



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17  
OF THE SECURITIES REGULATION CODE AND SECTION 141  
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended 31 December 2022
2. SEC Identification Number 0102415                      3. BIR Tax Identification No. 000-056-514
4. ZEUS HOLDINGS, INC.  
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines                      6.  (SEC Use Only)  
Province, Country or other jurisdiction of                      Industry Classification Code:  
incorporation or organization
7. 21/F, Lepanto Bldg, 8747 Paseo de Roxas, Makati City                      1226  
Address of principal office                      Postal Code
8. (632) 8815-9447  
Issuer's telephone number, including area code
9. N/A  
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<u>Common</u>	<u>2,737,044,807</u>
<u>Outstanding loans</u>	<u>Nil</u>

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

Yes [ x ]    No [ ]

If yes, state the name of such stock exchange and the classes of securities listed therein:

PHILIPPINE STOCK EXCHANGE

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The

Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes  No

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes  No

13. Aggregate market value of the voting stock held by non-affiliates of the registrant.

₱347,604,690.49 as of 31 December 2022.

**APPLICABLE ONLY TO ISSUERS INVOLVED IN  
INSOLVENCY/SUSPENSION OF PAYMENTS PROCEEDINGS  
DURING THE PRECEDING FIVE YEARS:**

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes  No

**DOCUMENTS INCORPORATED BY REFERENCE**

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of SEC Form 17-A into which the document is incorporated:

Description	Exhibit
N/A	N/A

**PART I - BUSINESS AND GENERAL INFORMATION**

**Item 1. Business**

**Business Development**

Zeus Holdings, Inc. ("Company") was incorporated on 31 December 1981 as JR Garments, Inc. under Securities and Exchange Commission (SEC) registration number 0102415, as a corporation engaged in garments manufacturing, distribution and export.

On 9 September 1996, the SEC approved the change of name of the Company from JR Garments, Inc. to ZEUS HOLDINGS, INC. and the change in its primary purpose to that of an investments holding company. The Company now has the following primary purpose:

*“To purchase, subscribe for or otherwise acquire and own, hold, use, manage, develop, sell, assign, transfer, mortgage, pledge exchange or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, debentures notes, evidence of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic of foreign and to pay therefore in whole or in part, in cash or by exchanging therefore, stocks, bonds and other evidences of indebtedness of securities of this or any other corporation, while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidence of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers on any stock so owned, without however engaging in dealership in securities or in the stock brokerage business or in the business of an investment company under the Investment Company Act; to do any act designed to protect, preserve, improve or enhance the value of, or otherwise develop any real or personal property at any time held or controlled by the Corporation or in which it at that time may be interested.”*

The Company discontinued its garments operation on 31 August 1996 and consequently, all of its employees were terminated. On 27 December 1996, the Company disposed all its assets and liabilities relating to the garments operation.

The Company also increased its authorized capital stock from P100 million to P3 billion. The increase was approved by the SEC on 6 January 1997. Of the capital increase, 1,538,463,907 shares were subscribed and paid by way of assignment of rights in real property worth P31.423 million and common shares of stock of Mindanao Portland Cement Corporation (“MPCC”) at a transfer value of P1.457 billion by the new investors and the conversion of advances to equity of P50 million by existing shareholders. This major transaction marked the entry of the Company in the cement business. The Company became the majority owner (99.63%) of MPCC, a company engaged in the manufacturing and distribution of cement.

On 1 July 1998, the Company’s major stockholders, Far East Cement Corporation and Eagle Cement Corporation sold in favor of Blue Circle Philippines, Inc. (“BCPI”) and Round Royal, Inc. (“RRI”) shares of stock comprising 57% of its outstanding capital stock. As of 31 December 1999, the shareholdings of Round Royal, Inc. comprised 50% while BCPI was at 24%.

Also on 1 July 1998, MPCC issued a One Billion Peso Convertible Note with a maturity date of 1 July 2003 in favor of BCPI. The Convertible Note can be settled either by: (1) payment of the principal amount plus interest, or (2) conversion into such number of common shares of MPCC issued at par value sufficient to cover the Note plus interest.

The Company, for its part, entered into an Option Agreement with BCPI on 1 July 1998. Under the Option Agreement, the holder of the Convertible Note issued by MPCC was given the right to require the Company to purchase from it the whole (and not just a part) of the Convertible Note. The Put Option may be exercised at any time within five (5) years from the execution of the Option Agreement. The holder of the Convertible Note may be paid either: (1) the principal amount plus accrued interest, or (2) such number of new shares of the Company issued at par value as may be sufficient to cover the value of the Convertible Note.

BCPI subsequently assigned its rights under the Option Agreement in favor of RRI. In a letter dated 7 December 1999, RRI served notice upon the Company that it was exercising its option under the Option Agreement to require the Company to issue, in its favor, new shares in the amount of P1,095,000,000.00 (principal amount of the loan plus interest) in exchange for the Convertible Note. As a result thereof, the outstanding capital stock of the Company was increased to P2,733,463,907.00 from P1,638,463,907.00.

On 8 December 1999, the Board of Directors of the Company approved the integration of its operations and activities with the operations and activities of Fortune Cement Corporation (“Fortune”) and its subsidiary, Republic Cement Corporation (“Republic”) and Iligan Cement Corporation (“Iligan”) under the following swap ratios:

1,000 common shares of Republic	=	1,575 Fortune shares
	=	14,411 Company shares
	=	206 Iligan shares

The integration of the four (4) companies was effected on 20 October 2000. As a result thereof, Republic obtained majority control of the Company.

On 15 December 2000, the Company divested its equity interest in MPCC in favor of Republic.

In accordance with the SEC Tender Offer Rules, PICOP Holdings, Inc. (now known as ZHI Holdings, Inc. or “ZHIHI”) offered to purchase the 98.18% equity interest of Republic in the Company at a price of P0.04826 per share. ZHIHI likewise offered to buy the remaining 1.82% equity stake of minority shareholders under the same terms. The offer period began on 22 November 2000 and ended on 20 December 2000. Republic accepted the offer of ZHIHI and divested all its equity holdings in the Company in favor of the latter. Minority shareholders owning 290,000 common shares of the Company also accepted the tender offer of ZHIHI. As a result, ZHIHI acquired a 98.533% equity stake in the Company.

In August 2001, ZHIHI sold off 14,864,576 of its shares in the Company or approximately 0.53% of its equity therein. Thus, ZHIHI retained a 98% equity stake in the Company.

In June 2007, ZHIHI further sold off 2,555,788,753 of its shares in the Company, or approximately 93.5% of the outstanding capital stock of Zeus, to F. Yap Securities, Inc.-In Trust For Various Clients, namely Zamcore Realty Corporation (“Zamcore”), Horizon Resources Corporation, Lindsay Resources Corporation, Sharone King, Charles Paw, Grace Cerdenia, and George Ivan Ang, thus further reducing its equity stake in the Company to 4.5%. At present, the largest stockholder of the Company is Zamcore, holding a 26.65% equity stake in the Company.

On 13 July 2009, pursuant to its business plan of going into the mining industry, the Company entered into an Operating Agreement with Olympic International Sales Corporation (“Olympic”), whereby the Company was appointed as operator of Olympic’s mining claims situated in the municipalities of Carrascal, Cantillan and Madrid, Province of Surigao del Sur, with an approximate area of 4,656.9165 hectares (the “Mining Claims”). The Mining Claims are currently the subject of Application for Production Sharing Agreement No. 000115-XI (“APSA”), pending with the Mines and Geosciences Bureau (“MGB”), CARAGA Regional Office No. XIII, Surigao City. Under the Operating Agreement, the Company will be responsible for the prosecution of the APSA until the same is approved and a Mineral Production Sharing Agreement issued. The Company will explore, and if warranted, develop and operate the Mining Claims.

Also on 13 July 2009, in consideration for the Company's appointment as operator of the Mining Claims, the Company entered into an Agreement to Subscribe to Shares and to Issue Shares with Olympic, whereby the Company would issue to Olympic 10,000,000 shares out of the Company's unissued capital and granted Olympic the option to subscribe to 110,000,000 shares of the Company as follows:

- a) Ten Million (10,000,000) shares from the Company's unissued capital within one (1) year from the issuance of the Mineral Production Sharing Agreement ("MPSA"); and
- b) One Hundred Million (100,000,000) shares from the Company's unissued capital within five (5) years from the issuance of the MPSA.

To date, the MGB has yet to issue the MPSA.

Notwithstanding the foregoing, the Company currently has minimal operations and, thus, has no full-time employees.

On 5 July 2013, the Company approved the conversion of the existing Deposits for Future Subscription ("DFS") of ZHIHI and F. Yap Securities, Inc.-In Trust For Various Clients, in the total amount of P3,580,900, to common shares of stock the Company. On 6 August 2013, the SEC approved the valuation of the DFS as full payment for 3,580,900 common shares of stock of the Company, at P1.00 per share.

## **Business of Issuer**

### **Competition**

The Company is engaged in business as an investment holding company. As an investment holding enterprise, the Company competes with other investment holding companies in the Philippines in terms of investment prospects. Its previous lone subsidiary, MPCC, was engaged in the manufacture and distribution of cement but, as heretofore stated, the Company divested its equity interest therein in December 2000.

However, with the execution of the Operating Agreement with Olympic for the Company's operation of Olympic's mining claims in Surigao Del Sur, the Company has begun its entry into the mining industry and could possibly compete with other mining companies in the Philippines in terms of generation of mineral products should its planned exploration of Olympic's mining claims be successful.

At this time, the Company is not in a position to discuss the relative financial and market strengths of its competitors either in the holding or mining sector because it does not have the relevant data.

### **Major Risks**

Given the divestment by the Company of all its interest in its lone subsidiary and its current limited operations, the business risks facing the Company at present are minimal.

### **Franchises**

The Company has no existing or pending patents, trademarks, copyrights, licenses, franchises, concessions or royalty agreements, and these are not expected to play a significant role in the operations of the Company in the immediate and medium term.

### **Government Approvals for Principal Services**

Except as regards the operation of the Olympic mining claims which is the subject of an APSA currently pending with the MGB, if and when such is pursued, the present operations of the Company do not necessitate the obtainment of any special government approvals for its products and services.

The Company does not foresee any major impact of existing or probable government regulations on its business.

### **Research and Development Activities**

Given the minimal operations of the Company, it has not engaged in research and development activities during the preceding year.

### **Costs and Effects of Compliance with Environmental Laws**

Compliance costs are minimal given the present status of operations of the Company.

## **Item 2. Properties**

The Company sold all of its real properties valued at P31,423,000.00 in August 2001 and used the proceeds thereof to settle in part its accumulated advances from its previous stockholders. With the disposition of its equity interest in its sole subsidiary and the sale of all of its real estate assets, the Company does not have any major properties at this time.

## **Item 3. Legal Proceedings**

There is no pending legal proceeding involving the Company.

## **Item 4. Submission of Matters to a Vote of Security Holders**

The Annual Stockholders' Meeting ("ASM") of the Company was held on 21 July 2022. In the course thereof, the following matters were submitted to the vote of the stockholders:

1. Call to Order
2. Proof of due notice of the meeting and determination of quorum
3. Approval of the Minutes of the Annual Meeting on 25 November 2021
4. Approval of the 2021 Audited Financial Statements
5. Ratification of Corporate Acts
6. Election of Directors
7. Appointment of External Auditor

8. Transaction of such other and further business as may properly come before the meeting.

Items 1 to 4 and 6 above were unanimously approved/ratified. In addition, the following were elected as members of the Company’s Board of Directors: Felipe U. Yap, Artemio F. Disini, Ramon T. Diokno, Pablo T. Ayson, Jr., Jose Raulito E. Paras, Odette A. Javier, Stephen Y. Yap and two independent directors, Douglas John Kirwin and Manuel Jeffrey N. David.

Punongbayan & Araullo was re-appointed as the Company’s external auditor.

\*\*\*\*\*

**PART II - OPERATIONAL AND FINANCIAL INFORMATION**

**Item 5. Market for Issuer's Common Equity and Related Stockholder Matters**

The Company’s common equity is traded at the Philippine Stock Exchange. For the last three years, the highs and lows of stock market prices are as follows:

		HIGH	LOW
2022	January – March	0.160	0.160
	April – June	0.165	0.165
	July – September	0.168	0.154
	October – December	0.127	0.127
2021	January – March	0.209	0.197
	April – June	0.243	0.220
	July – September	0.190	0.185
	October – December	0.180	0.180
2020	January – March	0.138	0.138
	April – June	0.150	0.132
	July – September	0.133	0.131
	October – December	0.184	0.177

The Company’s stock was last traded at the PSE on 28 April 2023 at the price of P0.12 per share.

