

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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P	L	A	C	E		N	E	W		G	L	O	B	A	L						
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(Business Address: No. Street City/Town/Province)

Atty. Anna-Teresa M. Gozon-Valdes

Contact Person

88163716-19

Company Telephone Number

Dec.

Month

31

Day

Fiscal Year

SEC FORM 20-IS

Definitive Information Statement

Month

Day

Annual Meetings

FORM TYPE

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

Cashier

STAMPS



March 3, 2021

NOTICE TO STOCKHOLDERS:

**Gilberto R. Duavit, Jr.
Felipe L. Gozon
Joel Marcelo G. Jimenez
Jaime C. Laya
Artemio V. Panganiban
Manuel P. Quiogue (Deceased)
Felipe S. Yalong**

Dear Stockholder:

Please be informed that the Special Meeting of the Stockholders of GMA Holdings, Inc. is on **March 26, 2021 (Friday) at 11:00 a.m. via remote communication** in Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig City, Philippines through Zoom application to consider, discuss or vote on the following:

1. Call to order
2. Certification and Notice of Quorum
3. Approval of the Amendment of the Third Article of the Company's Articles of Incorporation to reflect the following principal office address: Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig City, Philippines
4. Consideration of such other business as may properly come before the meeting
5. Adjournment

Any stockholder may vote by proxy provided that such authorization remains unrevoked and on file with, or is submitted to, the undersigned at the 15/F Sagittarius Building, H.V. De la Costa Street, Salcedo Village, Makati City.

For purposes of the meeting, only stockholders of record as of February 26, 2021 shall be entitled to vote.

Due to the COVID-19 global pandemic, the Company will be conducting the special stockholders' meeting via remote communication. The conduct of the special stockholders' meeting including the attendance and participation thereto will be through Zoom application.

Stockholders who intend to attend and participate via remote communication shall notify the Company by email to gmcawile@bgepal.com beginning February 26, 2021 until March 25, 2021 and shall register in accordance with the procedure set forth in the attached *Procedure for Registration, Participation, Attendance and Voting in the Meeting by Remote Communication* (Annex "A") and in the Information Statement. Upon successful registration, the meeting link and password therefor will be sent to the participant/stockholder.

A copy of the Definitive Information Statement, Management Report, and latest Audited Financial Statements may be viewed and downloaded from the website used by GMA Holdings, Inc: <https://www.gmanetwork.com/corporate/disclosures>.

For the Board of Directors:



ANNA TERESA M. GOZON-VALDES
Corporate Secretary

**Special Stockholders' Meeting
GMA Holdings, Inc.**

In light of the COVID-19 Pandemic, there will be no physical meeting. The Company's Special Stockholders' Meeting will be conducted via remote communication through the Zoom application.

I. Registration to participate/attend at the meeting or vote in absentia

- 1.) Participants must have or must create a free personal Zoom account.
- 2.) Stockholders who wish to attend and participate at the meeting by remote communication or vote in absentia shall notify the Corporate Secretary of his or her intention.
- 3.) Upon validation, the stockholder will receive an email with the link and the password for the meeting.

Registration shall run until **March 25, 2021**

- 4.) Stockholders may send questions any time before the meeting to the following email address gmcafile@bgepal.com;

II. Procedure before the Special Stockholders' Meeting

- 1.) The participant will log into Zoom using the registered account;
- 2.) The participant will click on the meeting link and enter the password for the meeting;
- 3.) The participant will choose/confirm the meeting title: "GMA Holdings, Inc. Special Stockholders' Meeting 2021";
- 4.) The participant will wait for him/her to be admitted by the Host to the meeting;
- 5.) The participant will wait for the Host to start the meeting.

III. Procedure during the Special Stockholders' Meeting

- 1.) The proposed resolutions and/or item in the Agenda will be shown on the screen while such resolution or item is passed during the meeting.
- 2.) During the meeting, the attendees of the meeting can participate by asking questions or providing comments.

IV. Procedure for Voting During the Meeting

- 1.) Voting for the amendment of the Third Article of the Corporation's Amended Articles of Incorporation to reflect the new office address shall be done by yeas or nays during the meeting.
- 2.) Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote.
- 3.) The Corporate Secretary will tabulate all votes received on every matter stated in the agenda.
- 4.) The Corporate Secretary shall report the results of voting during the meeting.

RATIONALE FOR THE SALIENT MATTERS CONTAINED IN THE AGENDA

Call to Order

The Chairman will call the meeting to order at 11:00 a.m. on March 26, 2021.

Certification of Notice and Quorum

The Corporate Secretary will certify that a written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business. Kindly see Procedure for Registration, Participation, and Attendance in the GHI Special Stockholders' Meeting by Remote Communication and Procedure under **Annex "A"** of the Notice above.

Approval of the Amendment of the Third Article of the Company's Articles of Incorporation to reflect the following principal office address:

On November 11, 2020 the Board of Directors of the Corporation approved to amend the Third Article of the Company's Amended Articles of Incorporation to reflect the new principal office of the Corporation in Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig City, Philippines. The proposed amendment is being submitted to the stockholders for approval.

PROXY

I/We hereby name and appoint _____, or in his/her absence, the Chairman of the meeting, as my/our proxy at the Special Stockholders' Meeting of GMA Holdings, Inc. to be held by remote communication using the Zoom application **on Friday, March 26, 2021** at 11:00 a.m. and at any postponement or adjournment thereof.

Name

Signature

Date

No. of Shares Held

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

GMA HOLDINGS, INC.

1. Check the appropriate box:

☐ Preliminary Information Statement

☒ Definitive Information Statement

2. Name of Registrant as specified in its charter: **GMA HOLDINGS, INC.**

3. Province, country or other jurisdiction of incorporation or organization: **PHILIPPINES**

4. SEC Identification Number **CS200602356**

5. BIR Tax Identification Code **244-658-896-000**

6. Address of principal office Postal Code

**UNIT 5D TOWER ONE, ONE MCKINLEY PLACE, NEW BONIFACIO GLOBAL CITY,
FORT BONIFACIO, TAGUIG CITY (IN THE PROCESS OF BEING AMENDED TO:
UNIT 3K, NORTH WING, FAIRWAYS TOWER CONDOMINIUM, 5TH AVENUE
CORNER MCKINLEY ROAD, FORT BONIFACIO TAGUIG CITY)**

7. Registrant's telephone number, including area code **(632) 89827777**

8. Date, time and place of the meeting of security holders

DATE : March 26, 2021

TIME : 11:00 a.m.

**PLACE: through remote communication/virtual meeting using Zoom
application in Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue
corner McKinley Road, Fort Bonifacio Taguig City, Philippines**

9. Approximate date on which the Information Statement is first to be sent or given to security holders

March 4, 2021

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor: **NOT APPLICABLE**

Address and Telephone No.: **NOT APPLICABLE**

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Philippine Deposit Receipts ("PDRs")	677,679,600

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

PDRs/PHILIPPINE STOCK EXCHANGE

GMA HOLDINGS, INC.

This Information Statement dated March 3, 2021, is being furnished to the stockholders of record of GMA Holdings, Inc. as of February 26, 2021 in connection with the Special Stockholders' Meeting.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

(a) State the date, time and place of the meeting

Date : March 26, 2021
Time : 11:00 a.m.
Place: **Remote Communication using Zoom application in Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig City, Philippines**

(b) Approximate date on which copies of the information statement are first to be sent to the security holders:

March 4, 2021

Item 2. Dissenters' Right of Appraisal

Title X of the Revised Corporation Code of the Philippines grants to a shareholder the right to dissent and demand payment of the fair value of his share in certain instances, to wit: (1) in case any amendment to the corporation's articles of incorporation has the effect of changing and restricting the rights of any shareholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; (2) in case of any sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property or assets; (3) in case of merger or consolidation; and (4) in case of investment corporate funds for any purpose other than the primary purpose or in another corporation or business.

Under Section 41 of the Revised Corporation Code of the Philippines, a stockholder is likewise given an appraisal right in cases where a corporation decides to invest its funds in another corporation or business or any other purpose.

The appraisal right may be exercised in accordance with Sections 81 and 82 of the Revised Corporation Code of the Philippines, viz.:

"SEC. 81. *How Right is Exercised.* – The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: *Provided*, That failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If, within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: *Provided*, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: *Provided, further*, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation.

SEC. 82. *Effect of Demand and Termination of Right.* – From the time of demand for payment of the fair value of a stockholder's shares until either the abandonment of the corporate action involved or the purchase of the said shares by the corporation, all rights accruing to such shares, including voting and dividend rights, shall be suspended in accordance with the provisions of this Code, except the right of such stockholder to receive payment of the fair value thereof: *Provided*, That if the dissenting stockholder is not paid the value of the said shares within thirty (30) days after the award, the voting and dividend rights shall immediately be restored."

None of the proposed corporate actions for the Company qualifies as an instance for a possible exercise by security holders of their appraisal rights under Title X of the Revised Corporation Code of the Philippines.

None of the proposed corporate actions for the Company qualifies as an instance for a possible exercise by security holders of their appraisal rights under Title X of the Revised Corporation Code (2019).

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

- (a) There is no matter to be acted upon in which any Director or Executive Officer is involved or had a direct, indirect or substantial interest.
- (b) No Director has informed the Company of his opposition to any matter to be acted upon.

B. CONTROL AND COMPENSATION INFORMATION

Securities and Principal Holders Thereof

- (a) GMA Holdings, Inc. ("the Company") has 10,000 common shares subscribed and outstanding as of January 30, 2021. Every stockholder shall be entitled to one vote for each common share held as of the established record date.
- (b) All stockholders of record as of the closing of business on February 26, 2021 are entitled to notice of and to vote at the Company's Special Stockholders' Meeting.
- (c) With respect to the election of directors during the annual stockholders' meeting on May 28, 2021, a stockholder may vote such number of shares for as many persons as there are directors to be elected or he may accumulate said shares and give one candidate as many votes as the number of directors to be elected or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the total number of shares owned by him multiplied by the whole number of directors to be elected. However, there will be no election of directors during the Special Stockholders' Meeting scheduled on March 26, 2021, subject of this Information Statement.
- (d) The following are the information on security ownership of certain record and beneficial owners and management:

Security Ownership of Certain Record and Beneficial Owners as of January 30, 2021

As of January 30, 2021, the following persons owned at least 5% of the Company's outstanding common shares:

Title of class	Name, Address of Record Owner and Relationship with Company	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percentage of Class
Common	Felipe L. Gozon GMA Network Center, EDSA corner Timog Avenue, Diliman	The Record owner is the Beneficial Owner	Filipino	3,330	33.30
Common	Gilberto R. Duavit, Jr. GMA Network Center, EDSA corner Timog Avenue, Diliman	The Record owner is the Beneficial Owner	Filipino	3,330	33.30
Common	Joel Marcelo G.	The Record owner	Filipino	3,330	33.30

	Jimenez GMA Network Center, EDSA corner Timog Avenue, Diliman	is the Beneficial Owner			
			Total	9,990	99.90

Felipe L. Gozon, Gilberto R. Duavit, Jr. and Joel Marcelo G. Jimenez are significant stockholders of the Company.

Security Ownership of Management as of January 30, 2021:

As of January 30, 2021, the Company's directors and senior officers owned an aggregate of 96,996 common shares of the Company, equivalent to 99.96% of the Company's issued and outstanding common capital stock.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percentage of Class
Common	Felipe L. Gozon	Direct 3,330	Filipino	33.30
Common	Gilberto R. Duavit, Jr.	Direct 3,330	Filipino	33.30
Common	Joel Marcelo G. Jimenez	Direct 3,330	Filipino	33.30
Common	Artemio V. Panganiban	Direct 4	Filipino	.04
Common	Jaime C. Laya	Direct 1	Filipino	.01
Common	Felipe S. Yalong	Direct 1	Filipino	.01
	Total	99,996		99.96

Voting Trust Holders of more than 5%

The Company is not aware of any person holding more than 5% of shares under a voting trust or similar arrangement.

Changes in Control

The Company is not aware of any arrangement which may have resulted in a change in control of the Company during the period covered by this report.

Philippine Deposit Receipts (PDRs)

The Company's equity (consisting of common shares) are wholly-owned by Filipinos. While the PDRs issued by the Company under the Philippine Deposit Receipt Instrument pursuant to the Registration Statement approved by the Securities and Exchange Commission may be owned by any person regardless of citizenship or nationality. The holders of the PDRs are granted the right to convert the PDRs into common shares pursuant to the Philippine Deposit Receipt Instrument, the exercise of which is subject to the nationality restriction under the Philippine Constitution prohibiting foreign ownership in mass media companies. As a result, the Underlying Shares (GMA Network, Inc. common shares) owned by the Company resulting from an exercise of the PDRs pursuant to the Philippine Deposit Receipt Instrument may only be issued to Philippine citizens or corporations, cooperatives or associations wholly owned and managed by Philippine citizens. Although holders of PDRs will enjoy economic rights upon occurrence of certain events in respect of the Underlying Shares, they will not have any voting rights in respect of or ownership over the Underlying Shares prior to the exercise of the right to convert under the Philippine Deposit Receipt Instrument. The voting rights over the Underlying Shares will, until exercise of the right to convert under the Philippine Deposit Receipt Instrument, be exercised by GHI or the Company. Pending exercise of the PDRs right to convert, the Shares deliverable on exercise of the PDRs shall be owned by and registered in the name of the Issuer, GHI. The Shares underlying the PDRs have been delivered and pledged by the Issuer to the Pledge Trustee, and held to the order and for the benefit of the Holders as security for the delivery of the Shares upon exercise of the PDRs right to convert under the Philippine Deposit Receipt Instrument pursuant to the Pledge. Until an exercise of a PDR right to convert by a qualified Holder, the Issuer, as owner of Shares underlying the relevant PDR, will retain and exercise such voting rights relating to such Shares.

Item 5. Directors and Executive Officers

Board of Directors, Officers and Senior Management

Under the Articles of Incorporation of the Company, the Board of Directors of the Company comprises five directors, two of whom are independent. The directors have a term of one year and are elected annually at the Company's stockholders meeting. A director who is elected to fill a vacancy holds the office only for the unexpired term of his predecessor. As of January 30, 2021 the Company's Board of Directors and Senior Management are composed of the following:

Board of Directors				Senior Management		
Directors and Senior Management	Nationality	Position	Year Position was Assumed	Position	Year Position was Assumed	Age
Felipe L. Gozon	Filipino	Chairman/Director	2007	N/A	N/A	81
Gilberto R. Duavit, Jr.	Filipino	Director	2007	President/Chief Executive Officer	2007	57
Joel Marcelo G. Jimenez	Filipino	Director	2007	N/A	N/A	57
Felipe S. Yalong	Filipino	Corporate Treasurer	2007	Chief Financial Officer/Chief Operating	2012	63

				Officer		
Artemio V. Panganiban	Filipino	Independent Director	2009	N/A	N/A	84
Jaime C. Laya	Filipino	Independent Director	2008	N/A	N/A	82
Ronaldo P. Mastrili	Filipino	N/A	N/A	Comptroller/Chief Accounting Officer	2007	55
Anna Teresa M. Gozon-Valdes	Filipino	Corporate Secretary	2007	N/A	N/A	49
Roberto Rafael V. Lucila	Filipino	N/A	N/A	Vice-President/Compliance Officer	2017	64

BOARD OF DIRECTORS

The members of the Board of Directors of the Company (including the Independent Directors) were elected at the July 24, 2020 annual stockholders' meeting to serve as such for the ensuing year and until the election and qualification of their successors. Upon their election in the last July 24, 2020 Annual Stockholders' Meeting, the Independent Directors' term of office was deemed to be in compliance with Section 22, Title III of the Revised Corporation Code of the Philippines, in relation to SEC Memorandum Circular No. 4, Series of 2017 on the term limits for Independent Directors.

