thousands)

Description	Beginning Balance	Additions at Cost	Amortization	Charged to Other Accounts	Other Changes Additions (Deductions)	Ending Balance
Website and software packages	₱420	₱584	(₱394)	₱–	₱–	₱610

SCHEDULE H

PAXYS, INC. AND SUBSIDIARIES

CAPITAL STOCK

AS AT DECEMBER 31, 2018

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related consolidated statement of financial position caption	Number of shares reserved for options, warrants, conversion, and other rights	Number of shares held by related parties	Directors and officers	Others
Common shares - "Class A" at ₱1 par value	1,800,000,000	1,148,534,866	–	976,466,515	217,800	171,850,551

SCHEDULE I

PAXYS, INC.

15th Floor 6750 Ayala Office Tower Ayala Avenue, Makati City

RECONCILIATION OF PARENT COMPANY RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION FOR THE YEAR ENDED DECEMBER 31, 2018

Deficit at Beginning of Year	(₱89,748,632)
Net unrealized foreign exchange in 2017	(124,690)
Effects of adjustments arising from transition to PFRS 9	3,657
Deficit at Beginning of Year, as Adjusted	(89,869,665)
Net Loss Actually Realized During the Year	
Net loss during the year closed to retained earnings	(42,769,057)
Unrealized foreign exchange gain in 2018	(997,382)
Unrealized foreign exchange gain in 2017, realized in 2018	124,690
	(43,641,749)
Deficit at End of Year	(₱133,511,414)

SCHEDULE J

PAXYS, INC. AND SUBSIDIARIES

FINANCIAL SOUNDNESS INDICATORS

DECEMBER 31, 2018 AND 2017

	2018	2017
Liquidity ratio		
Current ratio[1]	**134.51**	140.20
Solvency ratio		
Debt to equity ratio[2]	**0.01**	0.01
Profitability ratio		
Return on equity	**0.36%**	0.05%
Net income (loss) margin[3]	**16.29%**	2.46%
Earnings (loss) before interest, tax, depreciation and amortization (EBITDA) margin[4]	**26.37%**	11.30%

[1] Current assets divided by current liabilities
[2] Total liabilities divided by stockholders'equity
[3] Net profit divided by revenue
[4] EBITDA divided by revenue

PAXYS, INC. AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF ADOPTION OF EFFECTIVE ACCOUNTING STANDARDS AND INTERPRETATIONS

DECEMBER 31, 2018

Title	Adopted	Not Adopted	Not Applicable
Framework for the Preparation and Presentation of Financial Statements Conceptual Framework Phase A: Objectives and qualitative characteristics	✓		
PFRSs Practice Statement Management Commentary		✓	
PFRSs Practice Statement 2: Making Materiality Judgments		✓	

Philippine Financial Reporting Standards (PFRS)

PFRS	Title	Adopted	Not Adopted	Not Applicable
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards			✓
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			✓
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to PFRS 1: Government Loans			✓
	Amendments to PFRS 1: First-time Adoption of Philippine Financial Reporting Standards - Deletion of Short-term Exemptions for First-time Adopters			✓
PFRS 2	Share-based Payment	✓		
	Amendments to PFRS 2: Vesting Conditions and Cancellations	✓		
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions	✓		
	Amendments to PFRS 2: Classification and Measurement of Share-based Payment Transactions	✓		
PFRS 3 (Revised)	Business Combinations	✓		

PFRS	Title	Adopted	Not Adopted	Not Applicable
	Amendment to PFRS 3: Accounting for Contingent Consideration in a Business Combination	✓		
	Amendment to PFRS 3: Scope Exceptions for Joint Ventures	✓		
PFRS 4	Insurance Contracts			✓
	Amendments to PFRS 4: Financial Guarantee Contracts			✓
	Amendments to PFRS 4: Applying PFRS 9, *Financial Instruments* with PFRS 4, *Insurance Contracts*			✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			✓
	Amendment to PFRS 5: Changes in Methods of Disposal			✓
PFRS 6	Exploration for and Evaluation of Mineral Resources			✓
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	✓		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	✓		
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	✓		
	Amendment to PFRS 7: Servicing Contracts			✓
	Amendment to PFRS 7: Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements			✓
PFRS 8	Operating Segments	✓		
	Amendments to PFRS 8: Aggregation of Operating Segments	✓		
	Amendments to PFRS 8: Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets	✓		
PFRS 9	Financial Instruments	✓		
PFRS 10	Consolidated Financial Statements	✓		
	Amendments to PFRS 10: Transition Guidance	✓		
	Amendments to PFRS 10: Investment Entities	✓		

PFRS	Title	Adopted	Not Adopted	Not Applicable
	Amendments to PFRS 10: Investment Entities: Applying the Consolidation Exception	✓		
PFRS 11	Joint Arrangements	✓		
	Amendments to PFRS 11: Transition Guidance			✓
	Amendments to PFRS 11: Accounting for Acquisitions of Interests in Joint Operations			✓
PFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendments to PFRS 12: Transition Guidance	✓		
	Amendments to PFRS 12: Investment Entities	✓		
	Amendments to PFRS 12: Investment Entities: Applying the Consolidation Exception	✓		
	Amendment to PFRS 12: Clarification of the Scope of the Standard	✓		
PFRS 13	Fair Value Measurement	✓		
	Amendment to PFRS 13: Short-term receivables and Payables	✓		
	Amendment to PFRS 13: Portfolio Exception			✓
PFRS 14	Regulatory Deferral Accounts			✓
PFRS 15	Revenue from Contracts with Customers	✓		
	Amendments to PFRS 15: Clarifications to PFRS 15	✓		

Philippine Accounting Standards (PAS)

PAS	Title	Adopted	Not Adopted	Not Applicable
PAS 1 (Revised)	Presentation of Financial Statements.	✓		
	Amendments to PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
	Amendment to PAS 1: Clarification of the Requirements for Comparative Presentation	✓		
	Amendments to PAS 1: Disclosure Initiative	✓		
PAS 2	Inventories			✓
PAS 7	Statement of Cash Flows	✓		
	Amendments to PAS 7: Disclosure Initiative	✓		

PAS	Title	Adopted	Not Adopted	Not Applicable
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Reporting Period	✓		
PAS 12	Income Taxes	✓		
	Amendments to PAS 12: Recovery of Underlying Assets	✓		
	Amendments to PAS 12: Recognition of Deferred Tax Assets for Unrealized Losses	✓		
PAS 16	Property, Plant and Equipment	✓		
	Amendment to PAS 16: Classification of Servicing Equipment	✓		
	Amendment to PAS 16: Revaluation Method - Proportionate Restatement of Accumulated Depreciation			✓
	Amendment to PAS 16: Property, Plant and Equipment - Clarification of Acceptable Methods of Depreciation and Amortization	✓		
	Amendment to PAS 16: Agriculture: Bearer Plants			✓
PAS 17	Leases	✓		
PAS 19 (Revised)	Employee Benefits	✓		
	Amendment to PAS 19: Defined Benefit Plans: Employee Contributions	✓		
	Amendment to PAS 19: Discount Rate: Regional Market Issue	✓		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates	✓		
	Amendment: Net Investment in a Foreign Operation	✓		
PAS 23 (Revised)	Borrowing Costs			✓
PAS 24 (Revised)	Related Party Disclosures	✓		
	Amendment to PAS 24: Key Management Personnel	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27 (Amended)	Separate Financial Statements	✓		
	Amendments to PAS 27: Investment Entities			✓
	Amendments to PAS 27: Equity Method in Separate Financial Statements			✓

PAS	Title	Adopted	Not Adopted	Not Applicable
PAS 28 (Amended)	Investments in Associates and Joint Ventures	✓		
	Amendments to PAS 28: Investment Entities: Applying the Consolidation Exception	✓		
	Amendments to PAS 28: Measuring an Associate or Joint Venture at Fair Value			✓
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 32	Financial Instruments: Disclosure and Presentation	✓		
	Financial Instruments: Presentation	✓		
	Amendments to PAS 32: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendment to PAS 32: Classification of Rights Issues			✓
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	✓		
	Amendments to PAS 32: Tax Effect of Distribution to Holders of Equity Instruments			✓
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting			✓
	Amendment to PAS 34: Interim Financial Reporting and Segment Information for Total Assets and Liabilities			✓
	Amendment to PAS 34: Disclosure of Information 'Elsewhere in the Interim Financial Report'			✓
PAS 36	Impairment of Assets	✓		
	Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets	✓		
	Amendment to PAS 38: Revaluation Method - Proportionate Restatement of Accumulated Amortization			✓
	Amendment to PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization	✓		
PAS 39	Financial Instruments: Recognition and Measurement	✓		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	✓		
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			✓
	Amendments to PAS 39: The Fair Value Option			✓

PAS	Title	Adopted	Not Adopted	Not Applicable
	Amendments to PAS 39: Financial Guarantee Contracts			✓
	Amendments to PAS 39: Reclassification of Financial Assets	✓		
	Amendments to PAS 39: Reclassification of Financial Assets - Effective Date and Transition	✓		
	Amendments PAS 39: Embedded Derivatives			✓
	Amendment to PAS 39: Eligible Hedged Items			✓
	Amendments to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting			✓
PAS 40	Investment Property			✓
	Amendment to PAS 40: Clarifying the Interrelationship between PFRS 3 and PAS 40 when Classifying Property as Investment Property or Owner-occupied Property			✓
	Amendments to PAS 40: Transfers of Investment Property			✓
PAS 41	Agriculture			✓
	Amendment to PAS 41: Agriculture: Bearer Plants			✓

Philippine Interpretations

Interpretations	Title	Adopted	Not Adopted	Not Applicable
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	Determining Whether an Arrangement Contains a Lease	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			✓
IFRIC 7	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies			✓
IFRIC 9	Reassessment of Embedded Derivatives			✓
	Amendments to Philippine Interpretation IFRIC–9: Embedded Derivatives			✓
IFRIC 10	Interim Financial Reporting and Impairment			✓
IFRIC 12	Service Concession Arrangements			✓