**Holders**

As of 30 April 2023, the Company has a total of eight hundred twenty-three (823) stockholders, the top twenty (20) of whom are as follows:



	<b><u>Name of Stockholder</u></b>	<b><u>No. of Shares</u></b>	<b><u>Percentage (%) of Shareholding</u></b>
1.	PCD NOMINEE CORPORATION (FILIPINO)	1,473,587,612	53.84%
2.	ZAMCORE REALTY AND DEVELOPMENT CORPORATION	599,377,728	21.90%
3a.	F. YAP SECURITIES IN TRUST FOR LINDSAY RESOURCES CORPORATION	410,019,586	14.98%
3b.	F. YAP SECURITIES IN TRUST FOR HORIZON RESOURCES CORPORATION	120,000,000	4.38%
4.	F. YAP SECURITIES, INC.	65,000,000	2.37%
5.	PCD NOMINEE CORPORATION (NON-FILIPINO)	32,266,101	1.18%
6.	R. COYIUTO SECURITIES, INC.	10,310,000	0.38%
7.	LI CHIH-HUI	8,000,000	0.29%
8.	FAR EAST CEMENT CORPORATION	6,283,906	0.23%
9.	LUCIO W. YAN	2,500,000	0.09%
10.	F. YAP SECURITIES IN TRUST FOR	2,405,300	0.09%
11.	VARIOUS CLIENTS		
	LINDA H. BUGARIN	2,325,006	0.08%
12.	ZHI HOLDINGS, INC.	1,175,600	0.04%
13.	PEREGRINE SECURITIES PHILS., INC.	592,000	0.02%
14a.	JOLLY R. BUGARIN	500,000	0.02%
14b.	TIONG SHOU SY &/OR JUANITA S. TAN	500,000	0.02%
15.	MARTIN P. LORENZO	300,000	0.01%
16.	WANDA MICHELLE BUENCAMINO	232,000	0.01%
17.	VICTORIA Z. EGAN	160,000	0.01%
18.	IMELDA TAN UY	88,000	0.003%
19.	DAVID OSMEÑA	70,000	0.003%
20.	LUZ SIY	65,000	0.002%

### **Dividends**

The Company has not declared any cash dividend for the last two (2) fiscal years.

Aside from the general legal restrictions that dividends may be paid only from surplus profits and in such a manner as will not impair the capital of the corporation, there are no other restrictions on the Company from paying dividends on common equity. It is not likely that any additional restrictions will arise in the foreseeable future.

### **Recent Sales of Unregistered Securities**

The Company has not sold any unregistered securities in the past three (3) years.

## Item 6. Management's Discussion and Analysis or Plan of Operation

### Plan of Operation for 2023

The Company continues to review mining properties in the south with a view to entering into Operating Agreements or joint ventures with tenement holders, especially in view of the government's renewed interest in mining and declaration that the industry will be promoted in recognition of its potential as an economic growth driver.

Meanwhile, the application for a Mineral Production Sharing Agreement (APSA No. 000115-XI) of Olympic International Sales Corporation, with whom Zeus Holdings, Inc. has an Operating Agreement, remains pending with the Mines and Geosciences Bureau.

### Management's Discussion and Analysis of Financial Condition and Results of Operations for 2022, 2021 and 2020

#### YEAR 2022

As of December 31, 2022, total assets of the company amounted to P569,689 compared against last year's P487,319.

Input Value Added Tax increase on account of listing and audit fees. Decrease in accounts payable and accrued expenses is due to settlement of accounts.

The Company posted a net loss of P771,800 during the year, lower by 18% from last year's P943,872 due to lower administrative expenses.

The top 5 performance indicators of the Company are as follows:

Ratios	Formula	31-Dec-22	31-Dec-21	31-Dec-20
Current Ratio	Current assets / Current liabilities	4.76 569,689 / 119,750	1.98 487,319 / 245,580	1.80 416,189 / 230,578
Debt to Equity Ratio	Total liabilities / Equity	0.27 119,750 / 449,939	1.02 245,580 / 241,739	1.24 230,578 / 185,611
Capital Adequacy Ratio	Equity / Total assets	0.79 449,939 / 569,689	0.50 241,739 / 487,319	0.45 185,611 / 416,189
Book value per share	Equity / Total # of shares	0.00016 449,939 / 2,737,044,807	0.00009 241,739 / 2,737,044,807	0.00007 185,611 / 2,737,044,807
Loss per Share	Net loss / Total # of shares	-0.00028 -771,800 / 2,737,044,807	-0.00034 -943,872 / 2,737,044,807	-0.00019 -518,611 / 2,737,044,807

**Current ratio** shows the Company's ability to meet its short term financial obligation. As of December 31, 2022, the Company has P4.76 cents worth of current assets for every peso of liabilities as compared to last year's P1.98.

**Debt to Equity ratio** indicates the extent of the Company to which debt is covered by shareholder's fund. It reflects the relative position of the equity holders and the lenders. As of December 31, 2022, the Company's debt to equity is 0.27 compared to last year's 1.02. The major shareholder is willing to support the Company as the need arises.

**Capital Adequacy Ratio** is computed by dividing the Total Equity over Total Assets. It measures the financial strength of the Company. As of December 31, 2022, the Company's Adequacy Ratio is 0.79 compared to last year's 0.50.

**Book value per share** measures the recoverable amount in the event of liquidation if assets are realized at book value. The Company has book value per share of P0.00016 as of December 31, 2022.

**Loss per share** is calculated by dividing net loss by the weighted average number of shares issued and outstanding. As of December 31, 2022, the Company's loss per share posted at P0.00028 per share.

- (a) Full Fiscal Years

**Discussion and analysis of material event/s and uncertainties known to management that would address the past and would have an impact on future operations of the following:**

- (i) *Any known trends, demands, commitments, events or uncertainties that will have a material impact on issuer's liability.*

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company and its subsidiaries liquidity increasing or decreasing in any material way.

- (ii) *Events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation*

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

- (iii) *Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period.*

There are no known off-balance sheet transactions, arrangements, obligations (including contingent obligations), during the period.

- (iv) *Material Commitment for Capital Expenditure*

The Company has not entered into any material commitment for capital expenditure.

- (v) *Others*

There are no known trends, events or uncertainties that have material impact on net sales/revenues/income from continuing operations.

The Company did not recognize income or loss during the quarter that did not arise from continuing operations.

There are no known causes for material change (of material item) from period to period.

There are no known seasonal aspects that had a material effect on the financial condition or results of operations.

## YEAR 2021

As of December 31, 2021, total assets of the company amounted to P487,319 compared against last year's P416,189.

Input Value Added Tax increase on account of listing and audit fees. Increase in accounts payable and accrued expenses is due to accrual of expenses.

The Company posted a net loss of P943,872 during the year, higher by 82% from last year's P518,611 due to higher administrative expenses.

The top 5 performance indicators of the Company are as follows:

Ratios	Formula	31-Dec-21	31-Dec-20	31-Dec-19
Current Ratio	Current assets / Current liabilities	1.98 487,319 / 245,580	1.80 416,189 / 230,578	1.20 954,770 / 795,548
Debt to Equity Ratio	Total liabilities / Equity	1.02 245,580 / 241,739	1.24 230,578 / 185,611	5 795,548 / 159,222
Capital Adequacy Ratio	Equity / Total assets	0.50 241,739 / 487,319	0.45 185,611 / 416,189	0.17 159,222 / 954,770
Book value per share	Equity / Total # of shares	0.00009 241,739 / 2,737,044,807	0.00007 185,611 / 2,737,044,807	0.00006 159,222 / 2,737,044,807
Loss per Share	Net loss / Total # of shares	-0.00034 -943,872 / 2,737,044,807	-0.00019 -518,611 / 2,737,044,807	-0.00027 -727,218 / 2,737,044,807

**Current ratio** shows the Company's ability to meet its short term financial obligation. As of December 31, 2021, the Company has P1.98 cents worth of current assets for every peso of liabilities as compared to last year's P1.80.

**Debt to Equity ratio** indicates the extent of the Company to which debt is covered by shareholder's fund. It reflects the relative position of the equity holders and the lenders. As of December 31, 2021, the

Company's debt to equity is 1.02 compared to last year's 1.24. The major shareholder is willing to support the Company as the need arises.

**Capital Adequacy Ratio** is computed by dividing the Total Equity over Total Assets. It measures the financial strength of the Company. As of December 31, 2021, the Company's Adequacy Ratio is 0.50 compared to last year's 0.45.

**Book value per share** measures the recoverable amount in the event of liquidation if assets are realized at book value. The Company has book value per share of P0.00009 as of December 31, 2021.

**Loss per share** is calculated by dividing net loss by the weighted average number of shares issued and outstanding. As of December 31, 2021, the Company's loss per share posted at P0.00034 per share.

(a) Full Fiscal Years

**Discussion and analysis of material event/s and uncertainties known to management that would address the past and would have an impact on future operations of the following:**

(i) *Any known trends, demands, commitments, events or uncertainties that will have a material impact on issuer's liability.*

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company and its subsidiaries liquidity increasing or decreasing in any material way.

(ii) *Events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation*

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

(iii) *Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period.*

There are no known off-balance sheet transactions, arrangements, obligations (including contingent obligations), during the period.

(iv) *Material Commitment for Capital Expenditure*

The Company has not entered into any material commitment for capital expenditure.

(vi) *Others*

There are no known trends, events or uncertainties that have material impact on net sales/revenues/income from continuing operations.

The Company did not recognize income or loss during the quarter that did not arise from continuing operations.

There are no known causes for material change (of material item) from period to period.

There are no known seasonal aspects that had a material effect on the financial condition or results of operations.

## YEAR 2020

As of December 31, 2020, total assets of the company amounted to P416,189 compared against last year's P954,770.

Decrease in Input Value Added Tax was due to impairment. Decrease in accounts payable and accrued expenses was due to derecognition of long outstanding payables.

The Company posted a net loss of P518,611 during the year, lower by 29% from last year's P727,218 due to lower administrative expenses.

The top 5 performance indicators of the Company are as follows:

Ratios	Formula	31-Dec-20	31-Dec-19	31-Dec-18
Current Ratio	Current assets / Current liabilities	1.80 416,189 / 230,578	1.20 954,770 / 795,548	1.10 868,690 / 792,250
Debt to Equity Ratio	Total liabilities / Equity	1.24 230,578 / 185,611	5 795,548 / 159,222	10.36 792,250 / 76,440
Capital Adequacy Ratio	Equity / Total assets	0.45 185,611 / 416,189	0.17 159,222 / 954,770	0.09 76,440 / 868,690
Book value per share	Equity / Total # of shares	0.00007 185,611 / 2,737,044,807	0.00006 159,222 / 2,737,044,807	0.00003 76,440 / 2,737,044,807
Loss per Share	Net loss / Total # of shares	-0.00019 -518,611 / 2,737,044,807	-0.00027 -727,218 / 2,737,044,807	-0.00026 -708,488 / 2,737,044,807

**Current ratio** shows the Company's ability to meet its short term financial obligation. As of December 31, 2020, the Company has P1.80 cents worth of current assets for every peso of liabilities as compared to last year's P1.20.

**Debt to Equity ratio** indicates the extent of the Company to which debt is covered by shareholder's fund. It reflects the relative position of the equity holders and the lenders. As of December 31, 2020, the Company's debt to equity is 1.24 compared to last year's 5. The major shareholder is willing to support the Company as the need arises.

**Capital Adequacy Ratio** is computed by dividing the Total Equity over Total Assets. It measures the financial strength of the Company. As of December 31, 2020, the Company's Adequacy Ratio is 0.45 compared to last year's 0.17.

**Book value per share** measures the recoverable amount in the event of liquidation if assets are realized at book value. The Company has book value per share of P0.00007 as of December 31, 2020.

**Loss per share** is calculated by dividing net loss by the weighted average number of shares issued and outstanding. As of December 31, 2020, the Company's loss per share posted at P0.00019 per share.

(a) Full Fiscal Years

**Discussion and analysis of material event/s and uncertainties known to management that would address the past and would have an impact on future operations of the following:**

(i) *Any known trends, demands, commitments, events or uncertainties that will have a material impact on issuer's liability.*

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company and its subsidiaries liquidity increasing or decreasing in any material way.