The Company's officers were appointed/elected by the Board of Directors to serve as such for the ensuing year and until a successor shall have been elected, appointed, or shall have qualified.

Independent Directors

The Corporation's independent directors are Former Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya. The independent directors were elected in accordance with **SRC Rule 38** on Independent Directors and pursuant to applicable rules and regulations issued by this Honorable Commission.

Chief Justice Artemio V. Panganiban, Filipino, 84 years old, has been an Independent Director of the Company since 2007. In 1995, he was named a Justice of the Supreme Court and in 2005, he was appointed Chief Justice of the Philippines—a position he held until December 2006. At present, he is also an Independent Director of these listed firms: First Philippine Holdings Corp., Metro Pacific Investments Corp., Manila Electric Company, Robinsons Land Corp., GMA Holdings, Inc., Philippine Long Distance Telephone Co., Petron Corporation, Asian Terminals, and a regular Director of Jollibee Foods Corporation. He is also an Adviser of Metropolitan Bank and Bank of the Philippine Islands (BPI), Chairman, Board of Advisers of Metrobank Foundation, Adviser of Double Dragon Properties, Chairman of the Board of the Foundation for Liberty and Prosperity, President of the Manila Cathedral Basilica Foundation, Chairman Emeritus of Philippine Dispute Resolution Center, Inc., and Member, Advisory Board of the World Bank (Philippines) and of the Asian Institute of Management

Corporate Governance Council. Recently, he was named a Member of the Permanent Court of Arbitration based in The Hague, Netherlands. He also is a column writer of *The Philippine Daily Inquirer*.

Upon his retirement, he was unanimously conferred a Plaque of Acclamation by the Associate Justices of the Supreme Court as the "Renaissance Jurist of the 21st Century;" and an Award of Honor by the Philippine Bar Association. In recognition of his role as a jurist, lawyer, civic leader, Catholic lay worker, business entrepreneur and youth leader, he had been the recipient of over 250 other awards from various governments, civic clubs, consumer associations, bar groups, religious movements and other non-government organizations, both local and international.

He obtained his Associate in Arts, "With Highest Honors" and later his Bachelor of Laws, as *cum laude* and "Most Outstanding Student" from the Far Eastern University. He placed sixth among more than 4,200 candidates who took the 1960 Bar examinations. He is likewise the recipient of several honorary doctoral degrees from various universities.

Jaime C. Laya, Filipino, 82 years old, has been an independent Director of GMA Network, Inc. since 2007. He is the Chairman and President of Philippine Trust Company (Philtrust Bank), Director of Ayala Land, Inc., Manila Water Company, Inc., Philippine AXA Life Insurance Company, Inc., and Charter Ping An Insurance Corporation. He also serves as Chairman of Don Norberto Ty Foundation, Inc. and Escuela Taller de Filipinas Foundation, Inc.; Trustee of St. Paul University - Quezon City, Cultural Center of the Philippines, Metropolitan Museum of Manila, Yuchengco Museum, Fundación Santiago, Inc., Ayala Foundation, Inc., and other organizations. He writes a weekly column for the *Manila Bulletin*.

He was Minister of Budget, 1975-1981; Minister of Education, Culture and Sports, 1984-86; Chairman of the Monetary Board and Governor, Central Bank of the Philippines, 1981-1984; Chairman, National Commission for Culture and the Arts, 1996-2001. He was faculty member of the University of the Philippines, 1957-1978 and Dean of the College of Business Administration, 1969-1974. In 1986, he founded J.C. Laya & Co., Ltd. (Certified Public Accountants and Management Consultants) later the Philippine member firm of KPMG International; he served as the firm's Chairman until his retirement in 2004.

Laya earned his Bachelor of Science in Business Administration, *magna cum laude*, University of the Philippines, 1957; Master of Science in Industrial Management, Georgia Institute of Technology, 1960; Doctor of Philosophy in Financial Management, Stanford University, 1966. He is a Certified Public Accountant.

The following are descriptions of the business experiences of the Company's directors, officers and senior management:

Felipe L. Gozon, Filipino, 81 years old, is the Chairman of the Board of Directors and Chief Executive Officer of GMA Network, Inc.

Atty. Gozon is a Senior Partner at the Law Firm of Belo Gozon Elma Parel Asuncion & Lucila. He is also the Chairman of the Board/President/CEO of various companies including GMA

Holdings, Inc., Citynet Network Marketing & Productions, Inc., RGMA Network, Inc., Alta Productions Group, Inc., GMA New Media, Inc., Media Merge Corporation, Digify, Inc., RGMA Marketing & Productions, Inc., Philippine Entertainment Portal, Inc., Script2010, Inc., FLG Management and Development Corporation, Gozon Development Corporation, Vista Montana Realty Development, Inc., Mont-Aire Realty and Development Corporation, BGE Holdings, Inc., Kenobe, Inc., Jeata Holdings and Management, Inc., Vitezon, Inc., Palawan Power Generation, Inc., Catanduanes Power Generation, Inc., Sycamore International Shipping Corp., Lex Realty, Inc., Justitia Realty & Management Corp., Gozon Foundation, Inc., GMA Kapuso Foundation, Kapwa Ko Mahal Ko Foundation, Inc., and The Potter and Clay Christian School Foundation, Inc.

He is also a Director of GMA Worldwide, Inc., GMA Network Films, Inc., Antipolo Agri-Business & Land Development Corp., and Chamber of Commerce of the Philippine Islands. He is a Trustee of the Philippine Center for Entrepreneurship Foundation, Inc., the Environmental Heroes Foundation, Inc., and the Akademyang Filipino Association., Inc.

Atty. Gozon is a recipient of many awards for his achievements in law, media, public service, and business, including the prestigious Chief Justice Special Award given by the Chief Justice of the Philippines (1991), Presidential Award of Merit given by the Philippine Bar Association (1990 & 1993), CEO of the Year given by Uno Magazine (2004), Master Entrepreneur—Philippines (2004) by Ernst and Young, Outstanding Citizen of Malabon Award for Legal and Business Management by the Kalipunan ng Samahan sa Malabon (KASAMA) (2005), People of the Year by People Asia Magazine (2005), Business Excellence Award given by BizNews Asia (2009), Outstanding Manilan Award in the field of Social Responsibility and Broadcasting given by the City Government of Manila (2011), Quezon City Gawad Parangal Most Outstanding Citizen given by the City Government of Quezon (2011), Tycoon of the Decade Award given by BizNews Asia (2011), Lifetime Achievement Award given by the UP Alumni Association (2012), Certificate of Recognition given by the Civil Aeronautics Board (2012), Platinum Business Icon Award given by BizNews Asia (2012), Personality of the Year for Broadcast Media given by SKAL International Makati (2013), Outstanding Member-Achiever given by Phi Kappa Phi UP Chapter (International Honor Society) (2013), Visionary Management CEO Award given by BizNews Asia (2013), Lifetime Achievement Award given by UP Preparatory High School Alumni (2014), Entrepreneurship Excellence Award and Best Broadcast CEO Award given by BizNews Asia (2014), The Rotary Golden Wheel Award for Corporate Media Management given by Rotary International District 3780 and Quezon City Government (2014), Global Leadership Award for Excellence in Media Sector (first Filipino to win the award) given by The Leaders International together with the American Leadership Development Association in Kuala Lumpur, Malaysia (2015), Visionary Management Excellence Award given by BizNews Asia (2015, 2016), Management Excellence Award given by BizNews Asia (2017, 2019), and Asia's Best Broadcast CEO given by BizNews Asia (2018). He is also listed among BizNews Asia's Power 100 (2003 to 2010).

Atty. Gozon earned his Bachelor of Laws degree from the University of the Philippines (among the first 10 of his class) and his Master of Laws degree from Yale University Law School. He was admitted to the Bar in 1962, placing 13th in the Bar examinations.

Gilberto R. Duavit, Jr., Filipino, 57 years old, is the President and Chief Operating Officer of the Network. He has been a Director of the Company since 1999 and is currently the Chairman of the Network's Executive Committee. Aside from GMA Network, Inc., he is the Chairman of the Board of GMA Network Films, Inc. and GMA Worldwide, Inc. He also serves as President

and CEO of GMA Holdings, Inc., RGMA Marketing and Productions, Inc., Film Experts, Inc., and Dual Management and Investments, Inc. He is the President of Group Management and Development, Inc.; President/CEO and Director of MediaMerge Corp., Citynet Network Marketing and Productions, Inc.; Director of RGMA Network, Inc., GMA New Media, Inc., Alta Productions Group, Inc., Optima Digital, Inc., and Mont-Aire Realty and Development Corp. He also serves as the President and a Trustee of GMA Kapuso Foundation, Inc. and a Trustee of the Guronasyon Foundation, Inc. and the HERO Foundation.

Duavit holds a Bachelor of Arts degree in Philosophy from the University of the Philippines.

Joel Marcelo G. Jimenez, Filipino, 57 years old, has been a Director of the Network since 2002. He is currently the Vice Chairman of the Executive Committee of GMA Network, Inc., President & CEO of Menarco Holdings, and the Chief Executive Officer of Alta Productions Group, Inc., Inc. He is a Director of RGMA Network, Inc., Executive Committee Chairman and Director of GMA New Media, Inc., Scenarios, Inc., GMA Worldwide, Inc., Citynet Network Marketing and Productions, Inc., Malayan Savings and Mortgage Bank, Unicapital Securities, Inc., and Nuvoland Philippines. He is also a Trustee of GMA Kapuso Foundation, Inc.

He was educated in Los Angeles, California where he obtained a Masters in Science degree in Business Administration from Loyola Marymount University. He also obtained a Master of Science degree in Management from the Asian Institute of Management.

Felipe S. Yalong, Filipino, 63 years old, is the Executive Vice President and Chief Financial Officer of GMA Network, Inc. He is also the Head of the Corporate Services Group of the Network. He has been a Director of the Company since 2002. Aside from GMA Network, Inc., he also serves as Director and Corporate Treasurer of GMA Holdings, Inc., Scenarios, Inc., and GMA Network Films, Inc.; Director of Unicapital, Inc., and Majalco Finance and Investments, Inc.; Corporate Treasurer of RGMA Network, Inc., MediaMerge Corp.; Executive Vice President of RGMA Marketing and Productions, Inc.; and Corporate Treasurer and a Trustee of GMA Kapuso Foundation, Inc.

Yalong was named CFO of the Year by ING FINEX in 2013.

He obtained a Bachelor of Science degree in Business Administration Major in Accounting from the Philippine School of Business Administration and completed the Management Development Program at the Asian Institute of Management. He is a Certified Public Accountant.

Anna Teresa Gozon-Valdes, Filipino, 49 years old, has been a Director of the Company since 2000. She graduated valedictorian from grade school and high school at Colegio San Agustin. She graduated *cum laude*, with a Bachelor of Science degree in Management Engineering from Ateneo de Manila University. She obtained her Bachelor of Laws degree from the University of the Philippines where she graduated valedictorian and *cum laude*. She later obtained her Master of Laws from Harvard University.

She is a junior partner in Belo Gozon Elma Parel Asuncion & Lucila and is an Associate Professor in the University of the Philippines, College of Law where she taught Taxation and

Legal History.

She is currently Programming Consultant to the Chairman/CEO of GMA Network, Inc., the President of GMA Films, Inc. and Treasurer of Citynet Network Marketing & Productions, Inc.. She is also a Trustee of GMA Kapuso Foundation.

Roberto Rafael V. Lucila, Filipino, 64 years old, is the co-managing partner/senior partner of the Law Firm of Belo Gozon Elma Parel Asuncion & Lucila. He has been the Corporate Secretary of the GMA Network Inc. since March 27, 2017 and concurrently the Compliance Officer starting 2018. He is also the Compliance Officer for the Company. He currently sits as director in the affiliates of certain European and American companies in the Philippines namely: eMerchant Asia Inc., eMerchant Pay Asia Inc., Evonik (Philippines) Inc., Time-Life International (Phil.) Inc. and MeteoGroup Philippines Inc.. He is the Chairman and President of Lucilex, Inc., Chairman of H&WB Asia Pacific (Pte. Ltd.) Corporation, and the President of Assetlex Development Corporation, Inc., and eMerchant Asia Inc. all local companies doing business in the Philippines. He is a Court of Appeals Mediator and serves as a Trainor for the Court of Appeals Mediation Training Program. He is presently a lecturer on Constitutional Law I and II at the University of the Philippines, College of Law and the University of Asia and the Pacific, Institute of Law. He was also a lecturer at the University of the Philippines College of Business Administration, San Sebastian College Institute of Law and Lyceum College of Law, as well as in local and international conferences such as the Integrated Bar of the Philippines (IBP) National Convention in 2010 (Subic), Avenue Capital Global Investor Conference in 2005 (New York City), The Law Association for Asia and the Pacific (LAWASIA) Conference in 1997 (Manila), and Global Best Practices for several years (Makati and Mandaluyong). He was OIC for the Legal Department of GMA Network, Inc. from 2001 to 2004 and for the Office of the President of Express Telecommunications, Inc. in 1998. He represented the Avenue Asia Capital Group and Avenue Capital Group as member of the Board of Directors of Citra Metro Manila Tollway Corporation (CMMTC) from 2004 thru 2012 and in East Asia Power Resources Corporation.

He served in the Office of the President of the Philippines as Assistant Executive Secretary for Legislation from 1990 to September 1992; Chairman of the Presidential Staff in 1991; Chairman of the Philippine Retirement Authority from 1991 to August 1992; Chairman of the South China Sea Fishery Disputes Committee from 1991 to July 1992; and Board Member of the Special Operations Team (now Bases Conversion Development Authority [BCDA]) in 1991. In the Department of Transportation and Communications, he was a Board Member of the Civil Aeronautics Board from 1990-1991 and of the Philippine National Railways from 1989-1991.

He holds Bachelor of Laws (1980) and Bachelor of Arts in Psychology (1976) degrees from the University of the Philippines. He was admitted to the Philippine Bar in 1981. He has completed the Strategic Business Economics Program (SBEP) from the University of Asia and the Pacific in 1999. He has contributed legal articles for the Supreme Court Reports Annotated (SCRA), The Lawyer's Review, IBP Law Journal and Magazine, World Bulletin, Clifford Chance's 2018 Asia Pacific Guide on Insolvency, Getting the Deal Done, and TheBicolBloc.com. He wrote the following books: "Corporate Rehabilitation in the Philippines," (2007), "The Benefit of the Doubt"(2020), and Fundamental Powers of the State & Civil and Political Rights" (2021). Atty. Lucila has been recognized as one of the 2013 Asialaw Asia-Pacific Leading Lawyers in Dispute Resolution, and as a law professional actively engaged in the areas of Technology Media Telecommunications (TMT) and Insolvency in the Philippines.