Interpretations	Title	Adopted	Not Adopted	Not Applicable
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	PAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			✓
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			✓
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓
IFRIC 18	Transfers of Assets from Customers			✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
IFRIC 21	Levies			✓
IFRIC 22	Foreign Currency Transactions and Advance Consideration			✓

PHILIPPINE INTERPRETATIONS - SIC

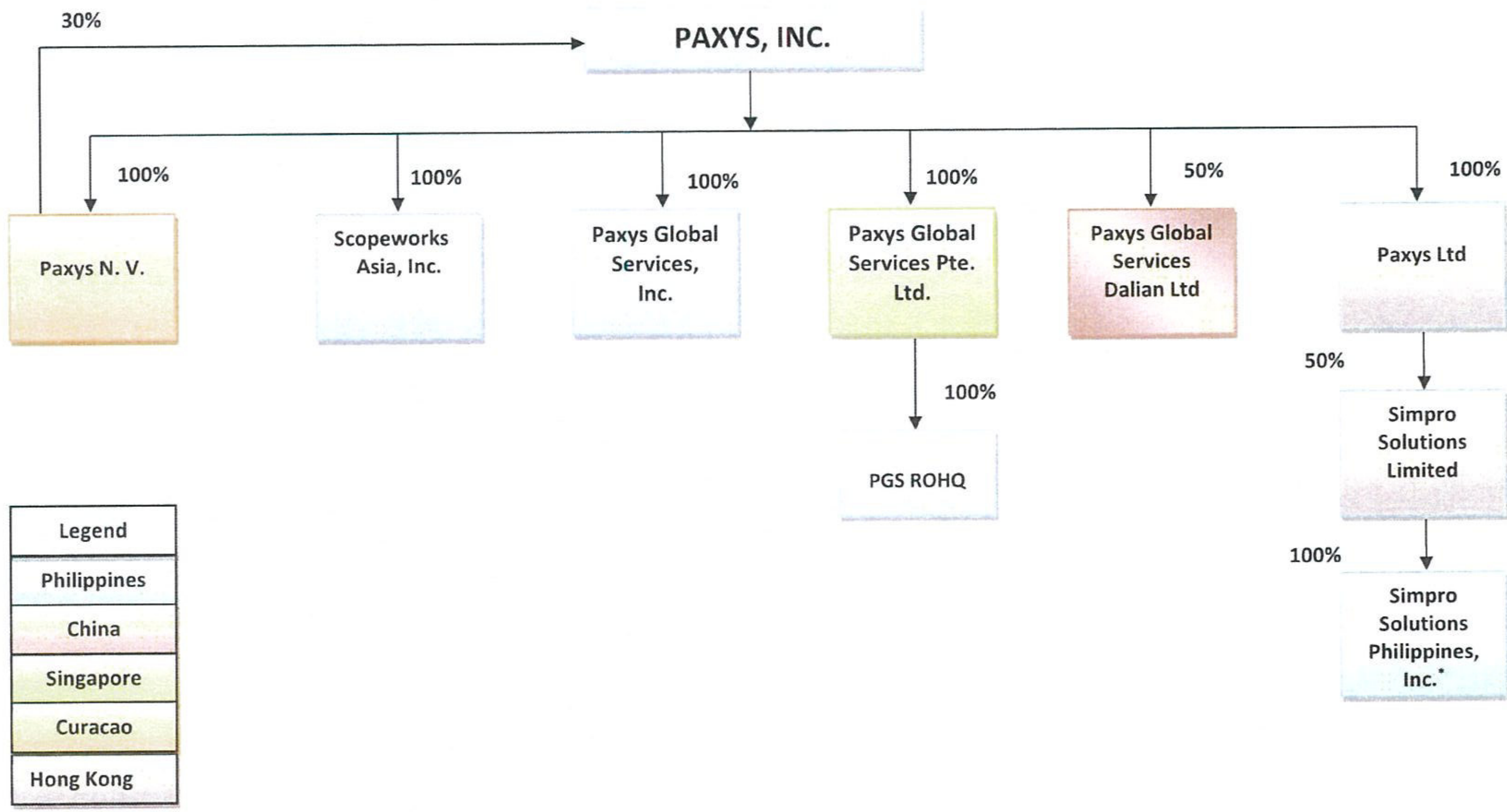
Interpretations	Title	Adopted	Not Adopted	Not Applicable
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-15	Operating Leases - Incentives	✓		
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			✓
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	✓		
SIC-29	Service Concession Arrangements: Disclosures			✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services			✓
SIC-32	Intangible Assets - Web Site Costs	✓		

SCHEDULE L

PAXYS, INC. AND SUBSIDIARIES

CORPORATE STRUCTURE

AS AT DECEMBER 31, 2018



Currently under dissolution and liquidation. See Notes to Consolidated Financial Statements

111122019002133

SECURITIES AND EXCHANGE COMMISSION

SECBuilding,EDSA,Greenhills,MandaluyongCity,MetroManila,Philippines
Tel:(632)726-0931to39Fax:(632)725-5293Email: mis@sec.gov.ph

Barcode Page

The following document has been received:

Receiving Officer/Encoder : Fernando T. Fernandez
Receiving Branch : SEC Head Office
Receipt Date and Time : November 12, 2019 04:44:49 PM
Received From : Head Office

Company Representative

Doc Source

Company Information

SEC Registration No.	0000006609
Company Name	PAXYS INC.
Industry Classification	
Company Type	Stock Corporation

Document Information

Document ID	111122019002133
Document Type	17-Q (FORM 11-Q:QUARTERLY REPORT/FS)
Document Code	17-Q
Period Covered	September 30, 2019
No. of Days Late	0
Department	CFD
Remarks	

COVER SHEET

6609

SEC Registration Number

PAXYS, INC. AND SUBSIDIARIES

(Company's Full Name)

15F, 6750 AYALA OFFICE TOWER,
AYALA AVENUE, MAKATI CITY

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

Mayette H. Tapia
(Contact Person)

(+632) 8250-3800
(Company Telephone Number)

09 30
Month *Day*
(2019)

17-Q
(Form Type)

05 Any day
Month *Day*
(Annual Meeting)

Not applicable
(Secondary License Type, If Applicable)

CRMD
Dept. Requiring this Doc.

None
Amended Articles Number/Section

Total Amount of Borrowings

714
Total No. of Stockholders

nil Domestic

nil Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended: **September 30, 2019**

2. SEC Identification Number: **6609** 3. BIR Tax Identification No. **000-233-218**

4. Exact Name of the registrant as specified in its charter: **PAXYS, INC.**

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

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

7. Address of registrant's principal office: Postal Code: **1226**

   15th Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City

8. Registrant's telephone number, including area code: **(+632) 8250-3800**

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

   Not Applicable

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

    a) Authorized Capital Stock

Common shares, P1.00 par value	1,800,000,000 shares

    b) Issued and Outstanding Shares

Common shares, P1.00 par value	1,148,534,866 shares

    c) Amount of Debt Outstanding as of September 30, 2019

Short-term and Long-term loans	None

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

    Yes [x] No [ ]

12. Indicate by check mark whether the registrant:

    (a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such reports);

    Yes [x] No [ ]

    (b) Has been subject to such filing requirements for the past 90 days.

    Yes [x] No [ ]

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

The consolidated financial statements include the accounts of Paxys, Inc. ("Paxys", the "Company", or the "Parent Company") and the following subsidiaries and joint ventures (collectively referred to as the "Group"):

Subsidiaries	Place of Incorporation	Principal Activity	Percentage of Ownership September 30, 2019 Direct	September 30, 2019 Indirect	December 31, 2018 Direct	December 31, 2018 Indirect
Paxys N.V.*	Curacao	Investment Holding	**100.0%**	–	100.0%	–
ScopeWorks Asia, Inc. (SWA)	Philippines	Data Conversion	**100.0%**	–	100.0%	–
Paxys Realty, Inc. (PRI)	Philippines	Real Estate	**100.0%**	–	100.0%	–
Paxys Global Services Pte Ltd (PGSPL)	Singapore	Business Process Outsourcing	**100.0%**	–	100.0%	–
Paxys Global Services Pte Ltd ROHQ (PGS ROHQ)	Philippines	Shared Services	–	**100.0%**	–	100.0%
Paxys Ltd.	Hong Kong	Investment Holding	**100.0%**	–	100.0%	–
Simpro Solutions Ltd.	Hong Kong	Regional Office	–	**50%**	–	50%
Simpro Solutions Philippines, Inc. (Simpro Phils)**	Philippines	Contact Center	–	**50%**	–	50%
Paxys Global Services (Dalian) Ltd.	China	Contact Center	**50%**	–	50%	–

** As at September 30, 2019, Paxys N.V. owns 345,622,477 common shares of the Parent Company representing 30.09% of total outstanding capital stock*
*** Corporate life ended in June 2018. Currently under dissolution and liquidation*

The unaudited consolidated financial statements as at and for the nine-month period ended September 30, 2019 has been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*. Accordingly, the unaudited consolidated financial statements do not include all of the information and footnotes required by generally accepted accounting principles in the Philippines ("Philippine GAAP") for complete financial statements as set forth in the Philippine Financial Reporting Standards (PFRS) and are filed as Annex A of this report.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")

The MD&A is a discussion and analysis of the Group's financial performance for the nine-month period ended September 30, 2019. The primary objective of this MD&A is to help the readers understand the dynamics of the Group's business and the key factors underlying the Group's financial results.

The MD&A for the nine-month period ended September 30, 2019 should be read in conjunction with the unaudited consolidated financial statements and the accompanying notes, and are filed as Annex B of this report.

Item 3. Aging of Trade Receivables

Please see Annex C.