(ii) *Events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation*

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

(iii) *Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period.*

There are no known off-balance sheet transactions, arrangements, obligations (including contingent obligations), during the period.

(iv) *Material Commitment for Capital Expenditure*

The Company has not entered into any material commitment for capital expenditure.

(vii) *Others*

There are no known trends, events or uncertainties that have material impact on net sales/revenues/income from continuing operations.

The Company did not recognize income or loss during the quarter that did not arise from continuing operations.

There are no known causes for material change (of material item) from period to period.

There are no known seasonal aspects that had a material effect on the financial condition or results of operations.

### **Audit and Audit-Related Fees**

The total fees for services rendered by the external auditor are as follows:

	<b>2022</b>	<b>2021</b>	<b>2020</b>
Professional Fee	180,000.00	170,000.00	170,000.00
Out of pocket expenses (15%)	27,000.00	25,500.00	25,500.00
Vat (12%)	24,840.00	23,460.00	23,460.00
<b>Total</b>	<b>231,840.00</b>	<b>218,960.00</b>	<b>218,960.00</b>

The services rendered by the external auditor includes the audit of the Company's annual financial statements, review of interim financial statements and services that are normally provided by the external auditors in connection with statutory and regulatory filings or engagements for the years ended 31 December 2021 and 2020. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements.

Other than the audit fees, we did not have any other audit-related fees for the years ended December 31, 2020 and 2021.

As a matter of policy, the Audit Committee pre-approves all audit and non-audit services as these are proposed or endorsed before these services are performed by the external auditors, with the objective, among others, of ensuring that non-audit fees do not outweigh the fees earned from the external audit.

## **PART III - CONTROL AND COMPENSATION INFORMATION**

### **Item 9. Directors and Executive Officers of the Issuer**

The Company's Board of Directors is composed of nine (9) members of proven competence and integrity, led by a Chairman who is tasked to ensure that the Board functions in an effective and collegial manner. Two of the Company's nine (9) directors are independent directors.

The following are the members of the Board of Directors and the Senior Officers of the Corporation, each of whom was elected as such for a period of one (1) year at the ASM held on 30 July 2020, with their respective age, nationality period of service, and directorships/officerships in other companies indicated:



a. **FELIPE U. YAP** – Director/Chairman (4 November 1998 to present)

- *Chairman and Chief Executive Officer of Lepanto Consolidated Mining Company\** (1988 to present), Lepanto Investment & Development Corporation, Diamant Manufacturing and Trading Corporation, Diamond Drilling Corporation of the Philippines, Far Southeast Gold Resources, Inc., Manila Mining Corporation\* (1998 to present), and Shipside, Inc.
- *Director and Chairman of Prime Orion Philippines, Inc.* from 2000-2016; Vice-Chairman effective February 24, 2016.
- *Director/Chairman of FLT Prime Insurance Corporation, Orion Land Inc., Tutuban Properties, Inc., Orion I Holdings Philippines, Inc., and Kalayaan Copper-Gold Resources, Inc.*
- *Director of Manila Peninsula Hotel, Inc., Philippine Associated Smelting & Refining Corporation, Orion Property Development, Inc., and BA-Lepanto Condominium Corporation*

b. **ARTEMIO F. DISINI** – Director (14 November 2014 to present) and President (25 April 2016)

- *Chairman of the Chamber of Mines of the Philippines until 2017*
- *President of Sulu Sea Mineral Management Corporation*
- *Trustee of the Philippine-Australian Business Council*
- *Trustee of JVO Foundation, Inc.*

c. **DOUGLAS JOHN KIRWIN** – Independent Director (29 June 2017 to present)

- *Exploration Manager of Ivanhoe Mines from 1995 (when it was known as Indochina Goldfields Ltd) until 2012*
- *Vice President of the Society of Economic Geology from 2009 to 2011, where he continues to serve as an honorary lecturer. He is now semi-retired with a part time consulting business.*
- *Director, Manila Mining Corporation since 2014.*

d. **RAMON T. DIOKNO** - Director ( 30 July 2020)

- Chief Finance Officer of Lepanto Consolidated Mining Company
- Director of Alcantara Consolidated Resources, Inc.
- Chief Finance Officer of the Diamond Drilling Corporation of the Philippines, Lepanto Investment and Development Corporation and Diamant Manufacturing and Trading Corporation.

e. **STEPHEN Y. YAP** – Director (28 November 2007 to present)

- *President of Starman Sales, Inc.*
- *Vice-President for Group Property Investments of Tutuban Properties, Inc. until 2017*
- *Director of Manila Mining Corporation\* (April 2013 to present)*

e. **ATTY. MANUEL JEFFREY N. DAVID** – Independent Director

- Associate at Aranas Law Offices
- *Director, Fastmedia Solutions, Inc.*
- *Director, Softmedia Marketing and Services, Inc.*

- *Director, Aroma Asia Food Trading Enterprises, Inc.*
- f. **ATTY. JOSE RAULITO E. PARAS** - Director
- *Managing Partner of Andres Padernal and Paras Law Offices*
  - *Director of Philippine Fire and Marine Insurance Corporation from 15 April 2008; Chairman and Chief Executive Officer effective 12 May 2016.*
  - *Director of Manila Mining Corporation since 2019*
- g. **ATTY. PABLO T. AYSON, JR.** - Director
- *Vice President-Mining Claims of Lepanto Consolidated Mining Company.*
  - *Vice President of Manila Mining Corporation and Far Southeast Gold Resources, Inc. and a Director of Kalayaan Copper-Gold Resources, Inc.*
- h. **ATTY. ODETTE A. JAVIER** – Director and Corporate Secretary
- *Vice President-Assistant Corporate Secretary of Lepanto Consolidated Mining Company.*
  - *Assistant Corporate Secretary of Manila Mining Corporation and Far Southeast Gold Resources, Inc.*
  - *Director and Corporate Secretary of Lepanto Investment & Development Corporation and Diamant Manufacturing and Trading Corporation.*

The Nomination Committee of the Company is composed of Mr. Stephen Y. Yap with Mr. Ramon T. Diokno, and Atty. Manuel Jeffrey N. David as members. The Audit Committee is chaired by Mr. Douglas John Kirwin, with Mr. Ramon T. Diokno and Mr. Stephen Y. Yap as members.

Other than the aforementioned executive officers, there are no employees at present who are expected to make a significant contribution to the Company's business.

### **Terms of Office**

The directors of the Company are elected each year to serve until the next annual meeting of stockholders and until their successors are elected and qualified, except in case of death, resignation, disqualification or removal from office. The term of office of all officers is coterminous with that of the board of directors that elected or appointed them.

### **Family Relationships**

The Chairman, Mr. Felipe U. Yap, is the uncle (third civil degree) of Director Stephen Y. Yap.

### **Involvement in Certain Legal Proceedings**

There has been no occurrence of any of the following events during the past five (5) years that are material to any evaluation of the ability of any director or executive officer of the Company:

- a. Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

- b. Any conviction by final judgment in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- c. Being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
- d. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, to have violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated.

### Development Program for Directors and Senior Management

As part of the Company's continuing education program, the Company's directors and officers attend at least one corporate governance seminar per year. They also attend external courses relevant to their role in the Company.

The following are the seminars attended by the Company's directors and officers for the past three (3) years:

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Felipe U. Yap	6 December 2022	Corporate Governance Training	Center for Global Best Practices
Ramont T. Diokno	6 December 2022	Corporate Governance Training	Center for Global Best Practices
Artemio F. Disini	6 December 2022	Corporate Governance Training	Center for Global Best Practices
Douglas John Kirwin	6 December 2022	Corporate Governance Training	Center for Global Best Practices
Stephen Y. Yap	6 December 2022	Corporate Governance Training	Center for Global Best Practices
Manuel Jeffrey N. David	6 December 2022	Corporate Governance Training	Center for Global Best Practices
Odette A. Javier	6 December 2022	Corporate Governance Training	Center for Global Best Practices
Jose Raulito E. Paras	6 December 2022	Corporate Governance Training	Center for Global Best Practices
Pablo T. Ayson, Jr.	6 December 2022	Corporate Governance Training	Center for Global Best Practices

### Attendance of Directors in Meetings

The following is the record of the directors' attendance in board meetings held for the year 2022:

Board	Name	Date of Election	No. of Meetings Held During the Year 2022	No. of Meetings Attended	%
Chairman	Felipe U. Yap	21 June 2016	3	3	100%
Member	Artemio F. Disini	21 June 2016	3	3	100%
Member	Douglas John Kirwin	21 June 2016	3	3	100%
Member	Ramon T. Diokno	30 July 2020	2	2	100%
Member	Pablo T. Ayson, Jr.	29 June 2017	3	3	100%
Member	Odette A. Javier	21 June 2016	3	3	100%
Member	Jose Raulito E. Paras	21 June 2016	3	3	100%
Member	Stephen Y. Yap	21 June 2016	3	3	100%
Independent	Manuel Jeffrey N. David	21 June 2016	3	3	100%

All directors attended the Annual Stockholders' Meeting held on July 21, 2022, which is the lone stockholders' meeting held in 2022.

### Item 10. Executive Compensation

The members of the Board of Directors and the executive officers of the Company have not received any compensation for the last two fiscal years. There are no other arrangements between the Company and any of its directors for any form of compensation for services rendered during the last completed fiscal year and the ensuing year. There are likewise no arrangements for employment contracts, termination of employment and change in control arrangements between the Company and any of its executive officers.

### Item 11. Security Ownership of Certain Beneficial Owners and Management

#### A. Ownership of Certain Record and Beneficial Owners (more than 5%) (as of 30 April 2023)

Title of Class	Name and Address of Record and Relationship With Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Amount and Nature of Record/Beneficial Ownership (indicate by "r" or "b")	Percent of Class
Common	PCD Nominee Corporation** / G/F Makati Stock Exchange, Ayala Ave., Makati City / Stockholder	PCD Participants (Brokers) / Various Individuals and Corporations / Clients	Filipino	1,473,587,612	53.84%
Common	Zamcore Realty and Development Corporation* / 5/F	Zamcore Realty and Development Corporation	Filipino	599,377,728 (r)	21.90%

	Lepanto Bldg., Paseo De Roxas, Makati City / Stockholder				
Common	F. Yap Securities, Inc.*** / 23/F East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City / Broker	Lindsay Resources Corporation / Client	Filipino	410,019,586 (r)	14.98%
Common	F. Yap Securities, Inc.**** / 23/F East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City / Broker	Horizon Resources Corporation / Client	Filipino	120,000,000 (r)	4.38%

\* PCD Nominee Corporation, a private company and wholly-owned subsidiary of the Philippine Central Depository, Inc. (PCDI), is the registered owner of the Zeus shares. However, beneficial ownership of such shares pertains to the PCD participants (brokers) and/or their clients (corporations or individuals), in whose names these shares are recorded in their respective books. The Company has no knowledge as to whether a single individual or entity holds beneficial ownership of at least 5% or more of Zeus shares registered in the name of PCD Nominee Corporation.

\*\*Zamcore Realty and Development Corporation acquired all of its shares in Zeus through its broker F. Yap Securities, Inc. (FYSI). These shares were part of the 2,555,788,753 shares of stock in the Company sold by ZHI Holdings, Inc. to FYSI In Trust For Various Clients on 20 June 2007.

\*\*\*FYSI holds the 410,019,586 Zeus shares in trust for Lindsay Resources Corporation.

\*\*\*\*FYSI holds the 120,000,000 Zeus shares in trust for Horizon Resources Corporation.

B. Security Ownership of Management (other than as Nominees) (as of 30 April 2022)

NONE

Title of class of the shares owned and percentage of ownership of all directors and executive officers as a group:

Title of Class	Name of beneficial owner	Amount and nature of beneficial ownership	Citizenship	Percent of class
Common	Felipe U. Yap	1 *(d)	Filipino	0%
	Artemio F. Disini	1 *(d)	Filipino	0%
	Ramon T. Diokno	1 *(d)	Filipino	0%
	Pablo T. Ayson, Jr.	1 *(d)	Filipino	0%
	Douglas John Kirwin	1 *(d)	Australian	0%
	Odetta A. Javier	1 *(d)	Filipino	0%
	Jose Raulito E. Paras	1 *(d)	Filipino	0%
	Stephen Y. Yap	1 *(d)	Filipino	0%
	Manuel Jeffrey N. David	1 *(d)	Filipino	0%
		Total 9		

Natural persons owning more than 5% of the registrant's voting shares and who have the power to vote the same: NONE.