Ronaldo P. Mastrili, Filipino, 55 years old, is the Senior Vice President of GMA's Finance and ICT Departments of GMA Network, Inc.. He obtained his Bachelor of Science in Business and Economics, Major in Accounting from De La Salle University. He attended the Master in Business Administration Program from the same university and completed the Executive Development Program of the Asian Institute of Management.

Mastrili is a Certified Public Accountant with expertise in the fields of accounting, auditing, finance, taxation, and general management. He was formerly the Assistant Vice President of Controllershship of ABS-CBN and also served as its Group Internal Auditor before joining GMA Network in March 2001. He also worked with SGV and Co. in the early part of his career. Mr. Mastrili concurrently holds key positions in GMA Subsidiaries namely: Comptroller/Chief Accounting Officer of GMA Holdings, Treasurer of Alta Productions, Director of Script2010 and GMA Kapuso Foundation, and Comptroller of GMA Films, GMA Kapuso Foundation and GMA Worldwide. He is also a Trustee of GMA Kapuso Foundation, Inc.

Significant Employees

Although the Company will continue to rely on the individual and collective contributions of their executive officers, the Company is not dependent on the services of any particular employee.

Family Relationships

Anna Teresa M. Gozon is the daughter of Felipe L. Gozon. Felipe L. Gozon's sister, Carolina L. Gozon Jimenez, is the mother of Joel Marcelo G. Jimenez.

Involvement in Certain Legal Proceedings

To the best of the Company's knowledge, during the past five years and up to the date of this Information Statement, there has been no occurrence of any of the following events which are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, or control person of the Company:

To the best of the Company's knowledge, during the past five (5) years and up to date, there had been no occurrence of any of the following events which are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, or control person of the Company:

- Any filing of an insolvency or bankruptcy petition by or against any business of which such person was a general partner or executive officer, either at the time of the insolvency or within two (2) years prior to that time;

- Any conviction by final judgment in a criminal proceeding, domestic or foreign, or any pending criminal proceeding, domestic or foreign, of any such person, excluding traffic violations and other minor offenses;
- Any final and executory order, judgment, or decree of any court of competent jurisdiction, domestic or foreign, against any such person, permanently or temporarily enjoining, barring, suspending, or otherwise limiting involvement in any type of business, securities, commodities, or banking activities; and,
- Any final and executory judgment of any such person by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC, or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

Related Party Transactions with Subsidiaries and Affiliates

Please refer to the disclosures on certain relationships and related transactions are set forth on page 22

Directors' Disclosures on Self-Dealing and Related Party Transactions

To the best of the Company's knowledge, there is no undisclosed transaction that was undertaken by the Company involving any director, executive officer, or any nominee for election as director with which such director, executive officer, or nominee for director was involved or had material interest.

Directors and members of the Management are required to disclose any business or family-related transactions with the Company to ensure that the Board of Directors and Management are apprised of any possible conflict of interest.

Appraisals and Performance Report of the Members of the Board of Directors

Director's Performance Evaluation Sheet

Under a prescribed form entitled *Director's Performance Evaluation Sheet*, the Company requires every member of the Board of Directors to provide a self-assessment of his/her performance based on enumerated standards, by indicating whether or not he or she is compliant with each of the standard. In case of non-compliance to a particular standard, the director is required to disclose the same and state the reason for the non-compliance. The duly accomplished *Director's Performance Evaluation Sheet* is submitted to the Company's Executive Committee through the Corporate Secretary.

During the year 2020, the members of the Company's Board of Directors indicated their compliance with the following standards set forth in the Director's Performance Evaluation Sheet:

DISCHARGE OF BOARD FUNCTIONS	
1.	Whether he or she possesses all the qualifications required of a director and do not possess any of the permanent and/or temporary disqualifications as set forth in the Corporation's Manual on Corporate Governance.
2.	Whether he or she attends the special/regular meetings of the Board of Directors and/or the Stockholders regularly.
3.	Whether he or she provides and/or gives due consideration to independent views during Board Meetings.
4.	Whether he or she recommends sound strategic advice on programs relating to the Corporation's business plans, operating budgets, and Management's overall performance.
5.	Whether he or she participates on critical matters before the Board and the Board Committees of which he or she is a member.
6.	Whether he or she maintains a harmonious working relationship with the other members of the Board of Directors.
7.	Whether he or she has working knowledge on the Corporation's regulatory framework.
8.	Whether he or she receives appropriate training (for his or her duties as Director and how to discharge the duties) by his or her regular attendance of a seminar on corporate governance.
9.	Whether he or she observes confidentiality when required on matters relating to the business of the Corporation.
10.	Whether he or she appoints qualified members of the Management and monitors their efficiency based on the results of the Corporation's annual financial and operational performance.
11.	Whether he or she ensures that his or her personal interest does not bias his or her vote on matters submitted for the approval of the Board.
12.	Whether he or she discloses all relevant information necessary to assess any potential conflict of interest that might affect his or her judgment on board matters.
13.	Whether he or she recognizes and puts importance on the promotion of a mutually beneficial relationship that allows the Corporation to grow its business while contributing to the advancement of the society where it operates.

Resignation of Directors

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the initial organization of the Company because of a disagreement with the Company on matters relating to the Company's operations, policies and practices.

Certain Relationships and Related Transactions

On May 30, 2008, the Company engaged as its legal counsel Belo Gozon Elma Parel Asuncion & Lucila ("BGEPAL") where Atty. Felipe L. Gozon is a Senior Partner. Atty. Gozon is the Chairman and one of the major stockholders of the Company. The Company and BGEPAL are currently negotiating the fees in relation to the services provided, ensuring that the same is done on an arm's length basis.

On July 30, 2007, the Company issued PDRs relating to GMA Network, Inc. Common Shares. The proceeds owing to the selling shareholders of GMA Network, Inc. ("Selling Shareholders") whose Common Shares formed the underlying shares of the PDRs in the Company's Initial Public Offering were initially held by the Company then remitted to these Selling Shareholders. Please see Note 13 of the Financial Statements on Related Party Disclosures.

Other than the foregoing, the Company has had no material transactions during the past two years, nor is any material transaction presently proposed between the Company and parties that fall outside the definition of "related parties" under SFAS/IAS No. 24, but with whom the registrants or its related parties have a relationship that enables the parties to negotiate terms of material transactions that may not be availed from other, more clearly independent parties on an arm's length basis.

Item 6. Compensation of Directors and Executive Officers

Compensation of Directors and Executive Officers

The following sets forth the summary of the Company's compensation to its executive officers:

Name and Position

Gilberto R. Duavit, Jr.	President and Chief Executive Officer
Felipe S. Yalong	Chief Financial Officer/ Chief Operating Officer
Ronaldo P. Mastrili	Chief Accounting Officer/ Comptroller

	Year	Salaries (in thousands)	Bonuses (in thousands)	Other Income	Total (in thousands)
CEO and the highest compensated officers named above	2017	-	-	-	-
	2018	-	-	-	-
	2019	-	-	-	-
	2020	-	-	25	25
	(estimate)				
Aggregate compensation paid to	2017				-

all officers and directors as a group unnamed	-	-	-	-
2018	-	-	-	-
2019	-	-	-	-
2020 (estimate)	-	-	120	120

No director or officer receives or has received compensation for their services. The By-Laws of the Company however, provides that each director is entitled to a reasonable *per diem* allowance for attendance at each meeting of the Board of Directors. The By-Laws further provide that the Board may receive and allocate an amount of not more than 10% of the net income before income tax of the Company during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least a majority of the stockholders.

At the Annual Stockholders' Meeting of the Corporation on July 24, 2020, it was resolved that the Corporation's Directors and Officers shall receive a per diem in the amount of Php 5,000.00 each.

The Company has no other arrangement with regard to the remuneration of its existing directors and officers aside from the compensation received as herein stated.

Employment Contracts, Termination of Employment, Change-in-control Arrangements

The directors and executive officers do not have any employment contracts, and are elected to their respective positions on a yearly basis. The Company has no compensatory plans or arrangements with respect to any executive officer that would result from the resignation, retirement or any other termination of such executive officer's employment.

Item 7. Independent Public Accountants

- (a) SyCip Gorres Velayo & Co. ("SGV & Co.") has acted as the Company's external auditors since 2007. SGV & Co. was re-elected during the Annual Stockholders' Meeting last July 24, 2020.
- (b) The Company became publicly listed with the Philippine Stock Exchange on July 30, 2007. Pursuant to Rule 68 paragraph 3 (b) (iv), the Company has engaged Ms. Belinda T. Beng Hui, partner of SGV & Co., who signed the Company's 2019 audited financial statements. The audit for the 2020 financial statements is still currently ongoing.
- (c) Changes in and disagreements with accountants on accounting and financial disclosure.

The Company has not had any disagreements on accounting and financial disclosures with its current external auditors during the two most recent fiscal years or any subsequent interim period.

- (d) SGV & Co. professional fees billed for its year-end financial audit of the Company covering the years 2019 and 2018. The Company accrued audit fee of Seventy-Five Thousand Pesos (P75,000) for year 2020 which is the same fee with year 2019. These included the fees related to financial audit and services for general tax compliance. No other fees of any nature were paid.
- (e) The Company's Audit Committee was formed in 2008. The Audit Committee reviews the fee arrangements with the external auditor and recommends the same to the Board of Directors.

The members of the Audit Committee are as follows:

Dr. Jaime C. Laya (*Chairman*)
Gilberto R. Duavit, Jr.
Chief Justice Artemio V. Panganiban

Item 8. Compensation Plans

No action shall be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

No action shall be taken with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the Company.

Item 10. Modification or Exchange of Securities

No action shall be taken with respect to the modification of any class of securities of the Company, or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

In connection with Item 11 hereof, the Company has incorporated by reference the following as contained in the Management Report prepared in accordance with Rule 68 of the Securities and Regulation Code:

- a. Audited Financial Statements for December 31, 2019 and 2018 (audit for the December 31, 2020 financial statements is still ongoing)

- b. Management's Discussion and Analysis or plan of operation; and
- c. Information on business overview, properties, legal proceedings, market price of securities and dividends paid out, and corporate governance

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action is to be taken with respect to the mergers, consolidations, acquisitions and similar matters.

Item 13. Acquisition or Disposition of Property

No action is to be taken with respect to the acquisition or disposition of any property.

Item 14. Restatement of Accounts

No action is to be taken with respect to the restatement of any asset, capital or surplus account of the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

- a. The amendment of the third article of the Company's Articles of Incorporation to reflect the new business address is the only matter in the agenda for the scheduled March 26, 2021 Special Stockholders' Meeting, subject of this Information Statement.
- b. All other actions with respect to reports are expected to be made at the scheduled Annual Stockholders' Meeting on May 28, 2021 for which a separate Information Statement shall be properly filed in accordance with the rules of the Commission.

Results of the Company's Previous Stockholders' Meeting

The Company's previous stockholders' meeting was held on July 24, 2020 via remote communication in Taguig City. The meeting was attended by the Corporation's shareholders, Directors, Management, External Auditor and External Counsel. The shareholders in person were allowed to vote on each item presented to them for approval. Voting on the matter for approval was done by yeas or nays during the meeting. Motions, in general, required the affirmative vote of a majority of the shares of the Company's common

stock present and/or represented and entitled to vote, except proposed actions that required the vote of at least two thirds (2/3) of the outstanding capital stock of the Company under the law or the rules. The manner of voting is non-cumulative, except as to the election of directors. The stockholders could vote such number of shares for as many person as there are directors to be elected, or he could cumulate said shares and give one candidate as many votes as the number of directors to be elected, or he could distribute them on the same principle among as many candidates as he shall see fit; provided, the total number of votes cast by him did not exceed the number of shares owned by him multiplied by the number of directors to be elected. The Corporate Secretary of the meeting was responsible for the tabulation and verification of the votes. Moreover, stockholder participation was encouraged by the panelists who opened the floor for comments/ questions or comments during the meeting.

The results of the voting for each of the agenda item were as follows:

1. Certification of Notice and Quorum

The Corporate Secretary certified that 99.9% of the total issued and outstanding common shares were represented by the owners of record.

2. Reading and Approval of the Minutes of the Annual Stockholders' Meeting on August 9, 2019

After some discussion and upon motion, the Minutes of the Annual Stockholders' Meeting were ratified and/or approved by 99.9% of the total outstanding common and preferred shares. No stockholder indicated a vote against or of abstention to the reading and approval of the Minutes of the Annual Stockholders' Meeting on August 9, 2019.

3. Ratification of the Acts of the Board of Directors/Corporate Officers

The Corporate Secretary explained that the acts, proceedings, transactions, and resolutions of the Board of Directors and Officers from August 9, 2019 up to July 24, 2020 being sought for ratification were all conducted in the ordinary course of business and were reflected in the minutes of all the Board of Directors and in accordance with good corporate practice, which are on file with the Corporate Secretary and available for inspection upon the request of any stockholder.

Upon motion duly made and seconded by the stockholders, the following resolution was approved, confirmed and ratified by 99.9% of total outstanding common and preferred shares. No stockholder indicated a vote against or of abstention to the ratification of the above-mentioned acts.

4. Election of Directors

The Company's President reported that the names of the five (5) nominees for election and approved by the Nomination Committee for nomination in accordance with the By-laws of the Corporation. Thereafter, upon motion duly made and seconded by the stockholders, the following nominees were approved

for election by 99.9% of the total outstanding common and preferred shares, present or represented at the meeting.

Name of Nominee	No. of Votes
Felipe L. Gozon	99.9%
Joel Marcelo G. Jimenez	99.9%
Gilberto R. Duavit, Jr.	99.9%
Artemio V. Panganiban (Independent Director)	99.9%
Jaime C. Laya (Independent Director)	99.9%

No stockholder indicated a vote against or of abstention to the election of the foregoing Directors.

5. Annual Report of the President and Chief Executive Officer

After the President and CEO's report, a stockholder moved for the approval of the President/CEO's Annual Report together with the Financial Statements for the period ending December 31, 2019, and the motion was seconded by another stockholder. The resolution noting and approving the report of the President/CEO was approved by 99.9% of the total outstanding common and preferred shares. No stockholder indicated his or her vote against or of abstention to the Annual Report of the President and CEO.

6. Election of the External Auditor

The Chairman of the Audit Committee informed the stockholders that the Committee has reviewed the performance and the proposed fees of the current external auditor and recommended Sycip Gorres and Velayo & Co., for election as External Auditor.

Upon motion duly made and seconded, 99.9% total outstanding common and preferred shares approved the election of Sycip, Gorres and Velayo as External Auditor. No stockholder indicated a vote against or of abstention to the election of Sycip, Gorres and Velayo as External Auditor.