PART II. SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Registrant: PAXYS, INC.

Tarcisio M. Medalla
Chairman of the Board and President
November 8, 2019

Mayette H. Tapia
Corporate Secretary
November 8, 2019

Annex A

PAXYS, INC.
AND SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
September 30, 2019 and December 31, 2018
and for the nine-month period ended September 30, 2019 and 2018

PAXYS, INC. AND SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As at September 30, 2019 and December 31, 2018
(Amounts in Thousands)

	September 30 (Unaudited)	December 31 (Audited)
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	**₱3,510,298**	₱3,155,310
Short-term investments (Note 5)	**299,430**	670,599
Trade and other receivables (Note 6)	**44,606**	38,904
Other current assets (Note 7)	**22,746**	20,159
Total Current Assets	**3,877,080**	3,884,972
Noncurrent Assets		
Right-of-use (Note 18)	**40,186**	–
Property and equipment (Note 9)	**6,545**	7,918
Intangible assets (Note 10)	**329**	610
Other noncurrent assets (Note 11)	**9,394**	11,891
Total Noncurrent Assets	**56,454**	20,419
	₱3,933,534	₱3,905,391
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Note 12)	**₱30,385**	₱28,674
Lease liability – current portion (Note 18)	**14,418**	–
Income tax payable	-	208
Total Current Liabilities	**44,804**	28,882
Noncurrent Liabilities		
Lease liability (Note 18)	**24,061**	–
Retirement liability (Note 17)	**11,531**	11,531
Other noncurrent liability	**1,772**	1,349
Total Noncurrent Liabilities	**37,364**	12,880
Total Liabilities	**82,168**	41,762
Equity		
Capital stock (Note 13)	**1,148,535**	1,148,535
Additional paid-in capital (Note 13)	**451,364**	451,364
Parent shares held by a subsidiary (Note 13)	**(1,149,886)**	(1,149,886)
Other equity reserves	**481,076**	517,358
Retained earnings	**2,920,277**	2,896,258
Total Equity	**3,851,366**	3,863,629
	₱3,933,534	₱3,905,391

See accompanying Management Discussion and Analysis and Selected Notes to Interim Condensed Consolidated Financial Statements.

PAXYS, INC. AND SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
For the Nine-month Periods Ended September 30, 2019 and 2018
(Amounts in Thousands, except Basic/Diluted Earnings per share)

	Nine Months		Three Months	
	2019	2018	**2019**	2018
REVENUE	**₱61,120**	₱64,645	**₱19,586**	₱19,345
COSTS OF SERVICES (Note 14)	**(44,664)**	(49,621)	**(13,848)**	(15,634)
GROSS PROFIT	**16,456**	15,024	**5,738**	3,711
GENERAL AND ADMINISTRATIVE EXPENSES (Note 15)	**(76,025)**	(73,290)	**(23,882)**	(24,692)
INTEREST INCOME (Note 16)	**84,217**	61,672	**27,195**	23,315
NET FOREIGN EXCHANGE GAIN (LOSS) (Note 16)	**(652)**	6,361	**1,420**	1,190
INTEREST EXPENSE (Note 18)	**(1,985)**	–	**(777)**	–
OTHER INCOME (Note 16)	**565**	898	**250**	165
INCOME BEFORE INCOME TAX	**22,576**	10,665	**9,944**	3,689
PROVISION FOR INCOME TAX	–	378	–	378
NET INCOME	**₱22,576**	₱10,287	**₱9,944**	₱3,311
EARNINGS PER SHARE				
Basic/Diluted Earnings Per Share	**₱0.028**	₱0.013	**₱0.012**	₱0.004

See accompanying Management Discussion and Analysis and Selected Notes to Interim Consolidated Financial Statements.

PAXYS, INC. AND SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
For the Nine-month Periods Ended September 30, 2019 and 2018
(Amounts in Thousands)

	Nine Months		Three Months	
	2019	2018	**2019**	2018
NET INCOME	**₱22,576**	₱10,287	**₱9,944**	₱3,311
OTHER COMPREHENSIVE INCOME (LOSS)				
Translation Gain (Loss)	**(40,476)**	214,770	**31,652**	36,088
Net fair value changes on financial assets at FVOCI	**4,194**	(18,381)	**(1,694)**	(13,376)
	(36,282)	196,389	**29,958**	22,712
TOTAL COMPREHENSIVE INCOME (LOSS)	**(₱13,706)**	₱206,676	**₱39,902**	₱26,023

See accompanying Management Discussion and Analysis and Selected Notes to Interim Consolidated Financial Statements.

PAXYS, INC. AND SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited)
For the Nine-month Periods Ended September 30, 2019 and 2018
(Amounts in Thousands)

	Total Equity Attributable to Equity Holders of the Parent Company							
					Other Equity Reserve			
	Capital Stock ₱1 Par Value (Note 13)	**Additional Paid-in Capital (Notes 13)**	**Retained Earnings**	**Parent shares held by a subsidiary (Note 13)**	**Cumulative Translation Adjustments**	**Unrealized gains on financials assets at FVOCI**	**Actuarial loss**	**Total**
At December 31, 2018	**₱1,148,535**	**₱451,364**	**₱2,896,258**	**(₱1,149,886)**	**₱523,263**	**(₱4,678)**	**(₱1,227)**	**₱3,863,629**
Adjustment for PFRS 16 Adoption	**–**	**–**	**1,443**	**–**	**–**	**–**	**–**	**1,443**
At January 1, 2019	**1,148,535**	**451,364**	**2,897,701**	**(1,149,886)**	**523,263**	**(4,678)**	**(1,227)**	**3,865,072**
Total comprehensive income (loss) for the period			**22,576**		**(40,476)**	**4,194**		**(13,706)**
At September 30, 2019	**₱1,148,535**	**₱451,364**	**₱2,920,277**	**(₱1,149,886)**	**₱482,787**	**(₱484)**	**(₱1,227)**	**₱3,851,366**

	Total Equity Attributable to Equity Holders of the Parent Company							
					Other Equity Reserve			
	Capital Stock ₱1 Par Value (Note 13)	Additional Paid-in Capital (Notes 13)	Retained Earnings	Parent shares held by a subsidiary (Note 13)	Cumulative Translation Adjustments	Unrealized gains on financials assets at FVOCI	Actuarial gains	Total
At January 1, 2018	₱1,148,535	₱451,364	₱2,869,228	(₱1,149,886)	₱385,102	₱14,765	₱5,731	₱3,724,839
Total comprehensive income for the period	–	–	10,287	–	214,770	(5,467)	–	219,590
Realized gain on financial assets at FVOCI	–	–	12,914	–	–	(12,914)	–	–
At September 30, 2018	₱1,148,535	₱451,364	₱2,892,429	(₱1,149,886)	₱599,872	(₱3,616)	₱5,731	₱3,944,429

See accompanying Management Discussion and Analysis and Selected Notes to Interim Consolidated Financial Statements.

PAXYS, INC. AND SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
For the Nine-month Periods Ended September 30, 2019 and September 30, 2018
(Amounts in Thousands)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**₱22,576**	₱10,665
Adjustments for:		
Interest income	**(84,217)**	(61,672)
Depreciation and amortization:		
Right-of-use assets	**10,952**	–
Property and equipment and intangibles	**3,490**	1,347
Unrealized foreign exchange (gain) loss	**196**	(1,568)
Realized gain on financial assets at FVOCI	–	12,914
Provision for doubtful accounts	–	2,718
Provision for non-recoverability of input value-added tax	–	780
Operating loss before working capital changes	**(47,003)**	(34,816)
Increase in:		
Trade and other receivables	**(762)**	(1,769)
Other current assets	**(2,843)**	(5,705)
Other noncurrent assets	**(408)**	(387)
Decrease in:		
Trade and other payables	**2,946**	3,956
Other noncurrent liabilities	**423**	–
Cash used for operations	**(47,647)**	(38,721)
Interest received	**79,277**	66,328
Net cash provided by operating activities	**31,630**	27,607
CASH FLOWS FROM INVESTING ACTIVITIES		
Decrease (increase) in short-term investments	**375,364**	(341,933)
Acquisition of property and equipment and intangibles	**(1,836)**	(9,029)
Net cash provided by (used in) investing activities	**373,527**	(350,862)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal paid on lease liabilities	**(11,482)**	–
Interest expense on lease liabilities	**1,985**	–
Net cash used in financing activities	**(9,497)**	–
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**(40,672)**	216,338
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**354,988**	(106,917)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	**3,155,310**	2,758,529
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**₱3,510,298**	₱2,651,612

See accompanying Management Discussion and Analysis and Selected Notes to Interim Consolidated Financial Statements.

PAXYS, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Paxys, Inc. ("Paxys", the "Company", or the "Parent Company") is an investment holding company incorporated in the Philippines and listed on the Philippine Stock Exchange (stock symbol: PAX). It was formerly known as Fil-Hispano Holdings Corporation and registered with the Philippine Securities and Exchange Commission (SEC) on February 14, 1952. At present, the Parent Company's operating subsidiaries provide general transcription, data conversion, contact center and back office outsourcing services. As of September 30, 2019, its major shareholders are All Asia Customer Services Holdings Ltd. (AACSHL), a privately-held company incorporated in Hong Kong, and Paxys NV, a wholly owned subsidiary of the Company, with 54.93% and 30.09% interests, respectively. The registered office address of Paxys is at 15th Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines.

2. Summary of Significant Accounting Policies

Basis of Preparation
The unaudited interim condensed consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS includes statements named PFRS, Philippine Accounting Standards (PAS) and Philippine interpretations from the International Financial Reporting Interpretations Committee (IFRIC) issued by the Financial Reporting Standards Council.

The unaudited interim condensed consolidated financial statements have been prepared on a historical cost basis, except for financial assets at fair value though other comprehensive income (FVOCI), which have been measured at fair value. The unaudited interim condensed consolidated financial statements are presented in Philippine peso, which is the Parent Company's functional and presentation currency. All values are rounded to the nearest thousands (₱000), except when otherwise indicated.