C. *Voting Trust Holders of 5% or More*

There are no voting trust holders of 5% or more of the common shares.

D. *Changes in Control*

There has been no change in the control of the Company since the beginning of the last fiscal year.

**Item 12. Certain Relationships and Related Transactions**

The Company's related parties include its stockholders and others as described in Note 2.9. The transactions with related parties are shown below and in the succeeding pages.

**1.1 Cash Infusions from Stockholders (from AFS)**

On the following dates, the BOD authorized the acceptance of additional cash infusions from F. Yap Securities, Inc. – In Trust for Various Clients (FYSI), a stockholder, as shown in the succeeding page.

<u>Date Authorized</u>		<u>Amount</u>	<u>Month Received</u>
December 28, 2022	P	200,000	December 2022
June 13, 2022		300,000	June 2022
January 21, 2022		200,000	January 2022
January 13, 2022		280,000	January 2022
October 28, 2021	P	200,000	October 2021
June 30, 2021		350,000	June 2021
January 20, 2021		450,000	January 2021
July 3, 2020		250,000	July 2020
January 14, 2020		295,000	January 2020
July 11, 2019		185,000	July 2019
May 22, 2019		150,000	May 2019
March 20, 2019		175,000	March 2019
January 21, 2019		300,000	January 2019
June 6, 2018		80,000	June 2018
June 5, 2018		200,000	June 2018
January 31, 2018		200,000	January 2018
January 8, 2018		200,000	January 2018
August 18, 2017		100,000	August 2017
May 26, 2017		200,000	May 2017

March 23, 2017	150,000	March 2017
January 18, 2017	350,000	January 2017
January 11, 2016	250,000	June 2016
January 11, 2016	100,000	April 2016
January 11, 2016	300,000	January 2016
September 24, 2014	1,000,000	September 2014
September 4, 2013	900,000	September 2013
October 24, 2012	750,000	October 2012
December 29, 2011	550,000	December 2011
March 16, 2011	420,000	March 2011
January 10, 2011	280,000	January 2011
May 18, 2010	300,000	May 2010
December 18, 2009	350,000	December 2009
November 26, 2008	<u>690,300</u>	December 2008

**P 10,705,300**

Of the total cash infusion received, P1,340,300 was recognized as Deposits for Future Stock Subscriptions (see Note 5.2) and the remaining amount of P9,365,000 was reflected as part of APIC, P980,000 in 2022, P1,000,000 in 2021, P545,000 in 2020, P810,000 in 2019, P680,000 in 2018, P800,000 in 2017, P650,000 in 2016, P1,000,000 in 2014, P900,000 in 2013, P750,000 in 2012, and P1,250,000 in 2011 (see Note 7.2).

## **1.2 Conversion of Advances from Stockholders and Application of Deposits for Future Stock Subscriptions (*from AFS*)**

On September 30, 2008, the Company's BOD approved the conversion of all of its outstanding advances from stockholders, FYSI and ZHI Holdings, Inc. (ZHIHI), as of that date totaling P2,240,600 (previously presented under Due to Related Parties account) to Deposits for Future Stock Subscriptions.

In 2013, the amount of the converted advances from FYSI and ZHIHI and portion of the cash infusions made by FYSI (see Note 5.1) totaling P3,580,900 are converted to equity (see Note 7.1).

## **1.3 Key Management Personnel Compensation (*from AFS*)**

In 2022, 2021, and 2020, there were no expenses recognized that are related to employee benefits since the Company's finance and administrative functions are being handled by a third party.

## PART IV – CORPORATE GOVERNANCE

To date, the Company has not yet fully complied with the provisions of its Manual on Corporate Governance with respect to the following:

Provisions of the Manual	Explanation
<p><i>Board of Directors; Duties and Functions.</i>  –</p> <ul style="list-style-type: none"> <li>• Establishment and maintenance of an investor relations program that will keep the stockholders informed of important developments in the Corporation.</li> <li>• Identification of the sectors in the community in which the Corporation operates or which are directly affected by its operations and formulate a clear policy of accurate, timely and effective communications with them.</li> <li>• Establishment and maintenance of an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including regulatory authorities.</li> </ul>	<ul style="list-style-type: none"> <li>• Due to limited operations, the Corporation has yet to establish an investor relations program. In any case, all important developments are posted in the Corporation’s website (<a href="http://www.zeusholdingsinc.com">www.zeusholdingsinc.com</a>), which is easily accessible and regularly updated.</li> <li>• Due to limited operations, the Corporation does not perceive a need at this time to formulate a communications policy with regard to relevant sectors of the community.</li> <li>• Due to limited operations, the Corporation has yet to establish an alternative dispute resolution system for settlement of conflicts.</li> </ul>
<p><i>Compensation and Remuneration Committee; Duties and Responsibilities.</i> –</p> <ul style="list-style-type: none"> <li>• Establishment of a formal and transparent procedure for developing a policy on executive remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel.</li> <li>• Designation of amount of remuneration sufficient to attract and retain directors and officers who are needed to run the Corporation successfully.</li> </ul>	<p>Due to limited operations, the Company has no compensation scheme for its directors and officers at this time.</p>
<p><i>Audit Committee; Duties and Responsibilities.</i>–</p> <ul style="list-style-type: none"> <li>• Organization of an internal audit department.</li> </ul>	<p>Due to limited operations, the Company does not perceive a need at this time for the organization of an internal audit department.</p>



## PART V – EXHIBITS AND SCHEDULES

### Item 14. Exhibits and Reports on SEC Form 17-C

#### (a) Exhibits

<u>Descriptions</u>	<u>Exhibit</u>
1. Audited Financial Statements	1

#### (b) Reports on SEC Form 17-C

During the period covered by this report, the reports on 17-C (Current Report) filed with the Commission cover the following:

<u>Date of Report</u>	<u>Subject</u>
June 2, 2022	Postponement of the Annual Stockholders' Meeting
June 2, 2022	Setting of Annual Stockholders' Meeting
July 21, 2022	Results of Organizational Meeting
July 21, 2022	Results of Annual Stockholders' Meeting

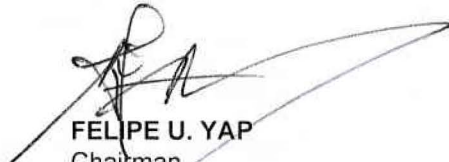
### SUSTAINABILITY REPORT

ZEUS HOLDINGS, INC. has no business operations and employees at this time. While it has good governance policies and codes of conduct in place, the application especially on hiring of people and procurement of goods is nil. Having no operations, the Company has at this time no impact on the environment, economy, or community.

**SIGNATURES**

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on May \_\_\_\_\_, 2023.

By:

  
**FELIPE U. YAP**  
Chairman  
SSS No. 06-0091101-0

  
**ARTEMIO F. DISINI**  
President  
TIN 117-434-713

  
**MA. LOURDES B. TUASON**  
Treasurer  
SSS No. 03-2082979-6

  
**ODETTE A. JAVIER**  
Corporate Secretary  
SSS No. 03-7641344-4

**MAKATI CITY**

**MAY 11 2023**

SUBSCRIBED AND SWORN TO before me this \_\_\_\_ day of May 2023 at Makati City, affiant exhibiting to me their SSS ID nos. indicated above.

Doc. No. 451  
Page No. 92  
Book No. XXX  
Series of 2023.

  
**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2024  
IBP No. 05729-Lifetime Member  
MCLE Compliance No. VI-0024312  
Appointment No. M-39 (2023-2024)  
PTR No. 9563522 Jan. 3, 2023  
Makati City Roll No. 40091  
101 Urban Ave. Campos Rueda Bldg  
Brgy. Plo Del Pilar, Makati City

# ZEUS HOLDINGS, INC.

21/F Lepanto Building, 8747 Paseo de Roxas, Makati City  
Tel No. 815-9447 / Fax No. 810-5583

## 2022 SUSTAINABILITY REPORT

Zeus Holdings, Inc. (ZHI) is an investment holding company. With the execution of the Operating Agreement with Olympic International Sales Corporation (OISC) for the Company's operation of OISC's mining claims in Surigao Del Sur, the Company has begun its entry into the mining industry. However, OISC's Application for Production Sharing Agreement covering the mining claims in Surigao Del Sur remains pending with the Mines and Geosciences Bureau. Presently, ZHI has no operations and no employees, and its limited activities and reports are performed by officers of affiliated companies. Therefore, most of the required disclosures, policies and practices are not applicable to ZHI.

COMPANY DETAILS	
Name of Organization	<b>ZEUS HOLDINGS, INC.</b>
Location of Headquarters	21 <sup>st</sup> Floor, Lepanto Building, 8747 Paseo de Roxas, Makati City
Location of Operations	N/A
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	N/A
Business Model, including Primary Activities, Brands, Products, and Services	Mining
Reporting Period	<b>Year 2022</b>
Highest Ranking Person responsible for this report	ODETTE A. JAVIER, Corporate Secretary

### Economic Performance

#### Direct Economic Value Generated and Distributed

Disclosure	Amount	Unit
N/A	N/A	N/A

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A

What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Pendency of the permit sought</i>	<i>Stockholders</i>	<i>Review of other properties that may be subject of joint ventures</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Mining tenements subject of applications for permits of related parties</i>	<i>Stockholders</i>	<i>Continuing review and discussions</i>

### Climate-Related Risks and Opportunities

Governance	Strategy	Risk Management	Metrics and Targets
N/A	N/A	N/A	N/A

## ENVIRONMENT

### Resource Management

#### Energy Consumption within the Organization

Disclosure	Quantity (Ave./mo.)	Units
N/A	N/A	N/A

#### Reduction of Energy Consumption

Disclosure	Quantity (Ave./mo)	Units
N/A	N/A	N/A

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A

## Water Consumption within the Organization

Disclosure		Quantity (monthly)	Units
N/A		N/A	N/A
What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach	
N/A	N/A	N/A	
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach	
N/A	N/A	N/A	
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach	
N/A	N/A	N/A	

## Ecosystems and Biodiversity

Disclosure	Quantity	Units
N/A	N/A	N/A

## Environmental Impact Management

### Air Emissions

#### GHG

Disclosure		Quantity (Monthly)	Units
N/A		N/A	N/A
What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach	
N/A	N/A	N/A	
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach	
N/A	N/A	N/A	

What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A

## Solid and Hazardous Wastes

### Solid Waste

Disclosure	Quantity (Ave./week)	Units
N/A	N/A	N/A

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A
What are the Opportunity/ies Identified	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A

### Hazardous Waste

Disclosure	Quantity (ave. monthly)	Units
N/A	N/A	N/A

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A

**Effluents**

Disclosure	Quantity (ave. daily)	Units
N/A	N/A	N/A

What is the impact and where does it occur? What is the organization’s involvement in the impact?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A	N/A	N/A

**Environmental Compliance**

**Non-compliance with Environmental Laws and Regulations**

Disclosure	Quantity	Units
N/A	N/A	N/A

## SOCIAL

**Employee Management: N/A**

**Employee Hiring and Benefits: N/A**

**Employee Data (Excluding Contractors)**

Disclosure	Quantity	Units
N/A	N/A	N/A

**Employee Benefits**

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
N/A	N/A	N/A	N/A

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
N/A	N/A
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
N/A	N/A
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
N/A	N/A

**Employees Training and Development**

Disclosure	Quantity	Units
N/A	N/A	N/A

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
N/A	N/A
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
N/A	N/A



What are the Opportunity/ies Identified?	Management Approach
N/A	N/A

**Labor-Management Relations**

Disclosure	Quantity	Units
N/A	N/A	N/A

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
N/A	N/A

What are the Risk/s Identified?	Management Approach
N/A	N/A

N/A	N/A
-----	-----

What are the Opportunity/ies Identified?	Management Approach
N/A	N/A

N/A	N/A
-----	-----

**Diversity and Equal Opportunity**

Disclosure	Quantity	Units
N/A	N/A	N/A

## Workplace Conditions, Labor Standards, and Human Rights

### Occupational Health and Safety

Disclosure	Quantity	Units
N/A	N/A	N/A

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
N/A	N/A
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
N/A	N/A
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
N/A	N/A

### Labor Laws and Human Rights

Disclosure	Quantity	Units
N/A	N/A	N/A

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If Yes, cite reference in the Company Policy
N/A	N/A	N/A

## Relationship with Community

### Significant Impacts on Local Communities

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable)*	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for the community	Mitigating measures (if negative) or enhancement measures (if positive)
N/A	N/A	N/A	N/A	N/A	N/A

### Data Security

Disclosure	Quantity	Units
N/A	N/A	N/A

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
N/A	N/A
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
N/A	N/A
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
N/A	N/A

**ZEUS HOLDINGS, INC.**

21/F Lepanto Building, 8747 Paseo de Roxas, Makati City  
Tel No. 815-9447 / Fax No. 810-5583

---

SECURITIES AND EXCHANGE COMMISSION  
Secretariat Building, PICC Complex  
Roxas Boulevard, Metro Manila

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

The management of **Zeus Holdings, Inc.** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended **December 31, 2022 and 2021**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

P & A Grant Thornton., the independent auditor appointed by the stockholders, has audited financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

Signature:



FELIPE U. YAP  
Chairman of the Board  
SSS#06-0091101-0

Signature:



ARTEMIO F. DISINI  
President  
SSS#01-0067137-1

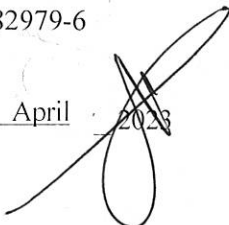
Signature:



MA. LOURDES B. TUASON  
Treasurer  
SSS#03-2082979-6

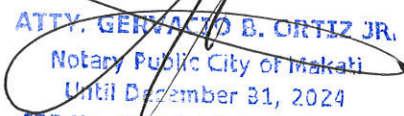
Signed this

24<sup>th</sup> day of April, 2023



SUBSCRIBED AND SWORN TO before me this 25 day of April 2023 at Makati City, affiant exhibiting to me their SSS IDs.