For information on the directors, stockholders and officers who attended the meeting kindly access the minutes of the July 24, 2020 Stockholders' Meeting through the following link:

https://aphrodite.gmanetwork.com/corporate/disclosures/1-ghi_-_minutes_of_the_2020_asm_1596449324.pdf

Item 16. Matters Not Required to be Submitted

All actions or matters to be submitted in the meeting will require the vote of the security holders.

Item 17. Amendment of Charter, Bylaws or Other Documents

On November 11, 2020 the Board of Directors of the Corporation approved to amend the Third Article of the Company's Amended Articles of Incorporation to reflect the new principal office of the Corporation in Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig City, Philippines. The proposed amendment is being submitted to the stockholders for approval.

Item 18. Other Proposed Action

None other than the action discussed under Item 17 above.

Item 19. Voting Procedures

- (a) Vote Required: Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote. However, under Philippine law, certain proposed actions may require the vote of at least two thirds (2/3) of the outstanding capital stock of the Company. The manner of voting is non-cumulative, except as to the election of directors. However, there will be no election of directors in the scheduled Special Stockholders' Meeting.
- (b) Voting on the matter for approval shall be done by yeas or nays during the meeting.
- (c) The Corporate Secretary of the meeting shall be responsible for the tabulation and verification of the votes.

No director or executive officer has any substantial interest, direct or indirect by security holdings or otherwise in any way of the matter to be taken upon during the meeting. The Company has not received any information that an officer, director or stockholder intends to oppose the action to be taken at the Special Stockholders' Meeting.

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

GMA HOLDINGS, INC.
9/F GMA NETWORK CENTER
EDSA corner Timog Avenue
Diliman, Quezon City

Attention: Ronaldo P. Mastrili
 Chief Accounting Officer

Copies of the latest unaudited Interim Financial Statements can be accessed through the website used by GMA Holdings, Inc.: https://aphrodite.gmanetwork.com/corporate/disclosures/1-ghi__3q_2020__17q_1605512565.pdf and through PSE Edge. Hard copies thereof and management discussion may be available upon written request therefor by the stockholder. The availability of the IFS on the said website as well as the availability thereof upon request shall be published in two (2) newspapers of general circulation five (5) days before the meeting.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on MARCH 3, 2021

GMA HOLDINGS, INC.

By:



ANNA TERESA M. GOZON-VALDES

Corporate Secretary

MANAGEMENT'S REPORT

I. Business

GMA Holdings, Inc., (the "Company" or "GHI") was incorporated on February 15, 2006. As a holding Company, its primary purpose is to invest in, purchase, or otherwise acquire own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property, including, but not limited to stocks, bonds and debentures. The Company has no subsidiaries.

The Philippine Deposit Receipts ("PDRs") relating to the GMA Network Inc.'s Common Shares issued by the Company were listed with the Philippine Stock Exchange ("PSE") on July 30, 2007.

GHI does not engage in any other business or purpose except in relation to the issuance of the PDRs relating to the GMA Network, Inc. common shares ("Common Shares") for as long as the PDRs are outstanding. GHI has undertaken to perform the obligations under the PDRs and the acquisition and holding of the Common Shares underlying the PDRs, which includes maintaining the listing with the PSE, and maintaining its status as a Philippine person for as long as Philippine law prohibits ownership of Common Shares by non-Philippine persons.

The registered office address of the Company is Unit 5D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City (in the process of being amended to Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig City, Philippines).

Transactions with/and or dependence on related parties:

Not applicable.

Employees

The Company had no full-time employees as of January 30, 2021 and does not anticipate in hiring any employees within the next 12 months. No labor unions are present within the Company.

II. Properties

The Company does not own any real property. The Company does not lease any real property and does not intend to acquire any within the next 12 months.

III. Legal Proceedings

The Company is not, and has not been, a party to any legal proceeding.

IV. Market for Issuer's Common Equity and Related Stockholder Matters

Market Information

The Company first offered PDRs relating to GMA Network, Inc. Common Shares on July 30, 2007. These PDRs were listed on the Philippine Stock Exchange on the same date.

The Company first offered PDRs relating to GMA Network, Inc. Common Shares on July 30, 2007. These PDRs were listed on the Philippine Stock Exchange on the same date.

Stock Prices GMAP

Period in 2020	Highest Closing	Lowest Closing
1 st Qtr	5.49	4.80
2 nd Qtr	5.29	4.52
3 rd Qtr	5.5	4.42
4 th Qtr	5.95	4.75

GMA Holdings, Inc.'s Philippine Deposit Receipts (PDRs) have been listed with the Philippine Stock Exchange since 2007. The price information as of the close of the latest practicable date 1 March 2021 is P6.87 for GMAP (PDRs).

From January 4, 2021 to February 15, 2021 the highest closing price of GMAP (PDRs) was P6.68, and the lowest closing price was P5.76.

Holders

The total number of shareholders as of January 30, 2021 was seven. The number of shares subscribed as of January 30, 2021 was 10,000 or P100,000.00. All the common shareholders of are listed hereunder:

Name of Shareholder	No. of Shares Subscribed	Percentage of Ownership
Felipe L. Gozon	3,330	33.30
Gilberto R. Duavit, Jr.	3,330	33.30
Joel Marcelo G. Jimenez	3,330	33.30
Artemio V. Panganiban	4	.04
Manuel P.	4	.04
Quiogue(deceased)		
Jaime C. Laya	1	.01
Felipe S. Yalong	1	.01
Total	10,000	100.00

Dividend Information

Dividends shall be declared only from the surplus profits of the Company and shall be payable at such times and in such amounts as the Board of Directors shall determine, either in cash, shares or property of the Company, or a combination of the three, as said Board of Directors shall determine. The declaration of stock dividends, however, is subject to the approval of at least two-thirds of the outstanding capital stock. No dividend which will impair the capital of the Company shall be declared.

Cash Distribution to the Company's PDR Holders

On June 8, 2020, the Company approved a cash distribution to the PDR holders of Php .30 per share or at the same dividend rate that was paid by GMA Network, Inc. to its common shareholders. The cash distribution in the amount of Php 0.30 per PDR was distributed to the PDR holders as of June 24, 2020 and was paid out to the PDR Holders on July 16, 2020.

On March 29, 2019 the Company approved a cash distribution to the PDR holders of Php .45 per share or at the same dividend rate that was paid by GMA Network, Inc. to its common shareholders. The foregoing cash distribution in the amount of Php 0.45 per PDR was distributed to the PDR holders as of April 22, 2019 and was paid out to the PDR Holders on May 15, 2019.

On April 5, 2018 the Company approved a cash distribution to the PDR holders of Php 0.50 per share or at the same dividend rate that was paid by GMA Network, Inc. to its common, shareholders. The foregoing cash distribution in the amount of Php 0.50 per PDR was distributed to the PDR holders as of April 23, 2018 and was paid out to the PDR holders on May 16, 2018.

On March 27, 2017, the Company approved a cash distribution to the PDR holders of Php 0.73 per share or at the same dividend rate that was paid by GMA Network, Inc. to its common, shareholders. The foregoing cash distribution in the amount of Php 0.73 per PDR was distributed to the PDR holders as of April 20, 2017 and was paid out to the PDR holders on May 16, 2017.

On April 8, 2016, the Company approved a cash distribution to the PDR holders of P0.40 per PDR or at the same dividend rate that was paid by GMA Network, Inc. to its common shareholders. The foregoing cash distribution in the amount P0.40 per PDR was distributed to PDR Holders as of April 25, 2016 and was paid out to the PDR holders on May 17, 2016.

Cash Dividends to Common Shareholders

On April 13, 2020, the Board of Directors approved the Company's declaration and distribution of Php 1,300,000.00 cash dividends from the retained earnings of the Corporation as of December 31, 2019 and was paid out to the Company's common stockholders on May 22, 2020.

On March 29, 2019, the Board of Directors approved the Company's declaration and distribution of Php 2,210,000.00 cash dividends from the retained earnings of the Company as of December 31, 2018 and was paid out to the Company's common stockholders on May 14, 2019.

On April 5, 2018, the Board of Directors approved the Company's declaration and distribution of Php 3,100,000.00 cash dividends from the retained earnings of the Company as of December 31, 2016 and was paid out to the Company's common stockholders on May 16, 2018.

On March 27, 2017, the Board of Directors approved the Company's declaration and distribution of Php 1,000,000.00 cash dividends from the retained earnings of the Company as of December 31, 2016 and was paid out to the Company's commons stockholders on May 9, 2017.

On April 8, 2016, the Board of Directors approved the Company's declaration and distribution of Php 600,000.00 cash dividends from the retained earnings of the Company as of December 31, 2015 and was paid out to the Company's common stockholders on May 17, 2016.

The Company has not and will not engage in any other business or purpose except in relation to the issuance of the PDRs relating to the underlying GMA Network Inc. Common Shares for as long as the PDRs are outstanding.

Any cash dividends distributed in respect of the GMA Network Inc. Common Shares underlying the PDRs received by the Company shall be applied towards its operating expenses then due for the preceding and current year. A further amount equal to the operating expenses in the preceding year shall be set aside to meet operating or other expenses for the succeeding year. Amounts remaining in excess of such requirements shall be distributed pro rata amongst the outstanding PDRs holders pursuant to the Philippine Deposit Receipt Instrument.

Whenever the Company shall receive or become entitled to receive from the GMA Network, Inc. any distribution in respect of the Common Shares which consists of a free distribution of Common Shares, the Company shall grant additional PDRs to holders in respect of such distributions pursuant to the Philippine Deposit Receipt Instrument.

Whenever the Company shall receive or become entitled to receive from the GMA Network, Inc. any distribution in securities (other than Common Shares) or in other property (other than cash) in respect of the Common Shares subject to the PDRs, the Company shall forthwith procure delivery of such securities or other property pro rata to PDR holders or otherwise to the order of the PDR holder pursuant to the Philippine Deposit Receipt Instrument, subject to compliance with applicable laws and regulations in the Philippines and the restriction against foreign ownership in mass media.

There are no restrictions on the Company's ability to pay dividends on common equity.

Recent Sales of Unregistered or Exempt Securities

No sale of unregistered or exempt securities of the Company has occurred within the past three years.

V. Management's Discussion and Analysis or Plan of Operation.

The following discussion should be read in conjunction with the Financial Statements of the Company that are incorporated into this Information Statement by reference. Such Financial Statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS).

As discussed in the previous section, the Company has not and will not engage in any other business or purpose except in relation to the issuance of the PDRs relating to the underlying GMA Network, Inc. Common Shares for as long as the PDRs are outstanding.

Any cash dividends or other cash distributions distributed in respect of Common Shares received by the Company (or the Pledge Trustee on its behalf) shall be applied toward the operating expenses then due (including but not limited to applicable taxes, fees and maintenance costs charged by the Philippine Stock Exchange) of the Company (the "Operating Expenses") for the current and preceding year (as certified by an independent auditor). A further amount equal to the operating expenses in the preceding year (as certified by an independent auditor) (the "Operating Fund") shall be set aside to meet operating or other expenses for the succeeding year. Any amount in excess of the aggregate of the Operating Expenses paid and the Operating Fund for such period (as certified by the independent auditor of the PDR Issuer) shall be distributed to the PDR holders pro rata on the first Business Day after such cash dividends are received by the Company.

On March 29, 2019 the Company's BOD approved a cash distribution to the PDR holders of Php 0.45 per PDR totaling to Php 329.2 million to all PDR holders as of April 22, 2019.

On April 5, 2018 the Company's BOD approved a cash distribution to the PDR holders of Php 0.50 per PDR totaling to Php 371.96 million to all PDR holders as of April 23, 2018.

On March 27, 2017, the Company's BOD approved a cash distribution to the PDR holders of P0.73 per PDR totaling to P595.24 million to all PDR holders as of April 20, 2017.

On April 8, 2016, the Company's BOD approved a cash distribution to the PDR holders of P0.40 per PDR totaling to P338.54 million to all PDR holders as of April 25, 2016.

On March 30, 2015, the Company's BOD approved a cash distribution to PDR holders of P0.25 per PDR totaling to P211.75 million to all PDR holders as of April 24, 2015.

KEY PERFORMANCE INDICATORS

The Company's key performance indicators are focused on the dividends it receives to meet its obligations to the PDR holders and monitor cash and cash equivalents levels to meet its obligations with respect to the Company's current and preceding year's operation.

RESULTS OF OPERATIONS OF GMA HOLDINGS, INC.

For the years ended December 31, 2019 and 2018

GMA Holdings Inc. ended the year with a total comprehensive income amounting to P2.73 million, 92% higher than the previous year's total comprehensive income of P1.42 million, due to higher interest income and unrealized gain on debt instrument at FVOCI. Net income after tax settled at P1.29 million, a decrease of P983 thousand from last year's net income after tax of P2.27 million. This year's revenues reached P2.66 million, a decline of 28% or P1.06 million from last year's level of P3.71 million mainly brought about by the decrease in exercise fees. However, interest income grew to P2.38 million in 2019 versus P2.00 million in 2018 due to higher interest income earned on cash placement.

Operating expenses for the year 2019 totaled P948 thousand vis-a-vis P1.01 million in 2018 mainly due to the decrease in listing fees amounting to P393 thousand as compared with P455 thousand in 2018 due to lower market cap, lower local business tax of P36 thousand from last year's P38 thousand due to lower 2018 tax base, lower PDR conversion, and lower transportation expenses.

On April 13, 2020 the Board of Directors approved the cash dividend of P1.30 million to be paid to the common stockholders from the retained earnings of the Company as of December 31, 2019.

Financial Condition. Total assets amounted to P49.67 million, higher by 2% than last year's P48.85 million primarily due to the increase in Debt instrument at FVOCI and Accounts receivable and other current assets.

For the years ended December 31, 2018 and 2017

GMA Holdings Inc. ended the year 2018 with a total comprehensive income amounting to Php 1.42 million, 49% lower than the previous year's total comprehensive income of Php 2.77 million, due to lower exercise fees of Php 1.71 million generated from the conversion of 38,392,800 PDR shares to common shares as compared to Php 2.80 million exercise fees from 62,722,000 PDR shares converted in 2017. Likewise, net income after tax settled at Php 2.27 million, a decrease of Php 760 thousand from last year's net income after tax of Php 3.03 million. This year's revenues reached Php 3.71 million, a decline of 21% or Php 1.01 million from last year's level of Php 4.72 million mainly brought about by the decrease in exercise fees as mentioned earlier. However, interest income grew to Php 2.00 million in 2018 versus Php 1.92 million in 2017 due to higher interest income earned on cash placement.

Operating expenses for the year 2018 totaled Php 1.01 million vis-a-vis Php 1.11 million in 2017 mainly due to the decrease in listing fees amounting to Php 455 thousand as compared with Php 498 thousand in 2017 due to lower market cap. Also, professional fees decreased to Php 475 thousand versus Php 518 thousand in 2017, which included the accrual of audit fee, BDO trust fee and legal fee. On the other hand, Local business tax went up to Php 38 thousand from last year's Php 35 thousand due to higher 2017 tax base used in assessing the 2018 business tax payment.