Statement of Compliance
The unaudited interim condensed consolidated financial statements for the nine-month period ended September 30, 2019 have been prepared in accordance with PAS34, *Interim Financial Reporting*. Accordingly, the unaudited interim consolidated financial statements do not include all of the information and footnotes required by generally accepted accounting principles in the Philippines ("Philippine GAAP") for complete financial statements as set forth in the PFRS.

Adoption of New and Revised PFRS
"The Group" adopted the following new and revised PFRS effective January 1, 2019:

- PFRS 16, Leases – The most significant change introduced by the new standard is that almost all leases will be brought onto lessees' statement of financial position under a single model (except leases which term is less than 12 months or underlying asset is of low-value), eliminating the distinction between operating and finance leases. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance lease is retained.

  The Group used a modified retrospective approach for PFRS 16 adoption. Under this approach, the lease liability is measured at the present value of the remaining lease payments and discounted using the incremental borrowing rate without the need for prior year restatement. As of January 1, 2019, the Group recognized a right-of-use assets and lease liabilities amounting to ₱51.1 million. These are measured at present value of lease payments discounted using the Company's incremental borrowing rate of 7.52% and adjusted by prepayments and accrued rentals prior to PFRS 16 adoption. The impact in the group's Retained Earnings at January 1, 2019 amounted to ₱1.4 million. (See Note 18)

  Additional disclosures on the adoption of the new and revised PFRS have been included in the notes to the interim consolidated financial statements, as applicable.

New and Revised PFRS Not Yet Adopted
Relevant new and amended PFRS, which are not yet effective for the period ended September 30, 2019 and have not been applied in preparing the unaudited interim condensed consolidated financial statements, are summarized below.

Deferred effectivity -

- Amendment to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Investments in Associates and Joint Ventures - Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture* - The amendments address a current conflict between the two standards and clarify that gain or loss should be recognized fully when the transaction involves a business, and partially if it involves assets that do not constitute a business. The effective date of the amendments, initially set for annual periods beginning on or after January 1, 2016, is now deferred indefinitely until the International Accounting Standards Board has completed its broader review of the research project on equity accounting that may result in simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Under prevailing circumstances, the adoption of the foregoing new and revised PFRS are not expected to have any material effect on the consolidated financial statements of the Group. Additional disclosures will be included in the interim condensed consolidated financial statements, as applicable.

Basis of Consolidation
The interim condensed consolidated financial statements include the financial statements of the Parent Company and the following subsidiaries:

Subsidiaries	Place of Incorporation	Principal Activity	2019 Direct	2019 Indirect	2018 Direct	2018 Indirect
Paxys N.V.*	Curacao	Investment holding	**100%**	–	100%	–
ScopeWorks Asia, Inc. (SWA)	Philippines	Data conversion	**100%**	–	100%	–
Paxys Realty, Inc.	Philippines	Real Estate	**100%**	–	100%	–
Paxys Global Services Pte Ltd (PGSPL)	Singapore	Business Process Outsourcing	**100%**	–	100%	–
Paxys Global Services Pte Ltd ROHQ (PGS ROHQ)	Philippines	Shared services	–	**100%**	–	100%
Paxys Ltd.	Hong Kong	Investment holding	**100%**	–	100%	–

**Paxys N.V. owns 345,622,477 common shares of the Parent Company representing 30.09% of the total outstanding capital stock of the Parent Company*

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

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting years as that of the Parent Company. The interim condensed consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All intercompany accounts, transactions and balances including intercompany profits, unrealized profits and losses and dividends are eliminated in full in the consolidated financial statements.

Foreign Currencies
The Group's interim condensed consolidated financial statements are presented in Philippine peso, which is also the Parent Company's functional and presentation currency. The Philippine peso is the currency of the primary economic environment in which the Group operates. This is also the currency that mainly influences the revenue and cost of rendering products and services. All the subsidiaries, associates and joint ventures evaluate their primary economic and operating environment and determine their functional currency. Items included in the financial statements of each entity are initially measured using that functional currency.

The functional currency of the Parent Company, SWA, Simpro Philippines, PGS and PGS ROHQ is the Philippine Peso. The functional currency of PGSPL is Singapore Dollar (SG$). The functional currency of Paxys Ltd., Simpro Solutions Limited and Paxys N.V. is U.S. Dollar (US$).

Transactions in foreign currencies are initially recorded in the functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional closing rate of exchange at the end of the reporting period. The exchange differences arising on settlement or translation of monetary items are recognized in profit or loss.

Foreign operations. On consolidation, the assets and liabilities of foreign operations are translated into Philippine pesos at the rate of exchange prevailing at the reporting date and their income statements are translated at weighted average exchange rates at the end of the year. The exchange differences arising on translation for consolidation are included in the cumulative translation adjustment, a separate component of equity under other equity reserves. Upon disposal of a foreign operation, the cumulative translation adjustment relating to that particular foreign operation is recognized in profit and loss.

Current versus Noncurrent Classification
The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when:

- It is expected to be realized or intended to sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realized within twelve months after the reporting period, or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as noncurrent. A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as noncurrent.

Cash and Cash Equivalents
Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid deposits that are readily convertible to known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of change in value.

Financial Assets and Liabilities

Date of Recognition. Financial assets and liabilities are recognized in the statement of financial position when the Group becomes a party to the contractual provisions of a financial instrument. All regular way purchases and sales of financial assets are recognized on the trade date (i.e., the date that the Group commits to purchase the asset). Regular way purchases or sales are purchases or sales of financial assets that require delivery of the assets within the period generally established by regulation or convention in the market place.

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

"Day 1" Difference. Where the transaction price in a non-active market is different from the fair value from other observable current market transactions in the same instrument or based on a valuation

technique whose variables include only data observable from the market, the Group recognizes the difference between the transaction price and fair value (a "Day 1" difference) in profit or loss unless it qualifies for recognition as some other type of asset. For each transaction, the Group determines the appropriate method of recognizing a "Day 1" difference amount.

Classification. Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are recognized in profit or loss. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax.

The Group classifies its financial assets into the following categories: financial assets at FVPL, financial assets at amortized cost and financial assets through other comprehensive income (FVOCI). The Group classifies its financial liabilities as either financial liabilities at FVPL or other financial liabilities at amortized cost.

The classification of financial instruments largely depends on the Group's business model.

The Group classifies its Unit Investment Trust Fund (UITF) as financial asset or financial liabilities at FVPL.

Financial Assets at Amortized Cost. A financial asset shall be measured at amortized cost if both of the following conditions are met:
- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

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

Cash and cash equivalents, trade and other receivables and held-to-maturity investments are classified under this category.

Financial Assets at FVOCI. For debt instruments, financial assets shall be measured at fair value through other comprehensive income if both of the following conditions are met:
- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For equity instruments, the Group may irrevocably designate the financial asset to be measured at FVOCI in case the above conditions are not met.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, financial assets at FVOCI are measured at fair value with unrealized gains or losses recognized in OCI and are included under "Other equity reserves" account in the equity section of the unaudited interim consolidated statement of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods.

The Group classifies its quoted debt and equity instruments under this category.

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Group having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the liabilities are derecognized or impaired or through the amortization process.

Trade and other payables (excluding statutory payables) are classified under this category.

Reclassification
For a financial asset reclassified out of the financial assets at FVOCI category to financial assets at amortized cost, any gain or loss previously recognized in OCI, and any difference between the new amortized cost and maturity amount, are amortized to profit or loss over the remaining life of the investment using the effective interest method. If the financial asset is subsequently impaired, any gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

In the case of a financial asset that does not have a fixed maturity, the gain or loss shall be recognized in profit or loss when the financial asset is sold or disposed. If the financial asset is subsequently impaired, any previous gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

Impairment of Financial Assets
The Group assesses at the end of each reporting period whether a financial asset or a group of financial assets is impaired.

Financial Assets Carried at Amortized Cost.
The Group records an allowance for "expected credit loss". Expected credit losses (ECL) are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For trade and other receivables, the Group has established a provision matrix that is based on the industry's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial Asset at FVOCI. For debt instruments classified as financial asset at FVOCI, the impairment is assessed based on the same criteria as financial assets carried at amortized cost. Interest income continues to be recognized on the reduced carrying amount using the interest rate used to discount the future cash flows for the purpose of measuring the impairment loss. If, in a subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized, the impairment loss is reversed in profit or loss.

Derecognition of Financial Assets and Liabilities
A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized by the Group when:
- The rights to receive cash flows from the asset has expired; or
- The Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- The Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and benefits of the asset, or (b) has neither transferred nor retained substantially all the risks and benefits of the asset, but has transferred control over the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and benefits of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset, if any, is measured at the lower of original carrying amount of the asset and the maximum amount of consideration that the Group could be required to pay.

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

Offsetting of Financial Instruments
Financial assets and liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Property and Equipment
Property and equipment are stated at cost less accumulated depreciation and any impairment in value. The cost of property and equipment consists of its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Cost also includes the cost of replacing the part of such property and equipment and borrowing costs for long-term construction projects when the recognition criteria are met.

Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance, are normally recognized as expense in the period such costs are incurred. Depreciation commences once the property and equipment are available for use and is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Asset Type	Number of Years
Computer equipment	3 to 5
Communication equipment	3 to 5
Leasehold improvements	5 or lease term, whichever is shorter
Office furniture, fixtures and equipment	5
Transportation equipment	5

Other Intangible Assets
Other intangible assets with finite useful lives are composed of the Company's website and software packages. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Amortization expense on intangible assets with finite lives is recognized under "Costs of services" and "General and administrative expenses" accounts in the consolidated statement of income.