Doc. No. 371  
Page No. 66  
Book No. XXV 11  
Series of 2023.

  
ATTY. GERARDO B. ORTIZ JR.  
Notary Public City of Makati  
Until December 31, 2024  
IBP No. 09729-Lifetime Member  
MCLE Compliance NoI VI-0024312  
Appointment No. M-39 (2023-2024)  
PTP No. 9568522 Jan. 3, 2023  
Makati City Roll No. 40091  
101 Urban Ave. Campos Rueda Bldg  
Pgy. Rio Del Pilar, Makati City



**P&A**  
**Grant Thornton**

**FOR SEC FILING**

Financial Statements and  
Independent Auditors' Report

**Zeus Holdings, Inc.**

December 31, 2022, 2021 and 2020

**Punongbayan & Araullo**

20<sup>th</sup> Floor, Tower 1  
The Enterprise Center  
6766 Ayala Avenue  
1200 Makati City  
Philippines

T +63 2 8988 2288

## Report of Independent Auditors

**The Board of Directors and the Stockholders**

**Zeus Holdings, Inc.**

21/F, Lepanto Building  
8747 Paseo de Roxas  
Barangay Bel-Air, Makati City

### Report on the Audit of the Financial Statements

#### *Opinion*

We have audited the financial statements of Zeus Holdings, Inc. (the Company), which comprise the statements of financial position as at December 31, 2022 and 2021, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2022, 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 Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audits of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

We draw attention to Note 1 to the financial statements, which indicates that the Company incurred net losses of P771,800 and P943,872 for the years ended December 31, 2022 and 2021, respectively, which resulted into deficit amounting to P2,779,353,809 and P2,778,582,009 as of December 31, 2022 and 2021, respectively. This condition indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The Company, however, continuously evaluates possible business opportunities, particularly, in engaging in mining activities in the foreseeable future to revitalize its operations. In connection with our audit, we have performed audit procedures to evaluate management's plans and actions as to likelihood of improving the situation and as to feasibility under the circumstances. Accordingly, the Company's financial statements have been prepared assuming that the Company will continue as a going concern entity which contemplates the realization of assets and the settlement of liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

***Key Audit Matter***

Except for the matter described in the *Material Uncertainty Related to Going Concern* section of our report, we have determined that there are no other key audit matters to communicate in our report.

***Other Information***

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

Our opinion on the 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 financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the 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 Financial Statements***

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

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

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



### ***Auditors' Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

## Report on Other Legal and Regulatory Requirements

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information for the year ended December 31, 2022 required by the Bureau of Internal Revenue as disclosed in Note 14 to the financial statements is presented for purposes of additional analysis and is not a required part of the basic financial statements prepared in accordance with PFRS. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The engagement partner on the audits resulting in this independent auditors' report is Mary Grace A. Punay.

### **PUNONGBAYAN & ARAULLO**



**By: Mary Grace A. Punay**  
Partner

CPA Reg. No. 0116576  
TIN 244-931-755  
PTR No. 7962301, January 13, 2023, City of Davao  
SEC Group A Accreditation  
Partner - No. 116576-SEC (until financial period 2025)  
Firm - No. 0002 (until Dec. 31, 2024)  
BIR AN 08-002511-043-2021 (until Nov. 9, 2024)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

April 24, 2023

**ZEUS HOLDINGS, INC.**  
**STATEMENTS OF FINANCIAL POSITION**  
**DECEMBER 31, 2022 AND 2021**  
*(Amounts in Philippine Pesos)*

	Notes	2022	2021
<b><u>A S S E T S</u></b>			
<b>CURRENT ASSETS</b>			
Cash	2	<b>P 99,366</b>	P 89,172
Input value-added tax and other current assets	3	<b>470,323</b>	398,147
<b>TOTAL ASSETS</b>		<b><u>P 569,689</u></b>	<b><u>P 487,319</u></b>
<b><u>LIABILITIES AND EQUITY</u></b>			
<b>CURRENT LIABILITIES</b>			
Accounts payable and accrued expenses	4	<b>P 119,750</b>	P 245,580
<b>EQUITY</b>			
Capital stock	7	2,737,044,807	2,737,044,807
Additional paid-in capital	7	42,758,941	41,778,941
Deficit	1	( 2,779,353,809 )	( 2,778,582,009 )
Net Equity		<b>449,939</b>	241,739
<b>TOTAL LIABILITIES AND EQUITY</b>		<b><u>P 569,689</u></b>	<b><u>P 487,319</u></b>

*See Notes to Financial Statements.*

**ZEUS HOLDINGS, INC.**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2022, 2021, AND 2020\***  
*(Amounts in Philippine Pesos)*

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
<b>EXPENSES</b>				
Professional fees		<b>P 420,000</b>	P 605,500	P 293,000
Taxes and licenses		<b>276,229</b>	277,229	286,229
Meetings and conferences		<b>35,260</b>	37,380	29,469
Transportation and travel		<b>27,223</b>	25,500	25,500
Insurance		<b>900</b>	900	900
Impairment loss	3	-	-	614,580
Photocopying and reproduction		-	-	698
Communication		-	-	235
Other operating expenses		<b>12,188</b>	1,150	10,250
		<b>771,800</b>	947,659	1,260,861
<b>OTHER INCOME</b>	4	<u>-</u>	<u>-</u>	<u>( 757,398 )</u>
<b>LOSS BEFORE TAX</b>		<b>771,800</b>	947,659	503,463
<b>TAX EXPENSE (INCOME)</b>	6	<u>-</u>	<u>( 3,787 )</u>	<u>15,148</u>
<b>NET LOSS</b>		<b>771,800</b>	943,872	518,611
<b>OTHER COMPREHENSIVE INCOME</b>		<u>-</u>	<u>-</u>	<u>-</u>
<b>TOTAL COMPREHENSIVE LOSS</b>		<b><u>P 771,800</u></b>	<b><u>P 943,872</u></b>	<b><u>P 518,611</u></b>
<b>Loss Per Share</b>	8	<b><u>P 0.00028</u></b>	<b><u>P 0.00034</u></b>	<b><u>P 0.00019</u></b>

\* The Company was incorporated on December 17, 1981. For the current and past few years, the Company has not undertaken any investing or operating activity.

*See Notes to Financial Statements.*

**ZEUS HOLDINGS, INC.**  
**STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2022, 2021, AND 2020\***  
*(Amounts in Philippine Pesos)*

	Notes	2022	2021	2020
<b>CAPITAL STOCK</b> - P1 par value	7			
Authorized - 3,000,000,000 shares				
Subscribed, issued and outstanding - 2,737,044,807 shares		<b><u>P 2,737,044,807</u></b>	<b><u>P 2,737,044,807</u></b>	<b><u>P 2,737,044,807</u></b>
<b>ADDITIONAL PAID-IN CAPITAL</b>				
Balance at beginning of year		41,778,941	40,778,941	40,233,941
Cash infusion during the year	5, 7	<u>980,000</u>	<u>1,000,000</u>	<u>545,000</u>
Balance at end of year		<u>42,758,941</u>	<u>41,778,941</u>	<u>40,778,941</u>
<b>DEFICIT</b>				
Balance at beginning of year		( 2,778,582,009 )	( 2,777,638,137 )	( 2,777,119,526 )
Total comprehensive loss during the year		<u>( 771,800 )</u>	<u>( 943,872 )</u>	<u>( 518,611 )</u>
Balance at end of year	1	<u>( 2,779,353,809 )</u>	<u>( 2,778,582,009 )</u>	<u>( 2,777,638,137 )</u>
<b>NET EQUITY</b>		<b><u>P 449,939</u></b>	<b><u>P 241,739</u></b>	<b><u>P 185,611</u></b>

\* The Company was incorporated on December 17, 1981. For the current and past few years, the Company has not undertaken any investing or operating activity.

*See Notes to Financial Statements.*

**ZEUS HOLDINGS, INC.**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2022, 2021, AND 2020\***  
*(Amounts in Philippine Pesos)*

	Notes	2022	2021	2020		
<b>CASH FLOWS FROM PRE-OPERATING ACTIVITIES</b>						
Loss before tax representing pre-operating loss						
before working capital changes	( P	771,800 )	( P	947,659 )	( P	503,463 )
Decrease (increase) in input value-added tax and other current assets	(	72,176 )	(	69,925 )	(	556,743 )
Increase (decrease) in accounts payable and accrued expenses	(	125,830 )	(	30,150 )	(	580,118 )
Cash used in pre-operating activities	(	969,806 )	(	987,434 )	(	526,838 )
Cash paid for income taxes		-	(	11,361 )	-	
Net Cash Used in Pre-operating Activities	(	969,806 )	(	998,795 )	(	526,838 )
<b>CASH FLOWS FROM A FINANCING ACTIVITY</b>						
Cash infusion received from stockholders	5, 7	980,000	1,000,000	545,000		
<b>NET INCREASE IN CASH</b>		<b>10,194</b>	<b>1,205</b>	<b>18,162</b>		
<b>CASH AT BEGINNING OF YEAR</b>		<b>89,172</b>	<b>87,967</b>	<b>69,805</b>		
<b>CASH AT END OF YEAR</b>		<b><u>P 99,366</u></b>	<b><u>P 89,172</u></b>	<b><u>P 87,967</u></b>		

\* The Company was incorporated on December 17, 1981. For the current and past few years, the Company has not undertaken any investing or operating activity.

*See Notes to Financial Statements.*

**ZEUS HOLDINGS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2022, 2021, AND 2020**  
*(Amounts in Philippine Pesos)*

**1. GENERAL INFORMATION**

***1.1 Corporate Information***

Zeus Holdings, Inc. (the Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on December 17, 1981 to engage in the purchase and sale of investments. The Company has no commercial operations as of December 31, 2022.

The shares of the Company are listed and traded at the Philippine Stock Exchange (PSE).

The Company's registered office address, which is also its principal place of business, is located at 21/F, Lepanto Building, 8747 Paseo de Roxas, Barangay Bel-Air, Makati City.

***1.2 Status of Operations***

The Company incurred net losses of P771,800 and P943,872 for the years ended December 31, 2022 and 2021, respectively, which resulted into a deficit amounting to P2,779,353,809 and P2,778,582,009 as of December 31, 2022 and 2021, respectively. For the current and past few years, the Company has not undertaken any investing or operating activity.

The recurring net losses and the inability of the Company to undertake any investing or operating activity in the current and previous years indicate that a material uncertainty exists that may cast significant doubt in the Company's ability to continue as a going concern. The Company, however, continuously evaluates possible business opportunities, particularly, in engaging in mining activities in the foreseeable future to revitalize its operations. On September 28 and November 28, 2007, the Board of Directors (BOD) and the stockholders, respectively, approved a proposed business plan involving the contemplated shift in the Company's primary purpose from an investment holding company to a mining entity.