On March 29, 2019, the Board of Directors approved the cash dividend of Php 2.21 million to be paid to the common stockholders from the retained earnings of the Company as of December 31, 2018.

Financial Condition. Total assets amounted to Php 48.85 million, lower by 3% than last year's Php 50.51 million primarily due to the decreases in Available-for-sale (AFS) investment and Accounts receivable subsequent to higher exercise fees.

For the years ended December 31, 2017 and 2016

GMA Holdings Inc. ended the 2017 with a total comprehensive income amounting to Php 2.77 million, 164% higher than last year's total comprehensive income of Php 1.05M, due to higher exercise fees of Php 2.80 million generated from the conversion of 62,722,000 PDR shares to common shares as compared to Php 508 thousand exercise fees from 11,387,000 PDR shares converted in 2016. Likewise, net income after tax grew to Php 3.03 million, an increase of Php 2.00 million from last year's net income after tax of Php 1.03 million. This year's revenues reached Php 4.72 million, an improvement of 88% or Php 2.21 million from last year's level of Php 2.51 million mainly brought about by the increase in exercise fees as mentioned earlier. Interest income, however, declined to Php 1.92 million in 2017 versus Php 2.00 million in 2016 due to lower interest income earned on cash placement.

Operating expenses for the year 2017 totaled Php 1.11 million vis-a-vis Php 1.06 million in 2016 mainly due to the increase in professional fees to Php 518 thousand versus Php 383 thousand in 2016. Local business tax went up to Php 35 thousand from last year's Php 32 thousand due to higher 2016 tax base used in assessing the 2017 business tax payment. On the other hand, listing fees amounted to Php 498 thousand, a decrease of 19% as compared with Php 614 thousand in 2016 due to the offshoot of lower market cap.

On April 5, 2018, the Board of Directors approved the cash dividend of Php 3.10 million to be paid to the common stockholders from the retained earnings of the Company as of December 31, 2017.

Financial Condition. Total assets amounted to Php 50.51 million, higher by 4% than last year's Php 48.71 million primarily due to the increase in cash and cash equivalents, on account of interest received from Unicapital cash placement and Available-for-sale (AFS) investment. Receivables also increased subsequent to higher exercise fees.

For the years ended December 31, 2016 and 2015

GMA Holdings Inc. ended the year 2016 with a total comprehensive income amounting to Php 1.05 million, a reversal from previous year's Php 91 thousand total comprehensive loss due to 2016 unrealized gain on Available-for-sale (AFS) investment of Php 20 thousand, brought about by changes in its fair value. Likewise, net income after tax amounted to Php 1.03 million, an increase of Php 397 thousand from 2015 net income after tax of Php 635 thousand mainly due to higher revenues coupled with lower operating expenses. Revenues for 2016 reached Php 2.51 million, an improvement of 17% or Php 363 thousand from previous year's level of Php 2.14 million mainly brought about by the increase in exercise fees generating Php 508 thousand from the conversion of 11,387,000 PDR shares to common shares compared with Php 89 thousand from the 1,995,900 PDR shares converted during the same period of 2015. Interest income, however, declined to Php 2.00 million in 2016 versus Php 2.05 million in 2015 due to lower interest income earned on cash placement.

Operating expenses for the year 2016 totaled Php 1.06 million vis-a-vis Php 1.09 million in 2015 mainly due to the decrease in professional fees to Php 308 thousand versus Php 400 thousand in 2015. On the other hand, listing fees amounted to Php 614 thousand, an increase of 7% as

compared with Php 576 thousand in 2015 due to the offshoot of higher market cap. Local business tax went up to Php 32 thousand from previous year's Php 20 thousand due to higher 2015 tax base used for 2016 payment.

On March 27, 2017, the Board of Directors approved the Company's cash dividend declaration of Php 1.00 million to its common stockholders from the retained earnings of the Company as of December 31, 2016.

Financial Condition. Total assets amounted to Php 48.71 million, a tad higher than Php 48.22 million in 2015, primarily due to the increase in accounts receivable caused by more conversion of PDR shares to common shares in 2016.

KEY VARIABLE AND OTHER QUALITATIVE OR QUANTITATIVE FACTORS

- i. Trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

As of December 31, 2019, there were no known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

- ii. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration or an obligation.

As of December 31, 2019, there were no events which may trigger a direct or contingent financial obligation that is material to the Company.

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

There were no off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relations of the company with unconsolidated entities or other persons created as of December 31, 2019.

- iv. Material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures.

For the period January 1, 2019 to December 31, 2019, there were no material commitments for capital expenditures.

- v. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

The Company's results of operations depend largely on its ability to meet PDR holders' expectations to receive cash distributions from the dividends it receives and to monitor cash and cash equivalents levels to meet its obligations with respect to the Company's current and preceding year's operation. As of December 31, 2019, there were no known trends, events or uncertainties that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

vi. Significant elements of income or loss that did not arise from the issuer's continuing operations.

As of December 31, 2019, there were no significant elements of income or loss that did not arise from the issuer's continuing operations.

vii. Causes for Material Changes in the Financial Statements

Statements of Financial Position (December 31, 2019 vs. December 31, 2018)

- o Current assets decreased by P695 thousand to P28.43 million, mainly as a result of the decrease in Cash and cash equivalents.
- o Current liabilities increased by P228 thousand to P47.95 million due to the VAT payable, unpaid professional and audit fees.

viii. Seasonal aspects that had a material effect on the financial condition or results of operations.

As of December 31, 2019, there are no seasonal aspects that had a material effect on the financial condition or results of operations.

INTERIM PERIODS

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

GMA Holdings Inc. ended the first nine months of 2020 with a net income after tax of ₱ 972 thousand, 1% lower from last year's net income after tax of ₱978 thousand as a result of lower revenues.

Revenues for the first three quarters of 2020 registered at ₱1.95 million, 4% lower versus last year's ₱2.02 million. Interest income decreased to ₱872 thousand from last year's ₱1.82 million, due to lower interest rate on cash placement and absence of interest income from investment in debt instrument. However, the company recorded a cumulative exercise fees from conversion amounting to ₱1.07 million, a huge 438% increase from ₱200 thousand reported last year. As of September 2020, 24,043,900 PDRs were converted to common shares versus 4,470,700 PDRs for the same period in 2019.

For the nine months ended September 30, 2020, operating expenses amounted to ₱728 thousand vis-a-vis ₱720 thousand in 2019 mainly due to higher listing fees, PDR conversion fees, rental expense and per diem. However, this year's professional fees ended lower at ₱324 thousand versus ₱356 thousand last year, which include accrual of audit fee and BDO trust fee.

Year-to-date listing fees of ₱298 thousand went up by only 1% from last year's ₱295 thousand. The ₱99 thousand unexpired portion of listing fee was included under "Prepaid expenses and other current assets" in the statements of financial position. Moreover, PDR conversion fees from January to September 2020 increased to ₱4,659

versus last year's ₱1,966, due to higher number of PDRs converted to common shares this year versus comparative period. Year-to-date transportation and miscellaneous expenses amounting to ₱11 thousand were incurred, primarily for the delivery service of PDR dividend checks to PDR holders and bank charges.

Financial Condition

Total assets as of September 30, 2020 amounted to ₱49.32 million, lower by 1% from ₱49.67 million as of end-2019 primarily due to the redemption of debt instrument at fair value through other comprehensive income.

KEY PERFORMANCE INDICATORS

The Company's key performance indicators are focused on the dividends it receives to meet PDR holders' expectations and monitor cash and cash equivalents levels to meet its obligations with respect to the Company's current and preceding year's operation.

KEY VARIABLE AND OTHER QUALITATIVE OR QUANTITATIVE FACTORS

- a) Trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

As of September 30, 2020, there were no known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

- b) Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration or an obligation.

As of September 30, 2020, there were no events which may trigger a direct or contingent financial obligation that is material to the Company.

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

There were no off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created as of September 30, 2020.

- d) Material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures.

For the period January 1, 2020 to September 30, 2020, there were no commitments for capital expenditures.

- e) Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

The Company's results of operations depend largely on its ability to meet PDR holders' expectations from the dividends it receives and to monitor cash and cash equivalents levels to meet its obligations with respect to the Company's current and preceding year's operation. As of September 30, 2020, there were no known trends, events or uncertainties that were reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

- f) Any significant elements of income or loss that did arise from the issuer's continuing operations.

As of September 30, 2020, there were no significant elements of income or loss that did arise from the issuer's continuing operations.

- g) Causes for material changes in the Financial Statements.
Statements of Financial Position [September 30, 2020 (Unaudited) vs. December 31, 2019 (Audited)]

- Current assets increased by ₱20.88 million to ₱49.32 million, mainly as a result of the Note redemption.
- Current liabilities increased by ₱209 thousand to ₱48.16 million, mainly as a result of accrued expenses and income tax payable.

- h) Seasonal aspects that had a material effect on the financial condition or results of operations.

As of September 30, 2020, there were no seasonal aspects that had a material effect on the financial condition or results of operations.

Copies of the latest unaudited Interim Financial Statements can be accessed through the website used by GMA Holdings, Inc.: https://aphrodite.gmanetwork.com/corporate/disclosures/1-ghi_3q_2020__17q_1605512565.pdf and through PSE Edge. Hard copies thereof and management discussion may be available upon written request therefor by the stockholder. The availability of the IFS on the said website as well as the availability thereof upon request shall be published in two (2) newspapers of general circulation five (5) days before the meeting.

VI. Corporate Governance

The Board of Directors has established a set of policies and initiatives to ensure that GMA Holding's business practices are compliant with the best practices in corporate governance. The Company has adopted a Revised Manual on Corporate Governance to institutionalize the Company's adherence to these principles. This Revised Manual clearly sets out the principles of good management and defines the specific responsibilities of the Board, the Board Committees, and management within the over-all governance framework.

The Revised Manual sets out the principles of good management and defines the specific responsibilities of the Board, the Board Committees, and Management within the over-all governance framework.

The Revised Manual conforms to the requirements of the Philippine Securities and Exchange Commission and covers policies, among others:

(a) independent directors, (b) key board committees (e.g. Executive Committee, Nomination Committee, Audit Committee, Compensation and Remuneration Committee); (c) independent auditors, (d) internal audit, (e) disclosure system of company's governance policies, (f) stockholder rights, (g) monitoring and assessment, and (h) penalties for non-compliance.

To ensure adherence to corporate governance, the Board designated a Compliance Officer. The Compliance Officer is responsible for monitoring compliance by the Company with the provisions and requirements of good corporate governance.

Based on the 2017 Revised Manual on Corporate Governance and 2020 Revised Manual on Corporate Governance Manual (which incorporates the applicable provisions of the Revised Corporation Code and related Circulars of this Honorable Commission), as well as the Company's Annual Corporate Governance Report for 2020 filed with the Securities and Exchange Commission, there have been no deviations from the Company's Manual as of date.

VII. Financial Statements

Kindly see attached latest Audited Financial Statements as well as the latest Unaudited Financial Statements (for period ended September 30, 2020) as Annexes "A" and "B" hereof.

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SEC FORM 17-Q
QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended September 30, 2020
2. SEC Identification Number CS200602356
3. BIR Tax Identification No. 244-658-896-000
4. Exact name of issuer as specified in its charter GMA Holdings, Inc.
5. Philippines
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code
7. Unit 5D Tower One, One McKinley Place,
New Bonifacio Global City, Fort Bonifacio, Taguig City 1604
Address of principal office Postal Code
8. (632) 8982-7777
Issuer's telephone number, including area code
9. Not applicable
Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC and Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding.....</u>
Philippine Depositary Receipts (PDRs)	703,621,200

11. Are any or all of the securities listed on a Stock Exchange?
Yes ☒ No ☐

12. Indicate by check mark whether the registrant:

- (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 there under or Sections 11 of the RSA and RSA Rule 11(a)-1 there under, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
Yes ☒ No ☐
- (b) has been subject to such filing requirements for the past ninety (90) days.
Yes ☒ No ☐

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

GMA Holdings Inc. ended the first nine months of 2020 with a net income after tax of ₱972 thousand, 1% lower from last year's net income after tax of ₱978 thousand as a result of lower revenues.

Revenues for the first three quarters of 2020 registered at ₱1.95 million, 4% lower versus last year's ₱2.02 million. Interest income decreased to ₱872 thousand from last year's ₱1.82 million, due to lower interest rate on cash placement and absence of interest income from investment in debt instrument. However, the company recorded a cumulative exercise fees from conversion amounting to ₱1.07 million, a huge 438% increase from ₱200 thousand reported last year. As of September 2020, 24,043,900 PDRs were converted to common shares versus 4,470,700 PDRs for the same period in 2019.

For the nine months ended September 30, 2020, operating expenses amounted to ₱728 thousand vis-a-vis ₱720 thousand in 2019 mainly due to higher listing fees, PDR conversion fees, rental expense and per diem. However, this year's professional fees ended lower at ₱324 thousand versus ₱356 thousand last year, which include accrual of audit fee and BDO trust fee.

Year-to-date listing fees of ₱298 thousand went up by only 1% from last year's ₱295 thousand. The ₱99 thousand unexpired portion of listing fee was included under "Prepaid expenses and other current assets" in the statements of financial position. Moreover, PDR conversion fees from January to September 2020 increased to ₱4,659 versus last year's ₱1,966, due to higher number of PDRs converted to common shares this year versus comparative period. Year-to-date transportation and miscellaneous expenses amounting to ₱11 thousand were incurred, primarily for the delivery service of PDR dividend checks to PDR holders and bank charges.

Financial Condition

Total assets as of September 30, 2020 amounted to ₱49.32 million, lower by 1% from ₱49.67 million as of end-2019 primarily due to the redemption of debt instrument at fair value through other comprehensive income.

KEY PERFORMANCE INDICATORS

The Company's key performance indicators are focused on the dividends it receives to meet PDR holders' expectations and on the close monitoring of cash and cash equivalents levels to meet its obligations with respect to the Company's current and preceding year's operation.

KEY VARIABLE AND OTHER QUALITATIVE OR QUANTITATIVE FACTORS

- a) Trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

As of September 30, 2020, there were no known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

- b) Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration or an obligation.

As of September 30, 2020, there were no events which may trigger a direct or contingent financial obligation that is material to the Company.

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

There were no off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created as of September 30, 2020.

- d) Material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures.

For the period January 1, 2020 to September 30, 2020, there were no commitments for capital expenditures.

- e) Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

The Company's results of operations depend largely on its ability to meet PDR holders' expectations from the dividends it receives and to monitor cash and cash equivalents levels to meet its obligations with respect to the Company's current and preceding year's operation. As of September 30, 2020, there were no known trends, events or uncertainties that were reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

- f) Any significant elements of income or loss that did arise from the issuer's continuing operations.

As of September 30, 2020, there were no significant elements of income or loss that did arise from the issuer's continuing operations.

- g) Causes for material changes in the Financial Statements.