Investments in Joint Ventures
The Parent Company has interests in joint ventures, whereby the venturers have a contractual arrangement that establishes joint control. A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, and a jointly controlled entity is a joint venture that involves the establishment of a separate entity in which each venture has an interest.

Interest in a joint venture is initially recognized at cost and subsequently accounted for under the equity method of accounting. Under the equity method of accounting, the interest in a joint venture is carried at cost plus post-acquisition changes in the Group's share in the net assets of the joint venture, less any impairment in value. The share in the results of the operations of the joint venture is recognized in profit or loss. The Group's share of post-acquisition movements in the joint venture's equity reserves is recognized directly in equity. Profits or losses resulting from the transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture and for unrealized losses to the extent that there is no evidence of impairment of the asset transferred. Dividends received are treated as a reduction of the carrying value of the interest. If the Group's share of losses of a joint venture equals or exceeds its interest in the joint venture, the Group discontinues recognizing its share of further losses.

After the application of the equity method, the Group determines at the end of each reporting year whether there is any objective evidence that the investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying amount of the investment and recoverable amount and recognizes the difference in profit or loss.

After the Group's investment is reduced to zero, additional losses are provided for, and a liability is recognized, only to the extent that the entity has incurred legal or constructive obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes the recognition of its share of those profits only after its share of the profits equals the share of losses not previously recognized.

Equity
Capital stock is measured at par value for all shares issued. Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction from proceeds, net of tax. Proceeds and/or fair value of consideration received in excess of par value are recognized as additional paid-in capital (APIC).

APIC on stock options represents the cumulative compensation expense recognized from equity-settled share-based payment plan, net of cumulative compensation expense related to exercised and expired stock options.

Parent Shares Held by a Subsidiary. Where any entity of the Group purchases the Parent Company's shares (treasury stock), the consideration paid, including any directly attributable incremental costs (net of related taxes), is deducted from equity until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transactions costs and the related income tax effect, is included in equity attributable to the Parent Company's equity holders.

Retained earnings represent accumulated earnings net of dividends declared.

Other equity reserves comprise items of income and expense, including reclassification adjustments, that are not recognized in consolidated statement of income as required or permitted by other PFRS.

Revenue Recognition
Revenue is recognized to the extent that it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates and value-added tax or duties. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Company has concluded that it is acting as principal in all of its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognized:

Service Income. Revenue is recognized as services are rendered.

Interest Income. Revenue is recognized as the interest accrues using the effective interest method, that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Equity in Net Earnings (Losses) of Joint Ventures. The Company recognizes its share in the net income (loss) of joint ventures proportionate to its interest in the joint ventures in accordance with the equity method of accounting for investments.

Other Income. Revenue is recognized when there is an incidental economic benefit, other than the usual business operations, that will flow to the Company through an increase in asset or reduction in liability and that can be measured reliably.

Cost and Expense Recognition

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants. Costs and expenses are recognized in the consolidated statement of income in the year these are incurred.

Employee Benefits

Short-term Employee Benefits. The Group recognizes a liability net of amounts already paid and an expense for services rendered by employees during the year. Short-term employee benefits given by the Group to its employees include salaries and wages, social security contributions, short-term compensated absences, bonuses and non-monetary benefits.
Short-term employee benefit liabilities are measured on an undiscounted basis and are expensed as the related service is provided.

Retirement Benefits. Retirement benefit costs are actuarially determined using the projected unit credit method. This method reflects services rendered by employees up to the date of valuation and incorporates assumptions concerning employees' projected salaries. The calculation of defined benefit obligations is performed annually by a qualified actuary.

Remeasurements of the retirement liability, which comprise actuarial gains and losses, are recognized immediately in Other Comprehensive Income. The Group determines the net interest expense to measure the defined benefit obligation at the beginning of the annual period to the then defined benefit liability, taking into account any changes in the defined benefit liability during the year as a result of contributions and benefit payments.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The retirement liability recognized by the Group is the present value of the defined benefit obligation. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using risk-free interest rate of government bonds that have terms to maturity approximating the terms of the related retirement and other long-term benefits liability.

Termination Benefits. Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal, or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after end of the reporting year are discounted to present value.

Leases

At the inception of a contract, the Group assesses whether a contract is, or contains, a lease.
A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The contract involves the use of an identified asset - this may be specified or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and,
- The Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is predetermined, the Group has the right to direct the use of the asset if either:
- The Group has the right to operate the asset; or
- The Group designed the asset in a way that predetermines how and for what purpose it will be used.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred.

The right-of-use asset is subsequently amortized using the straight-line method from the commencement date to earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use asset are determined on the same basis as those of property and equipment. In addition, the right of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability is mainly composed of fixed payments and variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if the Group changes its assessment of whether it will exercise an extension or termination option. When the liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Group's interim condensed consolidated financial statements in compliance with PFRS requires management to make judgment and estimates that affect certain reported amounts and disclosures. The judgment and estimates used in the interim condensed consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the financial statements. Accordingly, actual results could differ from those estimates, and such estimates will be adjusted accordingly.

Judgments

In the process of applying the Company's accounting policies, management has made the following judgment which have the most significant effect on the amounts recognized in the interim condensed consolidated financial statements.

Determination of Functional Currency. Based on the economic substance of the underlying circumstances, the Group has determined that its functional currency is the Philippine Peso. The Philippine Peso is the currency of the primary economic environment in which the Parent Company and certain subsidiaries operate. It is the currency that mainly influences the sale of services and the costs of providing the services.

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

The Group determined that its operating segments are organized and managed separately based on the nature of the business segment, with each business representing a strategic business segment.

Non-Recognition of Deferred Tax Liability (DTL) on Undistributed Income of a Foreign Subsidiary. Since Paxys N.V., a company incorporated and domiciled in Curacao, is a wholly owned subsidiary by the Parent Company, management believes that the Parent Company can control the timing of the dividend distribution of Paxys N.V. to the Parent Company. Thus, no deferred tax liability was recognized on the undistributed income of Paxys N.V.

Leases. Management applied PFRS 16 standard in classifying its leases. Right of use asset and lease liability for outstanding lease commitments was recognized as of January 1, 2019.

Other Lease Commitments. The Company has various lease agreements which do not qualify under PFRS 16 as of January 1, 2019. These leases are classified as short-term lease (12 months or less) and/or the underlying assets have no significant value, thus, accounted for under operating lease principle.

Rent expense amounted to ₱172 thousand for the nine-month period ended September 30, 2019. Prior to PFRS 16 adoption, the group recognized rent expense amounting to ₱9.7 million for the period ended September 30, 2018. See notes 14 and 15.

Provisions and Contingencies. The Group is involved in various labor disputes, litigations, claims and tax assessments that are normal to its business. Based on the opinion of the Group's legal counsels on the progress and legal grounds of certain claims and assessments, no provision is deemed necessary in 2019 and 2018. The Group has no outstanding provision for probable losses as at September 30, 2019 and December 31, 2018.

Estimates and Assumptions

The key assumptions concerning future and other key sources of estimation at the statement of financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Determination of Fair Value of Financial Instruments. PFRS require that certain financial assets and liabilities be carried at fair value. When the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using degree of judgment required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Estimation of Useful Lives of Property and Equipment and Other Intangible Assets with Finite Useful Lives. The useful life of each of the Company's items of property and equipment and intangible assets with finite useful lives is estimated based on the period over which the assets are expected to be available for use. Such estimation is based on a collective assessment of similar business, internal technical evaluation and experience with similar assets. There is no change in the estimated useful lives of property and equipment and other intangible assets with finite useful lives in 2019 and 2018.

Estimation of Impairment Losses on Receivables. The Company maintains allowance for doubtful accounts at a level based on the result of the individual and collective assessment. Under the individual assessment, the Company considers the payment history, past due status and term. The collective assessment would require the Company to group its receivables based on the credit risk characteristics (customer type, length of the Company's relationship with the customers, average age of accounts and collection experience) of the customers.

Allowance for impairment losses on trade and other receivables amounted to ₱96.6 million as at September 30, 2019 and December 31, 2018, respectively. The carrying values of trade and other receivables amounted to ₱44.6 million and ₱38.9 million as at September 30, 2019 and December 31, 2018, respectively (see Note 6).

Determination of Realizability of Input Value Added Tax (VAT). The carrying amount of input tax is reviewed at each reporting date and reduced to the extent that it will be not be utilized. The carrying amount of the asset is reduced through the use of an allowance account.

An increase in provision for potential losses on input tax would increase the Company's recorded expenses and decrease current assets.

The carrying value of input VAT, net of allowance, amounted to ₱20.4 million and ₱18.2 million as at September 30, 2019 and December 31, 2018, respectively (see Note 7). Allowance for non-recoverability of Input VAT amounted to ₱49.6 million as at September 30, 2019 and December 31, 2018, respectively.

Determination of Retirement liability. The cost of defined benefit pension plans and other post-employment medical benefits as well as the present value of the pension obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The retirement liability amounted to ₱11.5 million as at September 30, 2019 and December 31, 2018, respectively (See Note 17).

4. Cash and Cash Equivalents

	Sept 30, 2019	Dec 31, 2018
Cash on hand and in banks	**₱36,127**	₱37,369
Cash equivalents	**3,474,171**	3,117,941
	₱3,510,298	₱3,155,310

Cash in banks earn interest at the prevailing bank deposit rates. Cash equivalents are made for varying periods of up to three months depending on the immediate cash requirements of the Group and earn interest at the respective short-term deposit rates.

5. Short-term investments

This account consists of:

	Sept 30, 2019	Dec 31, 2018
Financial Assets at Amortized Cost	**₱142,582**	₱517,537
Financial Assets at Fair Value though		
Other Comprehensive Income (OCI)	**155,006**	153,062
Through Profit or Loss	**1,842**	–
	₱299,430	₱670,599

6. Trade and Other Receivables

	Sept 30, 2019	Dec 31, 2018
Trade	**₱19,923**	₱21,387
Advances to related parties	**85,525**	83,174
Other receivables	**35,777**	30,962
	141,225	135,523
Allowance for impairment losses	**(96,619)**	(96,619)
	₱44,606	₱38,904

Trade receivables are noninterest-bearing and generally have 30 to 60 day terms. Other receivables which includes advances to employees, security deposits and other nontrade receivables are expected to be settled/liquidated within the year.