On July 13, 2009, the Company entered into an operating agreement with Olympic International Sales Corporation (Olympic) which allows the Company to explore and, if warranted, develop Olympic's mining claims in the province of Surigao del Sur. The mining claims are the subject of an Application for Production Sharing Agreement (APSA) filed by Olympic with the Mines and Geosciences Bureau (MGB). The Company can only operate the mining claims upon the approval of the APSA and issuance of the Mineral Production Sharing Agreement (MPSA) by the Department of Environment and Natural Resources (DENR).

The operating agreement shall take effect for a period of 25 years from the date of issuance of MPSA (see Note 10). As at December 31, 2022, the MPSA has not yet been issued by the DENR while the approval of the APSA is still pending with the MGB.

The financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business. Accordingly, these financial statements do not include any adjustments on the recoverability and reclassifications of the remaining assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

### ***1.3 Continuing Impact of COVID-19 Pandemic on the Company's Business***

The COVID-19 pandemic started to become widespread in the Philippines in early March 2020 and its impact has been continuing until the date of the approval of these financial statements. In 2022, the country's economic status improved because of reopening of local and international travels and loosening of health and safety protocols and restrictions. Demand and supply of products are slowly returning to pre-pandemic levels.

While the overall impact of the COVID-19 pandemic is continuously improving, management has assessed that such does not have a significant impact to the Company as it did not have significant business operations and has no employee for the current reporting period.

### ***1.4 Approval of Financial Statements***

The financial statements of the Company as of and for the year ended December 31, 2022 (including the comparative financial statements as of December 31, 2021 and for the years ended December 31, 2021 and 2020) were authorized for issue by the Company's BOD on April 24, 2023.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies that have been used in the preparation of these financial statements are summarized below and in the succeeding pages. The policies have been consistently applied to all years presented, unless otherwise stated.

### ***2.1 Basis of Preparation of Financial Statements***

#### ***(a) Statement of Compliance with Philippine Financial Reporting Standards***

The financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS are adopted by the Financial Reporting Standards Council (FRSC) from the pronouncements issued by the International Accounting Standards Board, and approved by the Philippine Board of Accountancy.

The financial statements have been prepared using the measurement bases specified by PFRS for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies that follow.



(b) *Presentation of Financial Statements*

The financial statements are presented in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Company presents all items of income, expense, and other comprehensive income in a single statement of comprehensive income.

The Company presents a third statement of financial position as at the beginning of the preceding period when it applies an accounting policy retrospectively, or makes a retrospective restatement or reclassification of items that has a material effect on the information in the statement of financial position as at the beginning of the preceding period. The related notes to the third statement of financial position are not required to be disclosed.

(c) *Functional and Presentation Currency*

These financial statements are presented in Philippine pesos, the Company's functional [see Note 3.1(a)] and presentation currency, and all values represent absolute amounts except when otherwise indicated.

Items included in the financial statements of the Company are measured using its functional currency. Functional currency is the currency of the primary economic environment in which the Company operates.

## **2.2 Adoption of Amended PFRS**

(a) *Effective in 2022 that are Relevant to the Company*

The Company adopted for the first time the following amendments and annual improvements to PFRS, which are mandatorily effective for annual periods beginning on or after January 1, 2022:

PAS 37 (Amendments)	:	Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract
Annual Improvements to PFRS (2018-2020 Cycle)	:	Financial Instruments – Fees in the '10 per cent' Test for Derecognition of Liabilities

Discussed below are the relevant information about these pronouncements.

- (i) PAS 37 (Amendments), *Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract*. The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services. Costs that relate directly to a contract include both incremental costs of fulfilling that contract (e.g., direct labor and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g., the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendments apply prospectively to contracts existing at the date when the amendments are first applied. Management assessed that there is no significant impact on the Company's financial statements as a result of the change since none of the existing contracts as of January 1, 2022 would be identified as onerous after applying the amendments.
- (ii) Annual Improvements to PFRS 2018-2020 Cycle. Among the improvements which are effective from January 1, 2022, only PFRS 9 (Amendments), *Financial Instruments – Fees in the '10 per cent' Test for Derecognition of Liabilities*, is relevant but such did not have a significant impact to the Company's financial statements. The amendments clarify the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

(b) *Effective in 2022 that are not Relevant to the Company*

Among the amendments to PFRS which are mandatorily effective for annual periods beginning on or after January 1, 2022, the following are not relevant to the Company's financial statements:

- (i) PAS 16 (Amendments), *Property, Plant and Equipment – Proceeds Before Intended Use*
- (ii) PFRS 3 (Amendments), *Business Combinations - Reference to the Conceptual Framework*
- (iii) Annual Improvements to PFRS 2018-2020 Cycle. Among the improvements, the following amendments, are not relevant to the Company:
  - PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards – Subsidiary as a First-time Adopter*
  - PAS 41, *Agriculture – Taxation in Fair Value Measurements*
  - Illustrative Examples Accompanying PFRS 16, *Leases – Lease Incentives*

(c) *Effective Subsequent to 2022 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2022, which are adopted by the FRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and, none of these are expected to have significant impact on the Company's financial statements:

- (i) PAS 1 (Amendments), *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current* (effective from January 1, 2023)
- (ii) PAS 1 and PFRS Practice Statement 2 (Amendments), *Presentation of Financial Statements – Disclosure of Accounting Policies* (effective from January 1, 2023)
- (iii) PAS 8 (Amendments), *Accounting Estimates – Definition of Accounting Estimates* (effective from January 1, 2023)
- (iv) PAS 12 (Amendments), *Income Taxes – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction* (effective from January 1, 2023)

### **2.3 Current versus Non-current Classification**

The Company presents assets and liabilities in the statement of financial position based on current or non-current classification. An asset is current when it is:

- expected to be realized or intended to be sold or consumed in normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realized within twelve months after the reporting period; or,
- 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 non-current.

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 non-current.

Deferred income tax assets and liabilities, if any, are classified as non-current assets and liabilities.

## 2.4 *Financial Instruments*

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the financial instrument.

### (a) *Financial Assets*

For purposes of classifying financial assets, an instrument is considered as an equity instrument if it is non-derivative and meets the definition of equity for the issuer in accordance with the criteria of PAS 32, *Financial Instruments: Presentation*. All other non-derivative financial instruments are treated as debt instruments.

#### (i) *Classification and Measurement of Financial Assets*

The classification and measurement of financial assets is driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The Company has only financial assets at amortized cost classification as described below.

#### *Financial Assets at Amortized Cost*

Financial assets are measured at amortized cost if both of the following conditions are met:

- the asset is held within the Company's business model whose objective is to hold financial assets in order to collect contractual cash flows ("hold to collect"); and,
- the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets meeting these criteria are measured initially at fair value plus transaction costs and are subsequently measured at amortized cost using effective interest method less allowance for expected credit loss (ECL).

The Company's only financial asset at amortized cost is presented in the statement of financial position as Cash. Cash is defined as demand deposits maintained in a local bank. These deposits earn interest based on daily bank deposit rates and are subject to insignificant risk of changes in value.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of the financial assets except for those that are subsequently identified as credit-impaired. For credit-impaired financial assets at amortized cost, the effective interest rate is applied to the net carrying amount of the financial assets (after deduction of the loss allowance). Any interest earned is recognized in the statement of comprehensive income.

*(ii) Impairment of Financial Assets*

At the end of the reporting period, the Company assesses its ECL on a forward-looking basis associated with its financial assets carried at amortized cost. Recognition of credit losses is no longer dependent on the Company's identification of a credit loss event. Instead, the Company considers a broader range of information in assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect collectability of the future cash flows of the financial assets.

The Company applies the simplified approach in measuring ECL, which uses a lifetime expected loss allowance for financial assets at amortized cost. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. To calculate the ECL, the Company uses its historical experience, external indicators and forward-looking information.

The key elements used in the calculation of ECL are as follows:

- *Probability of default* – It is an estimate of likelihood of default over a given time horizon, either over the next 12 months or the remaining lifetime of the obligation.
- *Loss given default* – It is an estimate of loss arising in case where a default occurs at a given time. It is based on the difference between the contractual cash flows of a financial due from a counterparty and those that the Company would expect to receive, including the realization of any collateral or any credit enhancement.
- *Exposure at default* – It represents the gross carrying amount of the financial instruments subject to the impairment calculation.

As of December 31, 2022, management has not recognized any expected credit losses since management's only financial asset is cash.

*(iii) Derecognition of Financial Assets*

The financial assets (or where applicable, a part of a financial asset or part of a group of financial assets) are derecognized when the contractual rights to receive cash flows from the financial instruments expire, or when the financial assets and all substantial risks and rewards of ownership have been transferred to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

(b) *Financial Liabilities*

Financial liabilities, which pertain to accounts payable and accrued expenses (except tax-related liabilities), are recognized when the Company becomes a party to the contractual terms of the instrument. All interest-related charges, if any, incurred on a financial liability are recognized as an expense in the statement of comprehensive income.

Accounts payable and accrued expenses are recognized initially at their fair values and subsequently measured at amortized cost, using the effective interest method for maturities beyond one year, less settlement payments.

Financial liabilities are classified as current liabilities if payment is due to be settled within one year or less after the end of the reporting period, or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period. Otherwise, these are presented as non-current liabilities.

Financial liabilities are derecognized from the statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration. Financial liabilities are also derecognized when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable is recognized in profit or loss.

(c) *Offsetting Financial Instruments*

Financial assets and financial liabilities are offset and the resulting net amount, considered as a single financial asset or financial liability, is reported in the statement of financial position when the Company currently has legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The right of set-off must be available at the end of the reporting period, that is, it is not contingent on future event. It must also be enforceable in the normal course of business, in the event of default, and in the event of insolvency or bankruptcy; and, must be legally enforceable for both entity and all counterparties to the financial instruments.

**2.5 Other Assets**

Other current assets, which are non-financial assets, pertain to other resources controlled by the Company as a result of past events. They are recognized in the financial statements when it is probable that the future economic benefits will flow to the Company and the asset has a cost or value that can be measured reliably.

Other recognized assets of similar nature, where future economic benefits are expected to flow to the Company beyond one year after the end of the reporting period or in the normal operating cycle of the business, if longer, are classified as non-current assets.

The Company's input value-added tax (VAT) and other current assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Impairment loss is recognized in profit or loss for the amount by which the asset's carrying amount exceeds its recoverable amounts, which is the higher of its fair value less costs to sell and its value in use. In determining value in use, management estimates the expected future cash flows from each cash-generating unit and determines the suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risk factors.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment loss is reversed if the asset's or cash generating unit's recoverable amount exceeds its carrying amount.

## ***2.6 Provisions and Contingencies***

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. When time value of money is material, long-term provisions are discounted to their present values using a pretax rate that reflects market assessments and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

In those case where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the financial statements. Similarly, possible inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets; hence, are not recognized in the financial statements. On the other hand, any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset not exceeding the amount of the related provision.

## ***2.7 Expense Recognition***

Expenses are recognized in profit or loss upon utilization of goods or services or at the date they are incurred.

## **2.8 Income Taxes**

Current tax assets or current tax liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the reporting date. They are calculated using the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or current tax liabilities are recognized as a component of tax expense in profit or loss.

Deferred tax is accounted for, using the liability method, on temporary differences at the end of the reporting period between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Under the liability method, with certain exceptions, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and the carryforward of unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deferred tax asset can be utilized.

Unrecognized deferred tax assets are reassessed at the end of each reporting period and recognized to the extent that it has become probable that future taxable profit will be available to allow such deferred tax assets to be recovered.

Deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting period.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The measurement of deferred tax assets and deferred tax liabilities reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Most changes in deferred tax assets or deferred tax liabilities are recognized as a component of tax expense in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively. Deferred tax assets and deferred tax liabilities are offset if the Company has a legally enforceable right to set-off current tax assets against current tax liabilities and the deferred taxes relate to the same entity and the same taxation authority.

## **2.9 Related Party Relationships and Transactions**

Related party transactions are transfers of resources, services or obligations between the Company and its related parties, regardless of whether a price is charged.



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. These parties include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Company; (b) associates; and, (c) individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company and close members of the family of any such individual.

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

Based on the requirement of SEC Memorandum Circular No. 2019-60, *Rules of Material Related Party Transactions for Publicly Listed Companies*, transactions amounting to ten percent (10%) or more of the total assets based on the latest audited financial statements that were entered into with the related parties are considered material.