Statements of Financial Position [September 30, 2020 (Unaudited) vs. December 31, 2019 (Audited)]

- Current assets increased by ₱20.88 million to ₱49.32 million, mainly as a result of the Note redemption.
- Current liabilities increased by ₱209 thousand to ₱48.16 million, mainly as a result of accrued expenses and income tax payable.

- h) Seasonal aspects that had a material effect on the financial condition or results of operations.

As of September 30, 2020, there were no seasonal aspects that had a material effect on the financial condition or results of operations.

GMA HOLDINGS, INC.**STATEMENTS OF FINANCIAL POSITION**

	September 30, 2020 Unaudited	December 31, 2019 Audited
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 7, 14 and 15)	₱48,231,716	₱28,063,482
Accounts receivable (Notes 14 and 15)	840,624	306,423
Prepaid expenses and other current assets	242,746	64,613
Total Current Assets	49,315,086	28,434,518
Noncurrent Asset		
Debt instrument at fair value through other comprehensive income (Notes 8, 14 and 15)	-	21,238,953
	₱49,315,086	₱49,673,471
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and other current liabilities (Notes 9, 14 and 15)	₱790,087	₱678,795
Due to shareholders (Notes 13, 14 and 15)	47,271,600	47,271,600
Income tax payable	98,762	1,528
Total Current Liabilities	48,160,449	47,951,923
Noncurrent Liability		
Deferred tax liability	-	71,686
Total Liabilities	48,160,449	48,023,609
Equity		
Capital stock (Note 10)	100,000	100,000
Retained earnings (Note 10)	1,054,637	1,382,595
Unrealized gain on debt instrument at fair value through other comprehensive income (Note 8)	-	167,267
Total Equity	1,154,637	1,649,862
	₱49,315,086	₱49,673,471

See accompanying Notes to Financial Statements.

GMA HOLDINGS, INC.**UNAUDITED STATEMENTS OF COMPREHENSIVE INCOME**

	3rd Quarter Ended September 30			Nine Months Ended September 30		
	2020	2019	2018	2020	2019	2018
REVENUE						
Interest income (Notes 7 and 8)	217,484	600,309	485,331	872,099	1,819,182	1,427,206
Exercise fees (Note 6)	716,339	15,487	244,830	1,073,388	199,585	1,627,277
	933,823	615,796	730,161	1,945,487	2,018,767	3,054,483
OPERATING EXPENSES (Note 11)	259,532	262,209	270,624	728,414	720,112	758,767
INCOME BEFORE INCOME TAX	674,291	353,587	459,537	1,217,073	1,298,655	2,295,716
<i>Current</i>	98,762	310	4,897	105,903	3,992	32,546
<i>Final</i>	32,946	104,163	97,067	139,130	316,988	285,441
PROVISION FOR INCOME TAX (Note 12)	131,708	104,473	101,964	245,033	320,980	317,987
NET INCOME	542,583	249,114	357,573	972,041	977,675	1,977,729
OTHER COMPREHENSIVE INCOME (LOSS)						
Item to be reclassified to profit or loss in subsequent periods -						
Unrealized gain (loss) on debt instrument at fair value through other comprehensive income (Note 8)	-	287,444	(366,482)	(167,267)	1,104,653	(562,612)
TOTAL COMPREHENSIVE INCOME (LOSS)	542,583	536,558	(8,909)	804,774	2,082,328	1,415,117
Basic/Diluted Earnings Per Share (Note 16)	54.26	24.91	35.76	97.20	97.77	197.77

See accompanying Notes to Financial Statements.

GMA HOLDINGS, INC.

**UNAUDITED STATEMENTS OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020, 2019 AND 2018**

	Capital Stock (Note 10)	Retained Earnings (Note 10)	Unrealized Gain (loss) on debt instrument at fair value through Other Comprehensive Income (Note 8)	Total
Balances as at January 1, 2020	100,000	1,382,596	167,267	1,649,862
Net income		972,041		972,041
Other comprehensive loss			(167,267)	(167,267)
Total comprehensive income (loss)	-	972,041	(167,267)	804,774
Cash dividends (Note 10)		(1,300,000)		(1,300,000)
Balances as at September 30, 2020	100,000	1,054,637	-	1,154,637
Balances as at January 1, 2019	100,000	2,305,848	(1,278,262)	1,127,586
Net income		977,674		977,674
Other comprehensive income (loss)			1,104,653	1,104,653
Total comprehensive income (loss)	-	977,674	1,104,653	2,082,328
Cash dividends (Note 10)		(2,210,000)		(2,210,000)
Balances as at September 30, 2019	100,000	1,073,522	(173,609)	999,913
Balances as at January 1, 2018	100,000	3,136,314	(429,499)	2,806,815
Net income		1,977,729		1,977,729
Other comprehensive loss			(562,612)	(562,612)
Total comprehensive income (loss)	-	1,977,729	(562,612)	1,415,117
Cash dividends (Note 10)		(3,100,000)		(3,100,000)
Balances as at September 30, 2018	100,000	2,014,043	(992,111)	1,121,932

See accompanying Notes to Financial Statements.

GMA HOLDINGS, INC.

UNAUDITED STATEMENTS OF CASH FLOWS

	3rd Quarter Ended September 30			Nine Months Ended September 30		
	2020	2019	2018	2020	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES						
Income before income tax	674,294	353,587	459,558	1,217,073	1,298,654	2,295,716
Adjustment for interest income (Notes 7 and 8)	(217,484)	(600,309)	(485,331)	(872,099)	(1,819,182)	(1,427,206)
Operating income (loss) before working capital changes	456,809	(246,722)	(25,793)	344,975	(520,528)	868,510
Decrease (Increase) in:						
Accounts receivable	(429,115)	(17,345)	346,320	(743,435)	(25,845)	589,530
Other current assets	106,823	103,566	108,749	(178,133)	(167,364)	(189,494)
Increase (Decrease) in accounts payable and other current liabilities	113,404	24,865	18,580	111,293	127,637	232,909
Cash flows provided by (used in) operations	247,921	(135,636)	447,856	(465,300)	(586,100)	1,501,455
Interest received	225,547	707,455	514,195	1,081,333	1,940,173	1,393,154
Income taxes paid	(36,749)	(105,808)	(97,066)	(147,799)	(322,404)	(313,090)
Net cash provided by (used in) operating activities	436,720	466,012	864,985	468,234	1,031,669	2,581,519
CASH FLOW FROM INVESTING ACTIVITY						
Redemption of debt instrument at fair value through other comprehensive income	-	-	-	21,000,000	-	-
CASH FLOW FROM A FINANCING ACTIVITY						
Payment of cash dividends (Note 10 and 17)	-	-	-	(1,300,000)	(2,210,000)	(3,100,000)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	436,720	466,012	864,985	20,168,234	(1,178,331)	(518,481)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	47,794,996	27,183,653	27,421,953	28,063,482	28,827,995	28,805,419
CASH AND CASH EQUIVALENTS AT END OF PERIOD (Note 7)	48,231,716	27,649,665	28,286,938	48,231,716	27,649,665	28,286,938

See accompanying Notes to Financial Statements.

GMA HOLDINGS, INC.

NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

GMA Holdings, Inc. (the Company) is incorporated in the Philippines to invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose real and personal property of every kind and description. The registered office address of the Company is 5D Tower One, One McKinley Place, New Global Bonifacio City, Fort Bonifacio, Taguig City. The Company was registered with the Securities and Exchange Commission (SEC) on February 15, 2006.

The accounting and administrative functions of the Company are undertaken by GMA Network, Inc. (GMA), a company under common control.

In 2007, the Company issued Philippine Deposit Receipts (PDRs), which were listed and traded in The Philippine Stock Exchange, Inc. (PSE) (see Note 6).

The Company will not engage in any business or purpose other than in connection with the issuance of the PDRs, the performance of the obligations under the PDRs and the acquisition and holding of the underlying shares of GMA in respect of the PDRs issued. This includes maintaining the Company's listing with the PSE and maintaining its status as a Philippine person for as long as the Philippine law prohibits ownership of GMA's shares by non-Philippine person.

No reportable segment information is presented as the Company's limited operations are adequately presented in the statements of comprehensive income.

2. Basis of Preparation and Statement of Compliance

Basis of Preparation

The financial statements of the Company have been prepared on a historical cost basis, except for debt instrument at fair value through other comprehensive income (FVOCI) which are measured at fair value. The financial statements are presented in Philippine peso, which is the Company's functional and presentation currency. All values are rounded to the nearest peso, except when otherwise indicated.

Statement of Compliance

The Company's financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS).

3. Summary of Significant Changes in Accounting Policies and Disclosures

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except for the following new pronouncements which the Company adopted starting January 1, 2020. The adoption of these pronouncements did not have significant impact on the Company's financial position or performance unless otherwise indicated.

- Amendments to PFRS 3, *Definition of a Business*

The amendments to PFRS 3 clarify the minimum requirements to be a business, remove the assessment of a market participant's ability to replace missing elements, and narrow the definition of outputs. The amendments also add guidance to assess whether an acquired process is substantive and add illustrative examples. An optional fair value concentration test is introduced which permits a simplified assessment of whether an acquired set of activities and assets is not a business.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

These amendments are currently not applicable to the Company but may apply on future business combinations of the Company.

- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

The amendments refine the definition of material in PAS 1 and align the definitions used across PFRSs and other pronouncements. They are intended to improve the understanding of the existing requirements rather than to significantly impact an entity's materiality judgements.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

The Company is currently assessing the potential effect of the amendments on its financial statements.

Effective beginning on or after January 1, 2021

- PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

PFRS 17 is effective for reporting periods beginning on or after January 1, 2021, with comparative figures required.

The standard is not applicable to the Company since it is not engaged in providing insurance nor issuing insurance contracts.

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board (IASB) completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Adoption of these amendments are not expected to have any impact to the Company.

4. Summary of Significant Accounting Policies

Current versus Noncurrent Classification

The Company presents assets and liabilities in statement of financial position based on current/noncurrent classification.

An asset as 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 and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

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 assets and liabilities as poncurrent.

Deferred tax assets and liabilities are classified as noncurrent.

Cash and Cash Equivalents

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

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

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

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

The Company determines the policies and procedures for both recurring and non-recurring fair value measurements. At each reporting date, the management analyzes the movements in the values of assets and liabilities which are required to be remeasured or reassessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

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

Details as to how the fair value of assets and liabilities are measured are provided in Note 15.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial Recognition and Measurement. Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, FVOCI and fair value through profit or loss (FVTPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under PFRS 15.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

The Company has no financial assets at FVTPL as at September 30, 2020.

Subsequent Measurement. For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVTPL

The Company's financial assets are under the financial assets at amortized cost and financial assets at FVOCI with recycling of cumulative gains and losses classification.

- *Financial Assets at Amortized Cost (Debt Instruments).* This category is the most relevant to the Company. The Company measures financial assets at amortized cost if both of the following conditions are met:
 - The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

As at September 30, 2020 and December 31, 2019, the Company's cash and cash equivalents and accounts receivable are classified under this category.

- *Financial Assets at FVOCI (Debt Instruments).* The Company measures debt instruments at FVOCI if both the following conditions are met:
 - The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in statement of comprehensive income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

As at September 30, 2020 and December 31, 2019, the Company's unquoted debt security is classified under this category.

Derecognition of Financial Assets. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Company also recognizes an associated

liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of Financial Assets. The Company recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash and cash equivalents, and debt instrument at FVOCI, the Company applies the low credit risk simplification. The Company evaluates whether the debt instrument is considered to have low credit risk based on the external credit rating of the debt instrument. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Company's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the loss allowance will be based on the lifetime ECL. The Company assesses that there is a significant increase in credit risk of a financial asset when default occurs.

For trade-related accounts receivable, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. For other receivables, the Company applies the general approach and calculates ECL based on the 12-month ECLs or lifetime ECLs, depending on whether there has been a significant increase in credit risk on the financial instruments since initial recognition.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial Liabilities

Initial Recognition and Measurement. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's accounts payable and other current liabilities (excluding deferred output VAT) and due to shareholders are included under this category.

Subsequent Measurement. The subsequent measurement of financial liabilities depends on their classification as described below.

Payables. After initial recognition, payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as interest expense in the statement of comprehensive income.

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

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously. The Company assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Company and all of the counterparties.

Equity

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

Retained Earnings. Retained earnings represent the Company's accumulated earnings, net of dividends declared.

Dividends. The Company recognizes a liability to make cash distribution to its equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in the Philippines, a distribution is authorized when it is approved by the BOD. A corresponding amount is recognized directly in the equity. Dividends for the year that are approved after the financial reporting date are dealt with as an event after the reporting date.

Revenue Recognition

- a. Revenue from Contracts with Customers Upon Adoption of PFRS 15

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Revenue is recognized when the Company satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognized is the amount allocated to the satisfied performance obligation.

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

Exercise Fees. Revenue is recognized at a point in time upon conversion of PDRs to common shares.

b. Revenue Recognition Outside the Scope of PFRS 15

Interest Income. Revenue is recognized as the interest accrues, taking into account the effective yield on the asset.

c. Revenue Recognition Prior to Adoption of PFRS 15

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when payment is received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all its revenue arrangements.

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

Exercise Fees. Revenue is recognized upon conversion of PDRs to common shares.

Interest Income. Revenue is recognized as the interest accrues, taking into account the effective yield on the asset.

Expenses

Expenses presented as "Operating expenses" account in the statement of comprehensive income are recognized as incurred.

Taxes

Current Income Tax. Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted at reporting date.

Current income tax relating to items recognized directly in equity is recognized in equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in

which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and net operating loss carryover (NOLCO), to the extent that it is probable that taxable income will be available against which the deductible temporary differences, and the carryforward benefits of excess MCIT over RCIT and NOLCO can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries and associates and interest in joint arrangements, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable income will be available against which the temporary differences can be utilized.

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

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates applicable to the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been to be enacted or substantively enacted at the reporting date.

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

Income tax relating to OCI is recognized in OCI section of the statements of comprehensive income.

Value-added Tax (VAT). Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the statement of financial position to the extent of the recoverable amount.

The net amount of VAT recoverable from, or payable to, the taxation authority is presented as "Input value-added tax" or part of "Accounts payable and other current liabilities" accounts in the statement of financial position, respectively.

Earnings per Share (EPS)

Basic EPS amounts are calculated by dividing net income for the year by the weighted average number of ordinary shares outstanding during the year. The Company has no dilutive potential common shares outstanding, therefore, basic EPS is the same as diluted EPS.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) where, as a result of a past event, it is probable that an outflow of assets embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain.

Contingencies

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

Events after the Reporting Date

Post year-end events that provide additional information about the Company's position at the reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.

5. Summary of Significant Accounting Judgments, Estimates and Assumptions

The preparation of the financial statements in compliance with PFRS requires the Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be determinable under the circumstances.

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

Determining Fair Value of Debt Instrument at FVOCI. The Company has no intention of selling its debt instrument at FVOCI in the near term. It is being held indefinitely and may be sold in response to liquidity requirements or changes in market condition.