7. Other Current Assets

This account consists of:

	Sept 30, 2019	Dec 31, 2018
Input VAT, net of allowance for unrecoverability	₱20,383	₱18,242
Advance rentals and other prepayments	2,363	1,917
	₱22,746	₱20,159

8. Investments in Joint Venture

Joint venture	Place of Incorporation	Principal Activity	Percentage of Ownership Sept 30, 2019	Percentage of Ownership Dec 31, 2018
PGS Dalian	China	Contact center	50%	50%
Simpro Solutions Limited	Hong Kong	Contact center	50%	50%

The Company recognizes its interest in these joint ventures using equity method of accounting.

Investments in joint ventures as at September 30, 2019 and December 31, 2018 are nil. Due to share of accumulated losses, investment in PGS Dalian and Simpro Solutions Limited already depleted, thus, Paxys did not recognize further losses for the nine-month period ended September 30, 2019 and in 2018.

9. Property and Equipment

The movement of this account follows:

	September 30, 2019					
	Computer Equipment	Communication Equipment	Leasehold Improvements	Office Furniture, Fixtures and Equipment	Transportation Equipment	Total
Cost						
Balance at beginning of period	₱109,584	₱7,624	₱159,084	₱14,060	₱9,749	₱300,101
Additions	29	–	734	1,073	–	1,836
Balance at end of period	109,613	7,624	159,818	15,133	9,749	301,937
Accumulated Depreciation						
Balance at beginning of period	106,973	7,624	156,129	11,808	9,649	292,183
Depreciation for the period	811	–	1,381	917	100	3,209
Balance at end of period	107,784	7,624	157,510	12,725	9,749	295,392
Net Book Value	₱1,829	₱–	₱2,308	₱2,408	₱–	₱6,545

Property and equipment are depreciated using the economic lives as follows:

Computer equipment	3 to 5 years
Communication equipment	3 to 5 years
Leasehold improvements	5 years or lease term, whichever is shorter
Office furniture, fixtures and equipment	5 years
Transportation equipment	5 years

	December 31, 2018					
	Computer Equipment	Communication Equipment	Leasehold Improvements	Office Furniture, Fixtures and Equipment	Transportation Equipment	Total
Cost						
Balance at beginning of year	₱106,505	₱7,624	₱155,931	₱11,970	₱10,712	₱292,742
Additions	3,079	–	3,153	2,090	–	8,322
Disposals	–	–	–	–	(963)	(963)
Balance at end of year	109,584	7,624	159,084	14,060	9,749	300,101
Accumulated Depreciation						
Balance at beginning of year	106,304	7,624	155,512	11,210	10,411	291,061
Depreciation for the year	669	–	617	598	201	2,085
Disposals	–	–	–	–	(963)	(963)
Balance at end of year	106,973	7,624	156,129	11,808	9,649	292,183
Net Book Value	₱2,611	₱–	₱2,955	₱2,252	₱100	₱7,918

As of September 30, 2019 and December 31, 2018, fully depreciated property and equipment with aggregate cost amounting to ₱58.1 million are still being used in the operations.

10. Intangible Assets

Movements in this account are as follows:

	Sept 30, 2019	Dec 31, 2018
Balance at beginning of period - net of accumulated amortization	**₱610**	₱420
Amortization	**(281)**	(394)
Additions	-	584
Balance at end of year - net of accumulated amortization	**₱329**	₱610
Cost	**₱15,451**	₱15,451
Accumulated amortization	**(15,122)**	(14,841)
	₱329	₱610

Intangible assets include acquired website and software packages which are amortized over three to five years.

11. Other Noncurrent Assets

Other noncurrent assets pertain to rental and security deposits on lease agreements, which are refundable at the end of various lease periods. As at September 30, 2019 and December 31, 2018, the account amounted to ₱9.4 million and ₱11.9 million, respectively.

12. Trade and Other Payables

	Sept 30, 2019	Dec 31, 2018
Trade payables	**₱3,587**	₱2,250
Accrued expenses	**13,329**	11,998
Dividends payables	**6,554**	6,554
Statutory payable	**6,480**	7,143
Other current liabilities	**436**	729
	₱30,386	₱28,674

Trade payables are noninterest-bearing and are normally settled on a 90-day term.

Accrued expenses mainly represent accruals for utilities, communication, and other employee benefits. Statutory payables represent withholding tax payable and other liabilities to the government.

13. Stockholders' Equity

Capital Stock
On June 27, 2008, the Company's Board of Directors authorized and approved the increase in authorized capital stock from ₱1,200 million to ₱1,800 million by way of a stock dividend declaration.

	Number of Shares Authorized	Number of Shares Issued and Outstanding	Cost
Balance as at and beginning and end of period	1,800,000,000	1,148,534,866	₱1,148,535

Parent Shares Held by a Subsidiary
In October 2014, Paxys N.V., a wholly-owned subsidiary of the Parent Company, completed the tender offer to acquire 345,622,477 common shares of the Parent Company representing 30.09% of its outstanding capital stock.

Additional Paid In Capital (APIC)
This account consists of:

Premium on issuance of shares of stocks	₱348,213
Premium on forfeited stock option	103,151
	₱451,364

Premium on issuance of shares of stocks represents the excess of paid-up capital over the par value of capital stock. Premium on forfeited stock options represents increase in equity arising from equity-settled share-based payment transactions.

14. Cost of Services

	Nine Months		Three Months	
	2019	2018	**2019**	2018
Personnel cost	**₱25,591**	₱35,405	**₱7,524**	₱10,800
Depreciation and amortization on:				
Right-of-use	**4,913**	–	**1,638**	–
Property, equipment, and intangibles	**3,087**	1,134	**943**	494
Security and janitorial services	**2,997**	1,969	**1,000**	724
Utilities	**2,985**	2,897	**1,019**	931
Communication	**2,583**	1,588	**920**	533
Outside services	**1,009**	959	**360**	255
Repairs and maintenance	**411**	224	**80**	85
Travel	**245**	299	**55**	102
Supplies	**209**	311	**73**	90
Rent	**68**	4,464	**23**	1,488
Others	**566**	371	**213**	132
	₱44,664	₱49,621	**₱13,848**	₱15,634

15. General and Administrative Expenses

	Nine Months		Three Months	
	2019	2018	**2019**	2018
Professional fees	**₱33,143**	₱30,268	**₱9,875**	₱9,081
Personnel cost	**24,075**	22,693	**7,531**	6,752
Depreciation and amortization on:				
Right-of-use	**6,039**	–	**2,013**	–
Property, equipment, and intangibles	**403**	213	**142**	79
Insurance	**2,077**	1,285	**444**	418
Utilities	**1,915**	1,759	**623**	615
Communication	**1,402**	1,323	**517**	440
Security and janitorial services	**1,223**	1,301	**405**	518
Transportation and travel	**861**	1,484	**266**	524
Taxes and licenses	**601**	791	**146**	390
Entertainment, amusement and recreation	**726**	739	**285**	341
Bank charges	**922**	996	**526**	338
Supplies	**375**	354	**124**	76
Repairs and maintenance	**197**	163	**60**	76
Rent	**104**	5,283	**29**	1,794
Provision for impairment losses on:				
Trade and other receivables	**6**	2,718	**-**	2,718
Input VAT	**-**	780	**-**	-
Others	**1,956**	1,140	**896**	532
	₱76,025	₱73,290	**₱23,882**	₱24,692

16. Interest Income, Foreign Exchange Gains and Losses, and Other Income

Interest Income
Interest income for the comparative periods was generated mainly from bank deposits, short-term placements, and short-term bonds amounting to ₱84.2 million and ₱61.7 million as at September 30, 2019 and September 30, 2018, respectively.

Foreign Exchange
Net foreign exchange loss amounted to ₱0.7 million for the nine-month period ended September 30, 2019 and ₱6.4 million net foreign exchange gain for the nine-month period ended September 30, 2018.

Other Income - net
Other income for the nine-month period ended September 30, 2019 and September 30, 2018 pertains to rental and miscellaneous income.

17. Retirement Benefits

The Parent Company and SWA maintain separate unfunded, non-contributory, defined benefit plans covering all eligible employees. An independent actuary conducts an actuarial valuation of the retirement liability. The latest actuarial report was dated December 31, 2018.

The retirement benefits recognized in the consolidated statement of income is as follows:

	December 31, 2018
Current service cost	**₱285**
Interest cost	**224**
	₱509

The cumulative remeasurement gain on retirement liability recognized as other comprehensive income follows:

	December 31, 2018
Balance at beginning of year	**₱5,731**
Remeasurement loss	**(6,958)**
Balance at end of year	**(₱1,227)**

Changes in the present value of obligation are as follows:

	December 31, 2018
Balance at beginning of year	**₱4,064**
Current service cost	**285**
Interest cost	**224**
Remeasurement loss recognized in OCI	**6,958**
Balance at end of year	**₱11,531**

The principal assumptions used in determining the cost of retirement benefits of the Group are shown below:

Discount rate	**7.53%**
Salary increase rate	**2.00%**

18. Lease Commitments

The Group has adopted PFRS 16 in preparing the consolidated financial statements as of January 1, 2019. Accordingly, the Group recognized right-of-use assets and lease liabilities amounting to ₱51.1 million. These are measured at present value of the lease payments discounted using the Company's incremental borrowing rate at 7.52%. Advanced payment and prepaid rent amounting to ₱2.9 million and ₱0.3 million, respectively was deducted from lease liabilities at the inception of the lease.