All individual material related party transactions shall be approved by at least two-thirds vote of the BOD, provided that both independent directors of the Company are present in the meeting and that if the related party(ies) are board members, the board member shall abstain from participating in discussions and voting to approve the material related party transactions.

### ***2.10 Equity***

Capital stock represents the nominal value of shares that have been issued.

Additional paid-in capital (APIC) includes any premiums received on the initial issuance of capital stock and subsequent cash infusion from stockholders approved by the BOD to be presented as APIC. Any transaction costs associated with the issuance of shares are deducted from APIC, net of any related income tax benefits.

Deficit represents all current and prior period results as reported in the profit or loss section of the statement of comprehensive income.

### ***2.11 Loss Per Share***

Loss per share is determined by dividing net loss by the weighted average number of issued and outstanding shares during the year.

The Company has no potentially dilutive shares; hence, no information on dilutive loss per share is presented.

### ***2.12 Events After the End of the Reporting Period***

Any post-year-end event that provides additional information about the Company's financial position at the end of the reporting period (adjusting event) is reflected in the financial statements. Post-year-end events that are not adjusting events, if any, are disclosed when material to the financial statements.

### 3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Company's financial statements in accordance with PFRS requires management to make judgments and estimates that affect amounts reported in the financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately differ from these estimates.

#### ***3.1 Critical Management Judgments in Applying Accounting Policies***

In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimation, which have the most significant effect on the amounts recognized in the financial statements:

(a) *Determination of Functional Currency*

The Company has determined that its functional currency is the Philippine pesos, which is the currency of the primary economic environment in which the entity operates.

(b) *Recognition of Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition and disclosure of provisions and contingencies are discussed in Note 2.6 and relevant disclosures are presented in Note 9.

#### ***3.2 Key Sources of Estimation Uncertainty***

Presented below and on the succeeding page are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period:

(a) *Determination of Realizable Amount of Deferred Tax Assets*

The Company reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized. Management assessed that the Company may not have sufficient future taxable profits against which its deferred tax from minimum corporate income tax (MCIT) and net operating loss carry over (NOLCO) can be utilized within the prescribed period. Accordingly, the Company did not recognize the deferred tax assets as of December 31, 2022 and 2021 (see Note 6).

(b) *Impairment of Non-financial Assets*

PFRS requires that an impairment review be performed when certain impairment indicators are present. Though management believes that the assumptions used in the estimation of fair values reflected in the financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

Management has assessed that no impairment losses are required to be recognized in the Company's non-financial assets in 2022 and 2021.

#### 4. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

The composition of this account as of December 31 is shown below.

	<u>2022</u>	<u>2021</u>
Accrued expenses	<b>P 73,300</b>	P 95,650
Accounts payable	<b>37,450</b>	146,930
Withholding tax payable	<u>9,000</u>	<u>3,000</u>
	<b><u>P 119,750</u></b>	<b><u>P 245,580</u></b>

Accrued expenses represent unpaid professional fees. Due to their short duration, management considers the carrying amounts of Accounts Payable and Accrued Expenses recognized in the statements of financial position to be reasonable approximation of their fair values.

In 2020, the Company derecognized certain long outstanding payables amounting to P561,898. Moreover, in 2020, the Company also reversed certain over accrual of expenses amounting to P195,500. The gain on derecognition of long outstanding payables and gain on reversal of these liabilities is presented as Other Income in the 2020 statement of comprehensive income. There was no similar transaction in 2022 and 2021.

#### 5. RELATED PARTY TRANSACTIONS

The Company's related parties include its stockholders and others as described in Note 2.9. The transactions with related parties are shown below and in the succeeding pages.

##### **5.1 Cash Infusions from Stockholders**

On the following dates, the BOD authorized the acceptance of additional cash infusions from F. Yap Securities, Inc. – In Trust for Various Clients (FYSI), a stockholder, as shown in the succeeding page.

<u>Date Authorized</u>		<u>Amount</u>	<u>Month Received</u>
December 28, 2022	P	200,000	December 2022
June 13, 2022		300,000	June 2022
January 21, 2022		200,000	January 2022
January 13, 2022		280,000	January 2022
October 28, 2021		200,000	October 2021
June 30, 2021		350,000	June 2021
January 20, 2021		450,000	January 2021
July 3, 2020		250,000	July 2020
January 14, 2020		295,000	January 2020
July 11, 2019		185,000	July 2019
May 22, 2019		150,000	May 2019
March 20, 2019		175,000	March 2019
January 21, 2019		300,000	January 2019
June 6, 2018		80,000	June 2018
June 5, 2018		200,000	June 2018
January 31, 2018		200,000	January 2018
January 8, 2018		200,000	January 2018
August 18, 2017		100,000	August 2017
May 26, 2017		200,000	May 2017
March 23, 2017		150,000	March 2017
January 18, 2017		350,000	January 2017
January 11, 2016		250,000	June 2016
January 11, 2016		100,000	April 2016
January 11, 2016		300,000	January 2016
September 24, 2014		1,000,000	September 2014
September 4, 2013		900,000	September 2013
October 24, 2012		750,000	October 2012
December 29, 2011		550,000	December 2011
March 16, 2011		420,000	March 2011
January 10, 2011		280,000	January 2011
May 18, 2010		300,000	May 2010
December 18, 2009		350,000	December 2009
November 26, 2008		690,300	December 2008
		<b><u>P 10,705,300</u></b>	

Of the total cash infusion received, P1,340,300 was recognized as Deposits for Future Stock Subscriptions (see Note 5.2) and the remaining amount of P9,365,000 was reflected as part of APIC, P980,000 in 2022, P1,000,000 in 2021, P545,000 in 2020, P810,000 in 2019, P680,000 in 2018, P800,000 in 2017, P650,000 in 2016, P1,000,000 in 2014, P900,000 in 2013, P750,000 in 2012, and P1,250,000 in 2011 (see Note 7.2).

## ***5.2 Conversion of Advances from Stockholders and Application of Deposits for Future Stock Subscriptions***

On September 30, 2008, the Company's BOD approved the conversion of all of its outstanding advances from stockholders, FYSI and ZHI Holdings, Inc. (ZHIHI), as of that date totaling P2,240,600 (previously presented under Due to Related Parties account) to Deposits for Future Stock Subscriptions.

In 2013, the amount of the converted advances from FYSI and ZHIHI and portion of the cash infusions made by FYSI (see Note 5.1) totaling P3,580,900 are converted to equity (see Note 7.1).

### 5.3 Key Management Personnel Compensation

In 2022, 2021, and 2020, there were no expenses recognized that are related to employee benefits since the Company's finance and administrative functions are being handled by a third party.

## 6. INCOME TAXES

In 2022 and 2021, the Company is subject to MCIT which is computed at 1% of gross income, net of allowable deductions, as defined under tax regulations, or to regular corporate income tax (RCIT) whichever is higher. In 2020, the Company reported MCIT amounting to P11,361 and is valid until December 31, 2023. No MCIT nor RCIT was reported in 2022 and 2021 as the Company is in a tax loss position during those years.

Tax expense pertains only to the 20% final tax on interest income that the Company earned from its bank deposits with a local bank in 2021. No similar transaction in 2022.

The Company has accumulated NOLCO which can be claimed as deduction against future taxable income within the prescribed validity as indicated below.

<u>Year</u>	<u>Original Balance</u>	<u>Expired Balance</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
2022	P 771,800	P -	P 771,800	2025
2021	947,659	-	947,659	2026
2020	502,463	-	502,463	2025
2019	<u>727,218</u>	<u>( 727,218)</u>	<u>-</u>	
	<b><u>P 2,949,140</u></b>	<b><u>(P 727,218)</u></b>	<b><u>P 2,221,922</u></b>	

Pursuant to Section 4(bbb) of Republic Act 11494, *Bayaniban to Recover as One (Bayaniban II)*, the NOLCO for taxable years 2021 and 2020 can be claimed as deduction within five consecutive years immediately following the year of such loss. Accordingly, NOLCO in 2021 and 2020 amounting to P0.9 million and P0.5 million, respectively, is valid until 2026 and 2025, respectively. In 2022, the NOLCO period is reverted to three years.

In 2022, 2021, and 2020 the Company claimed itemized deductions for income tax purposes.

The Company did not recognize the deferred tax assets arising from NOLCO and MCIT as the Company may not be able to utilize the related tax benefits prior to their expiration. The unrecognized deferred tax assets as of December 31, 2022 and 2021 amounted to P444,384 and P435,468, respectively.

## 7. EQUITY

### 7.1 Capital Stock

The Company has 3,000,000,000 shares of authorized capital with par value of P1.00 per share.

On May 29, 1991, the SEC issued an Order approving the Registration Statement covering the securities which comprised the Company's entire authorized capital stock. On July 15, 1991, the PSE approved the listing of the Company's shares. The Company offered to the public 25,000,000 shares at an offer price of P2.20 per share.

On January 6, 1997, the SEC approved the increase of the Company's authorized capital stock from P100,000,000 to P3,000,000,000.

On August 6, 2013, 3,580,900 shares were issued at an issue price of P1.00 per share as a result of the application of Deposits for Future Stocks Subscriptions (see Note 5.2).

As of December 31, 2022, and 2021, the Company has an outstanding capital stock of P2,737,044,807 covering 2,737,044,807 shares, of which 2,733,463,907 are listed in the PSE. The number of holders and the closing price of the said shares is 823 and P0.127 per share in 2022, and 823 and P0.18 per share in 2021.

### 7.2 Additional Paid-in Capital

In their meetings held in January 2022, 2021 and 2020, the Company's BOD authorized the acceptance of additional cash infusion from a stockholder amounting to P980,000, P1,000,000 and P545,000, respectively, which was reflected as part of APIC (see Note 5.1).

## 8. LOSS PER SHARE

The basic loss per share is computed as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net loss for the year	<b>P 771,800</b>	P 943,872	P 518,611
Divided by the weighted average number of issued and outstanding shares	<u><b>2,737,044,807</b></u>	<u>2,737,044,807</u>	<u>2,737,044,807</u>
Loss per share	<u><b>P 0.00028</b></u>	<u>P 0.00034</u>	<u>P 0.00019</u>

Diluted earnings per share was not determined because the Company does not have potentially dilutive common shares in 2022, 2021 and 2020.

## 9. COMMITMENTS AND CONTINGENCIES

There are commitments and contingencies that arise in the normal course of the Company's operations which are not reflected in the financial statements. As of December 31, 2022 and 2021, management is of the opinion that losses may arise from these commitments and contingencies will not have a material effect on the Company's financial statements.

## 10. OPERATING AGREEMENT WITH OLYMPIC

Pursuant to the operating agreement with Olympic as mentioned in Note 1.2, which shall take effect for a period of 25 years from the date of issuance of MPSA, the Company, in consideration of the agreement, shall pay Olympic in the form of royalties in an amount equivalent to 3% of the Net Smelter Return on metal sales. Moreover, as additional consideration for Olympic's appointment of the Company as operator of the mining claims, the Company has entered into an additional agreement with Olympic for the issuance of the Company's shares of stock from its unissued capital in favor of Olympic in accordance with the provisions shown below.

- (a) 10,000,000 common shares shall be issued to Olympic within one month from the issuance of the MPSA;
- (b) Olympic shall have the option to subscribe at par, subject to applicable laws, to additional 10,000,000 common shares within one year from the issuance of the MPSA; and,
- (c) Olympic shall have option to subscribe at par, subject to applicable laws, to additional 100,000,000 common shares within five years from the issuance of the MPSA.

The aforementioned agreements were unanimously passed and approved by the Company's BOD during a special meeting held on July 13, 2009 and ratified by the Company's stockholders representing 83.27% of the outstanding capital stock of the Company during the annual meeting of the stockholders held on November 5, 2009.

The Company can only operate the mining claims upon the approval of the APSA by the MGB and issuance of the MPSA by the DENR. As of December 31, 2022, the MPSA has not yet been issued by the DENR while the approval of the APSA is still pending with the MGB.

## 11. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company has not yet started commercial operations as at December 31, 2022 and 2021, and is not exposed to significant financial risk, except for credit risk of its cash in bank, and liquidity risk related to its accounts payable and accrued expenses.

### **11.1 Credit Risk**

Management believes that the credit risk is considered negligible for cash since the counterparty is a reputable bank with high quality external credit ratings. Cash in bank is insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of P500,000 for every depositor per banking institution. The maximum credit risk exposure of the Company as of December 31, 2022 and 2021 amounted to P99,366 and P89,172, respectively.