Since the debt instrument at FVOCI is not traded in an active market, the fair value is determined using appropriate valuation technique, which is the discounted cash flow methodology. The inputs to the model are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair value.

The determination of the fair value of the debt instrument at FVOCI is discussed in Note 15.

Estimating Realizability of Deferred Income Tax Assets. The Company's assessment on the recognition of deferred income tax assets on carryforward benefits of NOLCO and excess MCIT is based upon the likely timing and level of forecasted taxable income in the subsequent periods. This forecast is based on the Company's future expectations on revenue and expenses.

The Company did not recognize deferred income tax assets amounting to ₱0.21 and ₱0.24 million as at September 30, 2020 and December 31, 2019, respectively, as management believes that sufficient taxable profit will not be available against which the deductible temporary differences can be utilized (see Note 12).

6. Philippine Deposit Receipts

On July 30, 2007 and August 21, 2007, the Company issued 822,115,000 and 123,317,000 PDRs relating to GMA shares, respectively. Total number of issued PDRs is 945,432,000 for a consideration of ₱8.50 per share or ₱8,036,172,000.

Each PDR grants the holders, upon payment of the exercise price and subject to certain other conditions, the delivery of one GMA share or the sale of and delivery of the proceeds of such sale of one GMA share. The Company remains to be the registered owner of the GMA shares covered by the PDRs. The Company also retains the voting rights over the GMA shares.

The GMA shares are still subject to ownership restrictions on shares of corporations engaged in mass media and GMA may reject the transfer of shares to persons other than Philippine nationals. The PDRs were listed in the PSE on July 30, 2007, and the same may be exercised at any time from said date. Any cash dividends or other cash distributions in respect of GMA shares received by the Company shall be applied toward the operating expenses of the Company for the current and preceding years. A further amount equal to the operating expenses in the preceding year shall be set aside to meet operating or other expenses for the succeeding years. Any amount in excess of the aggregate of the operating expenses paid and the operating fund for such period shall be distributed to PDR holders pro-rata on the first business day after such cash dividends are received by the Company.

Upon exercise of the PDRs, an exercise price of ₱0.05 (VAT inclusive) per share shall be paid by the PDR holders. The exercise price is shown as "Exercise fees" account in the statement of comprehensive income. Exercise fees amounted to ₱1.07 million, ₱0.20 million and ₱1.63 million for the nine-month period ended September 30, 2020, 2019 and 2018, respectively.

Immediately prior to the closing of the PDR offering and additional issuances described above, GMA, to which the Company is affiliated, transferred 945,432,000 GMA shares to the Company in relation to which the PDRs were issued. For as long as the PDRs are not exercised, the shares underlying the PDRs will continue to be registered in the name of, and owned by the Company, and all rights pertaining to these shares, including voting rights, shall be exercised by the Company. The obligations of the Company to deliver the GMA shares on exercise of the right contained in the PDRs are secured by the Pledge of Shares in favor of the Pledge Trustee acting on behalf of each holder of a PDR over the GMA shares.

At any time after the PDR offering, a GMA shareholder may, at his option and from time to time, deliver shares to the Company in exchange for an equal number of PDRs. The exchange is based on prevailing traded value of GMA shares at the time of transaction with the corresponding PDR option price.

As discussed above, the Company retains the rights to receive the cash flows from its investment in GMA and assumes a contractual obligation to pay those cash flows to the PDR holders, net of operating expenses (a "pass-through" arrangement). The "pass-through" test is met because the Company (a) has no obligation to the PDR holders unless it collects equivalent amounts from its investment in GMA, (b) is contractually prohibited from selling or pledging its investment in GMA other than as security to the PDR holders for the obligation to pay the cash flows, and (c) has an obligation to remit any cash flows from the investment in GMA to the PDR holders without material delay.

Under the "pass-through" test, the Company is deemed to have transferred substantially the risks and rewards of its investment in GMA. Accordingly, the investment in GMA and the liabilities related to the issuance of the PDRs are not recognized by the Company.

The following are the details and movements of the PDRs and the underlying GMA shares for the nine months ended September 30:

	PDRs		Number of Shares	
	2020	2019	2020	2019
Balance at beginning of period	₱6,185,153,350	₱6,237,702,050	727,665,100	733,847,300
Exercise of PDRs	(204,373,150)	(38,000,950)	(24,043,900)	(4,470,700)
Balance at end of period	₱5,980,780,200	₱6,199,701,100	703,621,200	729,376,600

On June 9, 2020 (as ratified on June 15, 2020), the Company's BOD approved a cash distribution to PDR holders of ₱0.30 per share totaling ₱216.6 million, in relation to dividends declared by GMA to all shareholders of record as at June 24, 2020. These were remitted to the PDR holders on July 16, 2020.

On March 29, 2019, the Company's BOD approved a cash distribution to PDR holders of ₱0.45 per share totaling ₱329.2 million, in relation to dividends declared by GMA to all shareholders of record as at April 22, 2019. These were remitted to the PDR holders on May 15, 2019.

On April 5, 2018, the Company's BOD approved a cash distribution to PDR holders of ₱0.50 per share totaling ₱371.96 million, in relation to dividends declared by GMA to all shareholders of record as at April 23, 2018. These were remitted to the PDR holders on May 15, 2018.

The BOD approved a resolution to pass on the entire amount of the cash dividends received from GMA without deducting the Company's 2020 and 2019 projected operating expenses on June 9, 2020 and March 29, 2019, respectively. Such expenses shall be covered by the interest income from the Company's cash and cash equivalents and debt instrument at FVOCI.

7. Cash and Cash Equivalents

	September 30, 2020	December 31, 2019
	Unaudited	Audited
Cash on hand and in bank	₱20,374,212	₱911,679
Short-term deposits	27,857,504	27,151,803
	₱48,231,716	₱28,063,482

Cash in bank earns interest at bank deposit rate. Short-term deposits are made for varying periods of up to three months depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

Interest income earned from cash in bank and short-term deposits amounted to ₱0.87 million, ₱1.82 million and ₱1.43 million for the nine-month period ended September 30, 2020, 2019 and 2018, respectively.

8. Debt Instrument at Fair Value Through Other Comprehensive Income

In 2014, the Company purchased at par a ten-year Union Bank of the Philippines (UBP) Tier Note with a face value of ₱21.00 million bearing a fixed interest rate of 5.38% from the 1st to the 21st interest payment dates and an interest rate based on the five year (5Y) PDST-R2 plus 196 basis point (bps) from the 22nd interest payment date to the last interest payment date. The interest is payable quarterly.

This Note was redeemed by the issuer last February 20, 2020.

The movements in this account are as follows:

	September 30, 2020	December 31, 2019
	Unaudited	Audited
Cost		
Balance at beginning of year	₱21,000,000	₱21,000,000
Unrealized gain (loss) on debt instrument at FVOCI		
Balance at beginning of year	238,953	(1,278,262)
Unrealized gain (loss) during the period	(238,953)	1,517,215
Balance at end of the period	-	238,953
Redemption of debt instrument at FVOCI	(21,000,000)	
	P-	₱21,238,953

Interest income earned from the UBP Tier Note amounted to ₱0.15 million for the nine-month period ended September 30, 2020.

9. Accounts Payable and Other Current Liabilities

	September 30, 2020	December 31, 2019
	Unaudited	Audited
Accounts payable	₱31,424	₱72,567
Accrued expenses:		
Professional fees (Note 13)	619,650	595,000
Others	—	1,022
Deferred output VAT	89,860	10,206
Output VAT	49,153	—
	₱790,087	₱678,795

Accounts payable, accrued expenses, deferred output VAT and output VAT are noninterest-bearing and are normally settled within the next financial year. Accrued expenses represent audit fees, retainer fees and miscellaneous expenses.

10. Equity

a. Capital Stock

The Company has 10,000 authorized, issued and outstanding common shares with ₱10.00 par value per share.

The following summarizes the information on the Company's registration of securities with the SEC as required by Revised Securities Regulation Code Rule 68:

Date of SEC Approval	Authorized Number of Shares	Number of Issued Shares	Issue/ Offer Price
July 30, 2007	945,432,000	945,432,000	₱8.50

b. Retained Earnings

On April 13, 2020, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱1.30 million to all stockholders of record as at April 27, 2020 and were paid on June 2, 2020.

On March 29, 2019, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱2.21 million to all stockholders of record as at April 22, 2019 and were paid on May 14, 2019.

On April 5, 2018, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱3.10 million to all stockholders of record as at April 9, 2018 and were paid on May 15, 2018.

11. Operating Expenses

The components of the company's operating expenses for the nine-month period ended September 30 are as follows:

	2020	2019	2018
Listing fees	₱297,657	₱295,059	₱340,966
Professional fees	324,286	356,250	352,714
Per diem	55,000	—	—
Taxes and licenses	27,952	27,022	28,443
Rental expense	8,036	—	—
PDR conversion expenses	4,659	1,966	5,158
Transportation	2,432	834	4,383
Miscellaneous	8,392	38,982	27,103
	<u>₱728,414</u>	<u>₱720,112</u>	<u>₱758,767</u>

12. Income Taxes

Provision for income tax as shown in the statements of comprehensive income for the nine month-period ended September 30 consists of the following:

	2020	2019	2018
Final tax on interest income	₱139,130	₱316,988	₱285,441
MCIT	105,903	3,992	32,546
	<u>₱245,033</u>	<u>₱320,980</u>	<u>₱317,987</u>

The reconciliation of the provision for income tax computed at statutory income tax rate to provision for income tax as shown in the statements of comprehensive income for the nine-month period ended September 30 is summarized as follows:

	2020	2019	2018
Provision for income tax computed at statutory income tax rate of 30%	₱365,122	₱389,596	₱688,715
Income tax effects of:			
Movement in unrecognized deferred tax assets	141,541	477,139	55,652
Interest income subjected to final tax	(261,630)	(545,755)	(428,162)
Expired NOLCO and MCIT	—	—	1,782
	<u>₱245,033</u>	<u>₱320,980</u>	<u>₱317,987</u>

Deferred Tax Assets

The components of unrecognized deferred tax assets are as follows:

	September 30, 2020 Unaudited	December 31, 2019 Audited
NOLCO	₱201,703	₱201,703
MCIT	7,141	39,799
	₱208,844	₱241,502

As at September 30, 2020, NOLCO and MCIT that can be claimed as deduction from future taxable income and RCIT due, respectively, are as follows:

Date Paid/Incurred	Carryforward Benefit Up To	NOLCO	MCIT
December 31, 2018	December 31, 2021	₱—	₱34,279
December 31, 2019	December 31, 2022	672,342	5,520
		₱672,342	₱39,799

The movements in NOLCO and MCIT follow:

	September 30, 2020 Unaudited	December 31, 2019 Audited
NOLCO:		
Balance at beginning of year	₱672,342	₱482,560
Addition	—	672,342
Application	—	—
Expiration	—	(482,560)
Balance at end of year	₱672,342	₱672,342
MCIT:		
Balance at beginning of year	₱39,799	₱44,446
Addition	—	5,520
Expiration	—	(10,167)
Balance at end of year	₱39,799	₱39,799

Republic Act No. 10963 or the Tax Reform for Acceleration and Inclusion Act (TRAIN) was signed into law on December 19, 2017 and took effect on January 1, 2018. Although the TRAIN changes the existing tax law and includes several provisions that generally affected businesses on a prospective basis, the management assessed that the same did not have significant impact on the financial statement balances.

13. Related Party Disclosures

Parties are considered to be related if one party has the ability, directly and indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

Terms and Conditions of Transactions with Related Parties

There have been no guarantees provided or recovered for any related party receivables or payables and settlements occur in cash. In January to September of 2020 and as at December 31, 2019, the Company's financial statements include the following amounts resulting from the transactions with related parties as at December 31:

Category	Year	Amount/Volume of Transactions	Outstanding Payable	Terms	Conditions
Shareholders					
Portion of proceeds retained from the issuance of PDRs	2020	₱—	₱47,271,600	On demand upon exercise of PDRs.	Unsecured
	2019	—	47,271,600	noninterest-bearing	
Belo, Gozon, Elma Law Firm	2020	80,000	428,400	On demand, noninterest-bearing	Unsecured
	2019	160,000	520,000		

The outstanding balance of "Due to shareholders" account in the statements of financial position pertains to the portion of the original proceeds from the issuance of PDRs retained by the Company as the PDR issuer in consideration for the rights granted under the PDRs equivalent to ₱0.05 per PDR. This amount will be used for the liquidation of expenses related to the issuance of the PDRs. Any excess is to be remitted to the selling shareholders.

The Company's key management personnel are employed by GMA and no part of their salaries was allocated to the Company.

14. Financial Risk Management Objectives and Policies

The Company's principal financial instruments include cash and cash equivalents, accounts receivable and debt instrument at FVOCI. The main purpose of these financial instruments is to finance the Company's operations. The Company has other financial assets and liabilities such as accounts receivable, accounts payable and other current liabilities (excluding deferred output VAT) and due to shareholders, which arise directly from its operations.

The main risks arising from the Company's financial statements are as follows:

- *Liquidity Risk.* Liquidity risk arises from the possibility that the Company may encounter difficulties in raising funds to meet commitments from financial instruments.
- *Interest Rate Risk.* Interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market interest rates.
- *Credit Risk.* Credit risk arises from default of the counterparty.

The BOD reviews and approves the Company's objectives and policies.

Liquidity Risk

The Company's objective in liquidity management is to ensure that the Company has sufficient liquidity to meet obligations under normal and adverse circumstances and is able to take advantage of investment opportunities as they arise.

The Company manages its liquidity risk by using its cash and cash equivalents from operations and interest income from debt instrument at FVOCI to meet its short-term liquidity needs. The Company likewise regularly evaluates other financing instruments and arrangements to broaden the Company's range of financing sources.

The tables below summarize the maturity profile of the Company's financial assets used for liquidity risk management purposes and financial liabilities based on contractual undiscounted payments as at September 30, 2020 and December 31, 2019:

As at September 30, 2020 (Unaudited)				
	On Demand	3 to 12 Months	More than 1 year	Total
Financial Assets				
Cash and cash equivalents	P48,231,716	P—	P—	P48,231,716
Accounts receivable	840,624	—	—	840,624
	P49,072,340	P—	P—	P49,072,340
Financial Liabilities				
Accounts payable and other current liabilities*	P700,227	P—	P—	P700,227
Due to shareholders	10,888,345	36,383,255	—	47,271,600
	P11,588,572	P36,383,255	P—	P47,971,827

*Excluding deferred output VAT amounting to P89,860.

As at December 31, 2019 (Audited)				
	On Demand	3 to 12 Months	More than 1 year	Total
Financial Assets				
Cash and cash equivalents	P28,063,482	P—	P—	P28,063,482
Accounts receivable	306,423	—	—	306,423
Debt instrument at FVOCI	—	965,576	20,273,377	21,238,953
	P28,369,905	P965,576	P20,273,377	P49,608,858
Financial Liabilities				
Accounts payable and other current liabilities*	P668,589	P—	P—	P668,589
Due to shareholders	10,888,345	36,383,255	—	47,271,600
	P11,556,934	P36,383,255	P—	P47,940,189

*Excluding deferred output VAT amounting to P10,206.