Movements in right-of-use assets and lease payments under leases as of September 30, 2019 are summarized below:

Right-of-use assets, January 1, 2019	₱51,138
Less: Amortizations under Cost of Service	(4,913)
Amortization under General and Administrative Expense	(6,039)
Right-of-use assets, September 30, 2019	₱40,186

Lease liabilities

Lease payments within one year	₱15,982
After one year but not more than five years	31,433
Total lease payments	47,415
Amount representing interest	(5,775)
Present value of minimum lease payments	41,640
Adjustment for advanced payments made	(3,161)
Current portion	14,418
Noncurrent portion	24,061

19. Segment Information

The Group's operating businesses are organized and managed separately according to the nature of the services provided, with each segment representing a strategic business unit that offers different services and serves different markets.

Segment Assets and Liabilities. Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, property and equipment and other intangible assets, net of allowances and provision. Segment liabilities include all operating liabilities and consist principally of accounts payable and other liabilities.

Inter-segment Transactions. Segment revenues, segment expenses and segment performance include transfers among business segments. Such transfers are eliminated in consolidation.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating income or loss and is measured consistently with operating income or loss in the consolidated financial statements.

Business segment information is reported on the basis that is used internally for evaluating segment performance and deciding how to allocate resources among operating segments.

For management purposes, the Company is organized into business units based on their products and services and has four reportable operating segments as follows:

- Data Conversion - This segment includes data transcription and scoping services, voice-to-text message conversion and electronic data encoding and processing.

- Others - This segment includes the operations of the Parent Company and its non-operating subsidiaries.

Business Segment Data

The following table presents revenues and expenses information and certain assets and liabilities information regarding the business segments for the nine-month periods ended September 30, 2019 and 2018:

	September 30, 2019			
	Business Process Outsourcing	Others	Eliminations	Consolidated
Results of Operations				
Segment revenues from external customers	₱61,120	₱–	₱–	₱61,120
Segment expenses	(62,672)	(58,017)	–	(120,689)
Segment result	(1,552)	(58,017)	–	(59,569)
Interest income	191	84,026	–	84,217
Net foreign exchange loss	(96)	(556)	–	(652)
Other segment operating income – net	517	48	–	565
Interest expense	(1,437)	(548)		(1,985)
Net income (loss)	(₱2,377)	24,953	₱–	₱22,576
Assets and Liabilities				
Segment assets	₱88,137	₱5,501,599	(₱1,656,202)	₱3,933,534
Segment liabilities	97,699	177,162	(192,693)	82,168
Other Segment Information				
Capital expenditures:				
Property and equipment	₱1,836	₱–	₱–	₱1,836
Intangibles	–	–	–	–
Depreciation and amortization on:				
Right-of-use	4,913	6,039	–	10,952
Property, equipment and intangibles	3,026	464	–	3,490

	September 30, 2018			
	Business Process Outsourcing	Others	Eliminations	Consolidated
Results of Operations				
Segment revenues from external customers	₱64,645	₱–	₱–	₱64,645
Segment expenses	(63,256)	(59,655)	–	(122,911)
Segment result	1,389	(59,655)	–	(58,266)
Interest income	226	61,446	–	61,672
Net Foreign exchange gain	2,295	5,292	(1,226)	6,361
Other segment operating income - net	492	406	–	898
Provision for income taxes	(378)	–	–	(378)
Net income	₱4,024	7,489	(1,226)	₱10,287
Assets and Liabilities				
Segment assets	₱63,181	₱5,574,061	(₱1,657,723)	₱3,979,519
Segment liabilities	68,615	160,674	(194,199)	35,090
Other Segment Information				
Capital expenditures:				
Property and equipment	₱8,139	₱384	₱-	₱8,523
Intangibles	307	199	–	506
Depreciation and amortization on property, equipment and intangibles	1,193	154	–	1,347

Geographical Segment Data

The following table presents the revenue and expenditure and certain asset information regarding geographical segments for the nine-month period ended September 30, 2019 and 2018:

	September 30, 2019			
	Philippines	**Others**	**Eliminations**	**Consolidated**
Revenue				
External revenue	**₱61,120**	**₱–**	**₱–**	**₱61,120**
Other Segment Information				
Segment assets	**₱5,589,735**	**₱–**	**(1,656,201)**	**₱3,933,534**
Capital expenditures:				
Property and equipment	**1,836**	**–**	**–**	**1,836**
Intangibles	**–**	**–**	**–**	**–**

	September 30, 2018			
	Philippines	Others	Eliminations	Consolidated
Revenue				
External revenue	₱64,645	₱–	₱–	₱64,645
Other Segment Information				
Segment assets	₱5,637,242	₱–	(1,657,723)	₱3,979,519
Capital expenditures:				
Property and equipment	8,523	–	–	8,523
Intangibles	506	–	–	506

20. Financial Assets and Financial Liabilities

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

Cash and Cash Equivalents, Trade and Other Receivables, Trade and Other Payable, and Dividends Payable. Due to the short-term nature of transactions, the fair value approximates the carrying amounts at initial recognition.

Refundable Deposits. The estimated fair values of refundable deposits are based on the discounted values of future cash flows using as discount rate the prevailing MART1 rates that are specific to the tenor of the instruments' cash flows as of financial reporting date.

Financial assets at FVOCI. Net asset value per unit have been used to determine the fair value of AFS investments.

21. Other Matters

Detailed schedules have been omitted for purposes of preparing these interim condensed financial statements as allowed by SRC Rule 68.

Annex B

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

INTRODUCTION

The following discussion should be read in conjunction with the attached unaudited interim condensed consolidated financial statements of the Group as at and for the nine-month period ended September 30, 2019 (with comparative figures as at and for the nine-month period ended September 30, 2018. All necessary adjustments to present fairly the consolidated financial condition, results of operations, and cash flows of the Group for the nine-month period ended September 30, 2019, and for all the other periods presented, have been made. Certain information and footnote disclosure normally included in the audited financial statements prepared in accordance with generally accepted accounting principles have been omitted.

ABOUT PAXYS GROUP

Paxys is an investment holding company registered with the SEC in February 14, 1952. Through its operating subsidiaries, Paxys has been engaged in diversified services such as business process outsourcing, data conversion. In the past years, it has divested its investments in salary packaging, call center, IT consulting and software solutions business.

Scopeworks Asia, Inc. (SWA) is a Philippine BPO company engaged in general transcription, editing, proofreading, and data conversion services with clients in the US, Australia and UK.

Paxys Realty, Inc. (formerly Paxys Global Services, Inc.) has recently amended its Articles of Incorporation to include real estate business among its primary purpose. These changes has been approved by Paxys Realty's Board of Directors on November 2017 and subsequently by the Securities and Exchange Commission on February 2018.

Simpro Solutions Limited (SSL) is a joint venture company engaged in call center and back office outsourcing activities thru its wholly-owned subsidiary, Simpro Solutions Philippines, Inc. (SSPI). In 2014, SSPI amended its Articles of Incorporation shortening the term of its existence up to June 2018. Said amendment has been approved by the Securities and Exchange Commission (SEC) on May 24, 2017. By the virtue of the Amended Articles of Incorporation, SSPI has dissolve its corporate existence effective September 30, 2018.

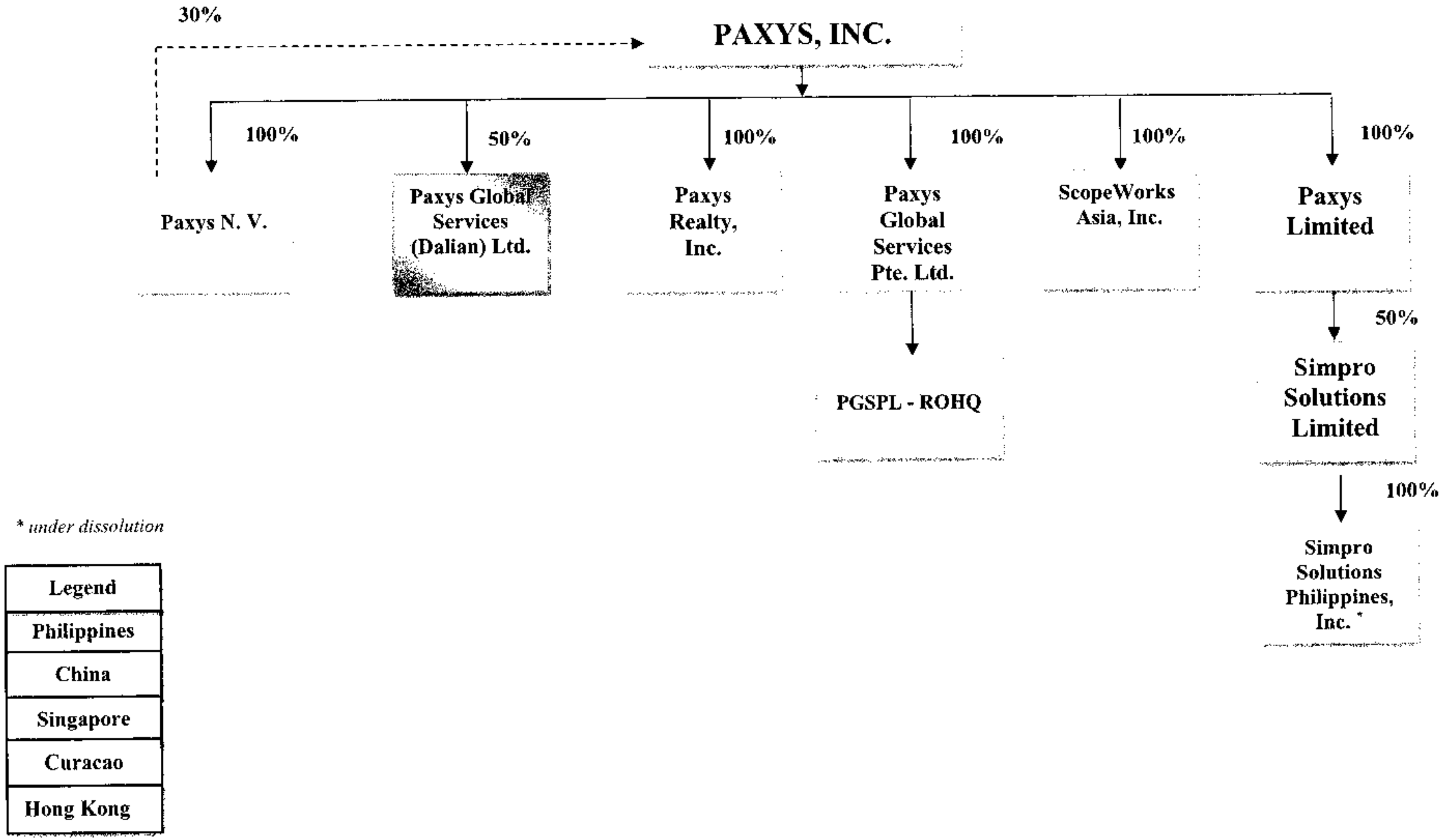
Key Performance Indicators (KPI)