### **11.2 Liquidity Risk**

Liquidity risk arises from the possibility that the Company may encounter difficulties in raising funds to meet commitments from financial instruments.

The Company's objectives to manage its liquidity profile are: (a) to ensure that adequate funding is available at all times; (b) to meet commitments as they arise without incurring unnecessary costs; and, (c) to be able to access funding when needed at the least possible cost. Funding for expenditures are advanced by the stockholders of the Company.

As of December 31, 2022, and 2021, the Company's financial liabilities amounting to P110,750 and P242,580, respectively, have contractual maturities of 6 to 12 months from the end of the reporting period.

## **12. CATEGORIES, OFFSETTING AND FAIR VALUE DISCLOSURES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

### **12.1 Carrying Amounts and Fair Values of Financial Assets and Financial Liabilities**

The Company's financial assets and financial liabilities as of December 31, 2022 and 2021 are carried at amortized cost, of which the management determined that their carrying amounts are equal to or approximate their fair values. Accordingly, no further comparison between the carrying amounts and fair values, as well as fair value hierarchy, is presented.

See Note 2.4 for a description of the accounting policies for each category of financial instruments.

### **12.2 Fair Value Hierarchy Assets and Financial Liabilities**

The fair value hierarchy has the following levels:

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



The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

For investments which do not have quoted market price, the fair value is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument. When the Company uses valuation technique, it maximizes the use of observable market data where it is available and relies as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

The Company's cash in bank would fall under Level 1 and all the rest are at Level 3 of the hierarchy.

There were neither transfers between Levels 1 and 2 nor changes in Level 3 instruments in both years.

### ***12.3 Offsetting of Financial Assets and Financial Liabilities***

The Company has not offset financial instruments in 2022 and 2021 and does not have relevant offsetting arrangements. Currently, financial assets and financial liabilities are settled on a gross basis; however, each party to the financial instrument (particularly related parties) will have the option to settle all such amounts on a net basis.

## **13. CAPITAL MANAGEMENT OBJECTIVE, POLICIES AND PROCEDURES**

The Company's capital management objective is to ensure the Company's ability to continue as a going concern entity. As indicated in Note 1.2, the Company's management continues to assess possible investment opportunities and various options regarding operations that it may take in the future. The Company monitors capital on the basis of the carrying amount of equity as presented on the face of the statements of financial position.

To support its business plan, the Company has applied the deposits for future stock subscription into capital stock, and has received additional cash infusions, from certain stockholders. As of December 31, 2022, and 2021, the Company's equity amounted to P449,939 and P241,739, respectively.

As of December 31, 2022, and 2021, the Company is not subject to any externally imposed capital requirements.

#### 14. SUPPLEMENTARY INFORMATION REQUIRED BY THE BUREAU OF INTERNAL REVENUE

Following is the supplementary information on taxes, duties, and license fees paid or accrued during the taxable year which is required by the Bureau of Internal Revenue (BIR) Revenue Regulation (RR) No. 15-2010 and RR No. 34-2020 to be disclosed as part of the notes to financial statements. This supplementary information are not required disclosures under PFRS.

##### **14.1 Requirements under RR No. 15-2010**

The information on taxes, duties and license fees paid or accrued during the taxable year required under RR No. 15-2010 are presented below and in the succeeding page.

##### *(a) Output VAT*

The Company has no output VAT in 2022 as the Company has no commercial operations as of December 31, 2022.

##### *(b) Input VAT*

The movements in input VAT, which is presented under the current assets section of the 2022 statement of financial position, are summarized below.

Balance at beginning of year	P	398,147
Services lodged under other accounts		<u>67,076</u>
Balance at end of year	<b>P</b>	<b><u>465,223</u></b>

##### *(c) Taxes on Importation*

The Company did not incur and pay any landed costs, customs duties and tariff fees in 2022 since the Company did not have any importation activities during the year.

##### *(d) Excise Taxes*

The Company did not have any transactions in 2022 which are subject to excise tax.

##### *(e) Documentary Stamp Tax (DST)*

The Company did not have any transaction in 2022 which are subject to DST.

##### *(f) Taxes and Licenses*

The details of Taxes and Licenses account are shown below.

PSE listing fee	P	250,000
Business tax		25,729
Annual registration		<u>500</u>
	<b>P</b>	<b><u>276,229</u></b>

(g) *Withholding Taxes*

The taxes withheld for the year ended December 31, 2022 amounted to P36,000, which only pertains to expanded creditable withholding tax. The outstanding withholding tax payable amounting to P9,000 is presented as Withholding tax payable under Accounts Payable and Accrued Expenses in the 2022 statement of financial position.

The Company did not report or pay withholding taxes on compensation and final withholding taxes in 2022.

(h) *Deficiency Tax Assessments and Tax Cases*

As of December 31, 2022, the Company does not have any final deficiency tax assessments with the BIR or tax cases outstanding or pending in courts or bodies outside of the BIR in any of the open taxable years.

**14.2 Requirements under RR No. 34-2020**

RR 34-2020 prescribes the guidelines and procedures on the submission of BIR Form No. 1709, transfer pricing documentation and other supporting documents for related party transactions. The Company is not covered by these requirements as the Company did not fall in any of the categories identified under Section 2 of RR No. 34-2020.



# Report of Independent Auditors to Accompany Supplementary Information Required by the Securities and Exchange Commission Filed Separately from the Basic Financial Statements

Punongbayan & Araullo  
20<sup>th</sup> Floor, Tower 1  
The Enterprise Center  
6766 Ayala Avenue  
1200 Makati City  
Philippines

T +63 2 8988 2288

## The Board of Directors and Stockholders

### Zeus Holdings, Inc.

21/F, Lepanto Building  
8747 Paseo de Roxas  
Barangay Bel-Air, Makati City

We have audited, in accordance with Philippine Standards on Auditing, the financial statements of Zeus Holdings, Inc. (the Company) for the year ended December 31, 2022, on which we have rendered our report dated April 24, 2023. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) is presented for purposes of additional analysis in compliance with the requirements of the Revised Securities Regulation Code 68 and is not a required part of the basic financial statements prepared in accordance with Philippine Financial Reporting Standards. Such supplementary information is the responsibility of the Company's management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

## PUNONGBAYAN & ARAULLO

By: **Mary Grace A. Punay**  
Partner

CPA Reg. No. 0116576  
TIN 244-931-755  
PTR No. 7962301, January 13, 2023, City of Davao  
SEC Group A Accreditation  
Partner - No. 116576-SEC (until financial period 2025)  
Firm - No. 0002 (until Dec. 31, 2024)  
BIR AN 08-002511-043-2021 (until Nov. 9, 2024)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

April 24, 2023

**Zeus Holdings, Inc.**  
**List of Supplementary Information**  
**December 31, 2022**

<b>Schedule</b>	<b>Content</b>	<b>Page No.</b>
<b>Schedules Required under Annex 68-J of the Revised Securities Regulation Code Rule 68</b>		
A	Financial Assets at Amortized Cost	1
B	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)	*
C	Amounts Receivable from/Payables to Related Parties which are Eliminated during the Consolidation of Financial Statements	*
D	Long-term Debt	*
E	Indebtedness to Related Parties	*
F	Guarantees of Securities of Other Issuers	*
G	Capital Stock	2
<b>Other Required Informations</b>		
	Map Showing the Relationship Between the Company and its Related Entities	**
	Reconciliation of Retained Earnings Available for Dividend Declaration	***

\* These schedules and supplementary information are not included as these are not applicable to the Company.

\*\*The Company is not part of a group of companies.

\*\*\*The Company does not have any retained earnings because it is in a deficit position as of December 31, 2022.

**Zeus Holdings, Inc.**  
**Schedule A**  
**Financial Assets at Amortized Cost**  
**December 31, 2022**

Name of Issuing Entity and Association of Each Issue	Number of Shares or Principal Amount of Bonds or Notes	Amount Shown in the Statement Financial Position as of Reporting Period	Valued Based on Market Quotation at End of Reporting Period	Income Received and Accrued (iii)
--	--	---	---	-----------------------------------

*Financial Assets at Amortized Cost*

Cash	-	P 99,366	P 99,366	P -
------	---	----------	----------	-----

**Zeus Holdings, Inc.**  
**Schedule G**  
**Capital Stock**  
**December 31, 2022**

Title of Issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	No. of shares held by Directors, officers and employees	Others
Common shares - P1 par value	3,000,000,000	2,737,044,807	-	1,129,397,314	420,007	1,607,647,493



# Report of Independent Auditors on Components of Financial Soundness Indicators

**Punongbayan & Araullo**  
20<sup>th</sup> Floor, Tower 1  
The Enterprise Center  
6766 Ayala Avenue  
1200 Makati City  
Philippines

T +63 2 8988 2288

## The Board of Directors and the Stockholders

### Zeus Holdings, Inc.

21/F, Lepanto Building  
8747 Paseo de Roxas  
Barangay Bel-Air, Makati City

We have audited, in accordance with Philippine Standards on Auditing, the financial statements of Zeus Holdings, Inc. (the Company) as at December 31, 2022 and 2021 and have issued our report thereon dated April 24, 2023. Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The Supplemental Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Company's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission and is not a required part of the basic financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Company's financial statements as of December 31, 2022 and 2021 and for each of the two years ended December 31, 2022 and no material exceptions were noted.

## PUNONGBAYAN & ARAULLO

By: **Mary Grace A. Punay**  
Partner

CPA Reg. No. 0116576  
TIN 244-931-755  
PTR No. 7962301, January 13, 2023, City of Davao  
SEC Group A Accreditation  
Partner - No. 116576-SEC (until financial period 2025)  
Firm - No. 0002 (until Dec. 31, 2024)  
BIR AN 08-002511-043-2021 (until Nov. 9, 2024)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

April 24, 2023



**ZEUS HOLDINGS, INC.**  
**Supplemental Schedule of Financial Soundness Indicators**  
**December 31, 2022 and 2021**

<b>Ratio</b>	<b>Formula</b>	<b>2022</b>	<b>Formula</b>	<b>2021</b>
Current ratio	Total Current Assets divided by Total Current Liabilities  Total Current Assets 569,689 Divide by: Total Current Liabilities 119,750 Current ratio 4.76	4.76	Total Current Assets divided by Total Current Liabilities  Total Current Assets 487,319 Divide by: Total Current Liabilities 245,580 Current ratio 1.98	1.98
Acid test ratio	Quick assets (Total Current Assets less Other Current Assets) divided by Total Current Liabilities  Total Current Assets 569,689 Less: Other Current Assets (470,323) Quick Assets 99,366 Divide by: Total Current Liabilities 119,750 Acid test ratio 0.83	0.83	Quick assets (Total Current Assets less Other Current Assets) divided by Total Current Liabilities  Total Current Assets 487,319 Less: Other Current Assets (398,147) Quick Assets 89,172 Divide by: Total Current Liabilities 245,580 Acid test ratio 0.36	0.36
Solvency ratio	Total Assets divided by Total Liabilities  Total Assets 569,689 Divide by: Total Liabilities 119,750 Solvency ratio 4.76	4.76	Total Assets divided by Total Liabilities  Total Assets 487,319 Divide by: Total Liabilities 245,580 Solvency ratio 1.98	1.98
Debt-to-equity ratio	Total Liabilities divided by Total Equity  Total Liabilities 119,750 Divide by: Total Equity 449,939 Debt-to-equity ratio 0.27	0.27	Total Liabilities divided by Total Equity  Total Liabilities 245,580 Divide by: Total Equity 241,739 Debt-to-equity ratio 1.02	1.02
Assets-to-equity ratio	Total Assets divided by Total Equity  Total Assets 569,689 Divide by: Total Equity 449,939 Assets-to-equity ratio 1.27	1.27	Total Assets divided by Total Equity  Total Assets 487,319 Divide by: Total Equity 241,739 Assets-to-equity ratio 2.02	2.02
Return on equity	Net Loss divided by Total Equity  Net Loss 771,800 Divide by: Average Total Equity 345,839 Return on equity -2.23	-2.23	Net Loss divided by Total Equity  Net Loss 943,872 Divide by: Average Total Equity 213,675 Return on equity -4.42	-4.42
Return on assets	Net Loss divided by Total Assets  Net Loss 771,800 Divide by: Average Total Assets 528,504 Return on assets -1.46	-1.46	Net Loss divided by Total Assets  Net Loss 943,872 Divide by: Average Total Assets 451,754 Return on assets -2.09	-2.09