The Company's management uses the following KPI:

1) Net Service Income	:	Service Income less discounts and allowances
2) Gross Profit Margin	:	Gross profit/Service Income
3) EBITDA	:	Earnings Before Interest, Taxes, Depreciation and Amortization
4) EBITDA Margin	:	EBITDA/Service Income
5) Income from Operations	:	Gross Profit – Operating Expenses
6) Net Income Margin	:	Net Income/Service Income
7) Return on Equity	:	Net Income/(Equity end + Equity beg – Net Income)/2
8) Current Ratio	:	Current Assets/Current Liabilities

Overview of Our Business

Below is the Group's corporate structure as of September 30, 2019:



RESULTS OF OPERATIONS AND DISCUSSION OF KPIs

Summary Profit and Loss
For the Nine-month Period Ended September 30, 2019 and 2018
(Amounts in Thousands)

	2019		2018		% Change
	Amount	**% to Sales**	Amount	% to Sales	
Service Income	**₱61,120**	**100%**	₱64,645	100%	(5%)
Gross Profit	**16,456**	**27%**	15,024	23%	10%
Loss from Operations	**(59,569)**	**(97%)**	(58,266)	(90%)	2%
Net Income	**22,576**	**37%**	10,287	16%	119%
EBITDA	**39,004**	**64%**	12,011	19%	225%

FINANCIAL PERFORMANCE HIGHLIGHT

Service Income
The volume in the traditional business of Scopeworks Asia, Inc. (SWA), the operating subsidiary of the group, continues to decline due to technology advancement in the past years. Given the challenge in this segment, SWA took advantage of the growing demand and business opportunities for managed seat lease/facility and other services. In 2018, SWA opened its new service hub at Muntinlupa serving a managed site for a multi-national company client. The service income from this new business, together with the traditional data conversion revenue contribute to the ₱61.1 million revenues reported as of September 30, 2019. About ₱12.9 million or 21% accounts is attributed to the new business of SWA. This is still 5% lower as compared to ₱64.6 million revenues in prior year, but given the promising income from new businesses, the gap is expected to be narrowed in the next months.

Gross Profit (GP)
The improvement is mainly driven the operating efficiencies in the operations. With streamlined operations and steady revenues, the Gross Profit of ₱16.5 million or GP rate of 27% is better by about 10% as compared to prior year despite the volume challenge in the traditional data conversion segment.

Net Income
Interest Income from the group's surplus funds went up by 37% as compared to prior year's interest income due to higher interest rates and efficient fund management. This is the main reason for the group's favourable variance of about 121% versus prior.

EBITDA

The EBITDA increased by 225% primarily due to the recognition of ROU depreciation and interest expense in compliance with PFRS 16 standard for the group's lease contract. Excluding PFRS adjustments, EBITDA growth is about 117%.

Summary Financial Condition
For the Periods Ended September 30, 2019 and December 31, 2018
(Amounts in Thousands)

	September 30, 2019	December 31, 2018	% Change
Current Assets	**₱3,877,080**	₱3,884,972	(0.2%)
Noncurrent Assets	**56,454**	20,419	176%
Total Assets	**3,933,534**	3,905,391	0.7%
Current Liabilities	**44,804**	28,882	55%
Noncurrent Liabilities	**37,364**	12,880	190%
Total Equity	**3,851,366**	3,863,629	(0.3%)

The major movements in the interim condensed consolidated statements of financial position from December 31, 2018 to September 30, 2019 are as follows:

- The assets comprised 98% cash and short-term investments which are classified as financial assets at fair value through profit or loss, financial assets through other comprehensive income, and financial assets at amortized cost in the statements of financial position. The slight decrease in the total assets pertains mainly to the translation loss on USD funds of Paxys NV due to the appreciation of Philippine Peso. The USD to PHP closed at ₱51.83 as at September 30, 2019 from ₱52.58 in December 31, 2018. This translates to a translation loss of about ₱40.5 million in the group's fund and equity reserves.

- The Total Equity of the Group as of September 30, 2019 amounted to ₱3,851.4 million, also a decrease of less than one percent versus 2018 year-end balance due to translation loss on the USD funds of Paxys N.V.

LIQUIDITY AND CAPITAL RESOURCES

The Group's primary source of liquidity is the cash generated from operations within the Group. The following are the cash flow movements:

For the Nine-month Period Ended September 30	2019	2018	% change
Net cash provided by operating activities	**₱31,630**	₱27,607	15%
Net cash provided by (used in) investing activities	**373,527**	(350,862)	206%
Net cash used in financing activities	**(9,497)**	-	(100%)

The Interest Income from the group's surplus funds and maturity of the short-term investments of the group generated positive cash flow from Operations as at September 30, 2019. The cash provided by investing activities of the group pertains on short-term fund investments fully redeemed at maturity date. These are subsequently placed on short-term deposits at local and international banks.

The cash spent in financing activities pertains to the Interest Cost on the lease agreements of the group. In 2019, the Group adopted PFRS 16 which requires recognition of right-of-use asset and lease liability. Accordingly, the corresponding interest expense on leases is shown in the cash flows under the financing section.

The Group's management believes that the current level of funds and cash generated from operations are sufficient to meet the Company's immediate future cash requirements. The Company does not anticipate any liquidity problems that may arise from its operating activities in the near future.

Financial Ratios

	Sept. 30, 2019	Dec 31, 2018	% change
Current Ratio	**86.53**	135.51	(36%)
Debt to Equity Ratio	**0.02**	0.01	97%
Return on Equity	**0.6%**	0.4%	125%
EBITDA Margin	**64%**	27%	243%
Net Profit Margin	**37%**	17%	132%

FINANCIAL RISK

- **Foreign Currency risk**

The Group has transactional currency exposure. Such exposure arises from US$ denominated service income of SWA and US$ funds of Paxys NV. As at September 30, 2019, cash and cash equivalents of the Group consist of about 70% US$.

In view of the above, the Group's interim condensed consolidated financial performance and financial position can be affected significantly by movements in the US$/Philippine Peso exchange rates.

The Group's primary strategy to address its forex exposures is to make use of hedging instruments including derivatives (i.e., currency forward contracts) to manage the effects of foreign exchange fluctuations on financial results. These hedging instruments or derivatives are not used for trading or speculative purposes. Counterparties to derivative contracts are carefully selected from major financial institutions which are assessed based on their industry standing and historical performance. As at September 30, 2019 and December 31, 2018, the Group does not have outstanding derivative instruments.

The Group adopted the following rates of exchange in translating foreign currency statement of comprehensive income and statement of financial position as of September 30, 2019 and December 31, 2018:

	September 30, 2019		December 31, 2018	
	Closing	Average	Closing	Average
Philippine Peso to 1 unit of : United States Dollar (US$)	51.83	52.04	52.58	52.69

- **Credit Risk**

  The Group trades only with recognized, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

  Since the Group trades only with recognized third parties, there is no requirement for collateral. Also the Group has an existing contract or master agreement with its key customer to protect itself from bad debt losses.

OTHER MATTERS

a. There were no known events that trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

b. There were no material commitments of the Company.

c. There were no material off-statement of financial position transactions, arrangements, obligations (including contingent obligations), and other relationship of the Company with unconsolidated entities or other persons during the reporting period.

d. There are no unusual items as to nature and amount affecting assets, liabilities, equity, net income or cash flows.

e. There were no known trends, demands, commitments, events or uncertainties that will have a material impact on the Company's liquidity.

f. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a favourable or an unfavourable impact on net sales or revenue or income from continuing operation.

g. The causes for any material change from period to period are stated under Management's discussion and analysis section "financial condition".

h. The effects of seasonality or cyclicality on the operations of the Company's business are not material.

i. There were no material changes in estimates of amounts reported in interim periods of the current year or changes in estimates of amounts reported in prior financial years.

Key Variable and Other Quantitative and Factors

Trends, Events, Uncertainties or Contingent Financial Obligation with Material Impact on Liquidity

The Company does not anticipate liquidity problem within the next twelve (12) months since it has adequate amount of cash to pay its maturing obligations and to support its working capital requirements.

Annex C

Paxys, Inc. and Subsidiaries
Consolidated Trade Receivables Aging Schedule
As of September 30, 2019
(Amounts in Thousands)

	Age of Receivables					
Types of customers	**<30 days**	**31-60 days**	**61-90 days**	**90-120 days**	**>120 days**	**Total**
Local	₱37	₱-	₱-	₱-	₱15,227	₱15,264
International	4,659	-	-	-	-	4,659
	4,696	-	-	-	15,227	19,923
Allowance for impairment losses	-	-	-	-	(9,616)	(9,616)
	₱4,696	₱-	₱-	₱-	₱5,611	₱10,307