Interest Rate Risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt security which is subject to fair value interest rate risk.

Fair Value Interest Rate Risk. The Company's debt security earns interest at a fixed rate of 5.38% from the 1st to the 21st interest payment dates and a rate based on the 5Y PDST-R2 plus 196 bps from the 22nd interest payment date to the last interest payment date. The following table below demonstrates the

sensitivity of fair value changes due to possible change in interest rates with all other variables held constant (through the impact on other comprehensive income).

	Increase (Decrease) in Basis Points	Effect on Equity	
		September 30, 2020 Unaudited	December 31, 2019 Audited
Debt instrument at FVOCI	50	P-	(P217,055)
	(50)	-	708,041

Credit Risk

With respect to credit risk arising from cash and cash equivalents, accounts receivable and debt security, the Company's exposure to credit risk arises from default of the counterparty. The maximum exposure of accounts receivables and debt security is equal to their carrying amounts. For cash and cash equivalents, the maximum exposure is P47.73 million and P27.56 million as at September 30, 2020 and December 31, 2019, respectively, or the carrying amount less insured amount by the Philippine Deposit Insurance Corporation equivalent to the actual cash in bank balance to a maximum of P0.50 million per depositor per bank. It is the Company's policy to enter into transactions with a diversity of credit worthy parties to mitigate any significant concentration of credit risk. The Company has an internal mechanism to monitor the granting of credit and management of credit exposures. The Company will make provisions, when necessary, for potential losses on credits extended. The Company does not require any collateral for its financial assets.

As at September 30, 2020 and December 31, 2019, the financial assets are generally viewed by management as good and collectible considering the credit history of the counterparties. No financial assets were identified by the Company as past due or impaired financial assets as at September 30, 2020 and December 31, 2019.

Credit Quality of Financial Assets

The credit quality of financial assets is managed by the Company using high grade and standard grade as internal credit ratings.

High Grade. This pertains to a counterparty who is not expected by the Company to default in settling its obligations, thus, credit risk exposure is minimal. This normally includes large prime financial institutions and related parties.

Standard Grade. Other financial assets not classified as high grade are included in this category.

The Company classified its cash and cash equivalents (excluding cash on hand), accounts receivable and debt security as high grade financial assets as at September 30, 2020 and December 31, 2019.

Capital Management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, payoff existing debts, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes as at September 30, 2020 and December 31, 2019.

The Company's capital management is undertaken by GMA. The Company's capital includes the total equity, before other comprehensive income, which amounted to ₱1.15 million and ₱1.48 million as at September 30, 2020 and December 31, 2019, respectively.

The Company is not subject to externally imposed capital requirements.

15. Fair Value Measurement

The following methods and assumptions are used to estimate the fair value of each financial instrument for which it is practicable to estimate such value:

Cash and Cash Equivalents, Accounts Receivable, Accounts Payable and Other Current Liabilities (excluding VAT) and Due to stocks

The carrying amounts of these financial instruments approximate their fair values due to the short-term maturities of these financial instruments.

Debt Instrument at FVOCI

The estimated fair value of debt instrument at FVOCI is based on the discounted values of future cash flows. The discount rates used were based on the spot yield curve derived from government securities of different tenors plus an estimate of the counterparty's credit spread, which is based on the counterparty's credit rating. The fair value is under level 3 of the fair value hierarchy.

The following table below demonstrates the sensitivity of credit spread (through the impact on other comprehensive income).

	Increase (Decrease) in Basis Points	Effect on Equity	
		September 30, 2020 Unaudited	December 31, 2019 Audited
Debt instrument at FVOCI	50	₱-	(₱456,008)
	(50)	-	469,088

16. Basic/Diluted Earnings Per Share Computation

Basic/diluted EPS for the nine-month period ended September 30 are computed as follows:

	2020	2019	2018
Net income attributable to equity holders (a)	₱972,041	₱977,674	₱1,977,729
Common shares issued at beginning and end of year (b)	10,000	10,000	10,000
Basic/diluted earnings per share (a/b)	₱97.20	₱97.77	₱197.77

The Company has no dilutive potential common shares outstanding therefore basic EPS is same as diluted EPS.

GMA HOLDINGS, INC.**Schedule of Financial Ratios**

Financial Ratios	Description	September 30, 2020 Unaudited	December 31, 2019 Audited
Current/liquidity ratio	Current assets over current liabilities	1.02	0.59
Asset to equity ratio	Total asset over total equity	42.71	30.11
Debt to equity ratio	Total liabilities over total equity	41.71	29.11

Financial Ratios	Description	September 30, 2020 Unaudited	September 30, 2019 Unaudited	September 30, 2018 Unaudited
Return on equity	Net income over total equity	84%	98%	176%
Return on asset	Net income over total assets	2%	2%	4%
EBITDA margin	Earnings before interest, tax and depreciation and amortization over total revenue	63%	64%	75%

OTHER FINANCIAL INFORMATION

The Company has no other information that needs to be disclosed other than disclosures made under SEC Form 17-C, if any.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer: **GMA HOLDINGS, INC.**

By-


FELIPE S. YALONG
Chief Operating Officer ~~Chief Financial Officer~~


RONALDO P. MASTRILLI
Comptroller

November 13, 2020

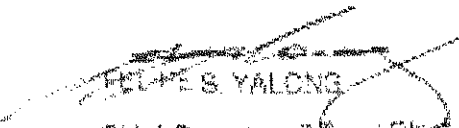
Certification

We HEREBY YALONG, Chief Operating Officer, Chief Financial Officer and RONALDO P. MASTRILI, Controller of GMA HOLDINGS, INC. with SEC registration number C8250652386 with principal office at 50 Tower One, McKinley Plaza, New Global Saratoga City, Fort Bonifacio, Taguig City 1632, on oath state:

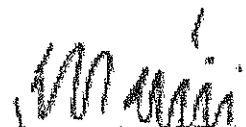
- 1) That on behalf of GMA Holdings, Inc. we have caused this Quarterly Report (SEC Form 17-Q) to be prepared;
- 2) That we read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
- 3) That the company GMA Holdings, Inc. will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and
- 4) That we are fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, we have hereunto set our hands this _____ day of

NOV 13 2020


FELIPE S. YALONG

Chief Operating Officer and Chief Financial Officer


RONALDO P. MASTRILI

Controller

SUBSCRIBED AND SWORN to before me this _____ day of _____, 20____

all ants exhibited to me their TIN 102-614-052 (Felipe S. Yalong) and TIN 102-561-842 (Ronaldo P. Mastrili)

NOTARY PUBLIC


NOTARY PUBLIC

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XII
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STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS

Securities and Exchange Commission
G/F Secretariat Building
PICC Complex, Roxas Boulevard
Pasay City, 1307

The management of GMA 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, 2019 and 2018, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

SyCip Gorres Velayo & Co., the independent auditors appointed by the stockholders, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.


FELIPE L. GOZON
Chairman of the Board

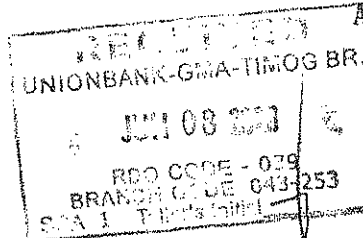

GILBERTO R. DUAVIT, JR.
President and Chief Executive Officer

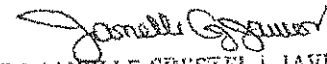

FELIPE S. YALONG
Chief Financial Officer/Treasurer

Signed this 13th day of April 2020.

SUBSCRIBED AND SWORN to before me this JUN 10 2020 day of June, 2020, affiants exhibited to me their Passport No. P3551628A issued on Jul. 3, 2017 (Felipe L. Gozon); SSS No. 33-1841930 (Gilberto R. Duavit, Jr.), and Passport No. P2459589A issued on Mar. 27, 2017 (Felipe S. Yalong).

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Book No. 1
Series of 2020




ATTY. JANELLE CRYSTEL J. JAVIER
Notary Public for and in Quezon City
Until December 31, 2021
Adm. Matter No. NP-120 (2020-2021)
PTR No. 9351117-Jan. 8, 2020, QC
IBF Lifetime No. 016879
Roll of Attorney's No. 69611
MCLE Compliance No. VI-0022474

GMA HOLDINGS, INC.

Unit 5-D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City 1634 Philippines
MAILING ADDRESS: GMA Network Center, EDSA cor. Timog Ave., Diliman, Quezon City 1103 Philippines

Telephone No. (632) 982-7777 loc. 8001 Fax (632) 928-5133

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

C S 2 0 0 6 0 2 3 5 6

COMPANY NAME

GMA HOLDINGS, INC.

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

5 D Tower One, One McKinley Place,
New Global Bonifacio City,
Fort Bonifacio, Taguig City

Form Type

A A F S

Department requiring the report

S E C

Secondary License Type, if Applicable

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number

8816-3716

Mobile Number

No. of Stockholders

7

Annual Meeting (Month / Day)

August 9

Fiscal Year (Month / Day)

December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

Mr. Ronaldo P. Mastrilli

Email Address

rpmastrilli@gmanetwork.com

Telephone Number/s

8816-3716

Mobile Number

CONTACT PERSON'S ADDRESS

GMA Network Center, Timog Avenue corner EDSA, Quezon City

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the designated person's heir or next of kin.
NOTE 2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

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GMA 1





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BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
GMA Holdings, Inc.
5D Tower One, One McKinley Place
New Global Bonifacio City
Fort Bonifacio, Taguig City

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of GMA Holdings, Inc. (the Company), which comprise the statements of financial position as at December 31, 2019 and 2018, 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, 2019, and notes to the financial statements, including a summary of significant accounting policies.

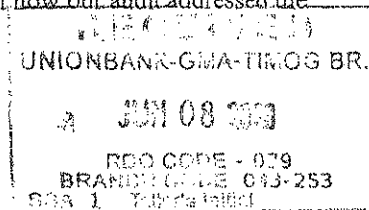
In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2019 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's 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 audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

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



We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.

Fair Valuation of Investment in Unquoted Debt Security Classified as Financial Asset at Fair Value Through Other Comprehensive Income

As at December 31, 2019, the Company has an unquoted debt security classified as financial asset at fair value through other comprehensive income (FVOCI) amounting to ₱21,238,953. The valuation of this investment is a key audit matter as it is material to the financial statements, representing 43% of the Company's total assets as at December 31, 2019, and its valuation involves the exercise of Management's judgment and the use of estimates. The Company used the discounted cash flow model to value the investment, and the discount rates used were based on the spot yield curve derived from government securities of different tenors plus an estimate of the counterparty's credit spread.

The Company's disclosures on the fair value of the debt instrument at FVOCI are included in Notes 8, 14 and 15 to the financial statements.

Audit Response

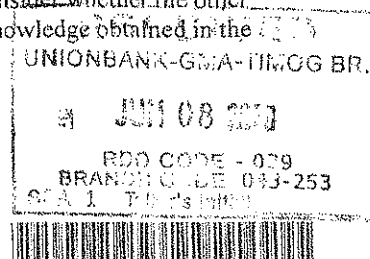
We traced the terms (e.g., principal amount, interest rate, and repayment dates) used in the Company's valuation to the investment agreement. We reviewed the inputs used in determining the discount rates based on observable yields of benchmark government securities and credit rating of the counterparty. We tested the mathematical accuracy of the Company's calculation. We also assessed the Company's disclosures on the fair value measurement of the debt instrument at FVOCI based on the requirements of PFRS 13, *Fair Value Measurement*.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019, but does not include the financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019 are expected to be made available to us after the date of this auditor's 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 PFRSs, 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.

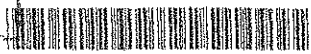
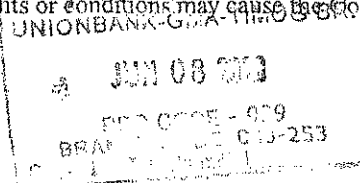
Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

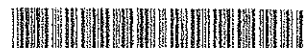
As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 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 auditor's 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



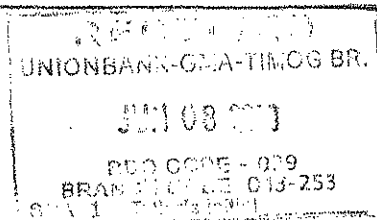


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GMA HOLDINGS, INC.**STATEMENTS OF FINANCIAL POSITION**

	December 31	
	2019	2018
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 7, 14 and 15)	₱28,063,482	₱28,827,996
Accounts receivable (Notes 14 and 15)	306,423	272,433
Input value-added tax	64,613	29,256
Total Current Assets	28,434,518	29,129,685
Noncurrent Asset		
Debt instrument at fair value through other comprehensive income (Notes 8, 14 and 15)	21,238,953	19,721,738
	₱49,673,471	₱48,851,423
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and other current liabilities (Notes 9, 14 and 15)	₱678,795	₱450,505
Due to shareholders (Notes 13, 14 and 15)	47,271,600	47,271,600
Income tax payable	1,528	1,733
Total Current Liabilities	47,951,923	47,723,838
Noncurrent Liability		
Deferred tax liability (see Note 12)	71,686	—
Total Liabilities	48,023,609	47,723,838
Equity		
Capital stock (Note 10)	100,000	100,000
Retained earnings (Note 10)	1,382,595	2,305,847
Unrealized gain (loss) on debt instrument at fair value through other comprehensive income - net of tax (Note 8)	167,267	(1,278,262)
Total Equity	1,649,862	1,127,585
	₱49,673,471	₱48,851,423

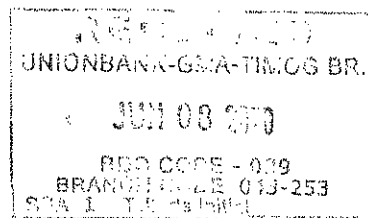
See accompanying Notes to Financial Statements.

GMA HOLDINGS, INC.

STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2019	2018	2017
REVENUE			
Interest income (Notes 7 and 8)	₱2,379,912	₱1,997,599	₱1,919,260
Exercise fees (Note 6)	275,991	1,713,964	2,800,089
	2,655,903	3,711,563	4,719,349
OPERATING EXPENSES (Note 11)	948,333	1,008,230	1,109,892
INCOME BEFORE INCOME TAX	1,707,570	2,703,333	3,609,457
PROVISION FOR INCOME TAX (Note 12)	420,822	433,799	580,367
NET INCOME	1,286,748	2,269,534	3,029,090
OTHER COMPREHENSIVE INCOME (LOSS)			
<i>Item to be reclassified to profit or loss in subsequent periods:</i>			
Unrealized gain (loss) on debt instrument at fair value through other comprehensive income - net of tax (Note 8)	1,445,529	(848,763)	—
Unrealized loss on available-for-sale investment	—	—	(254,763)
TOTAL COMPREHENSIVE INCOME	₱2,732,277	₱1,420,771	₱2,774,327
Basic/Diluted Earnings Per Share (Note 16)	₱128.67	₱226.95	₱302.91

See accompanying Notes to Financial Statements.

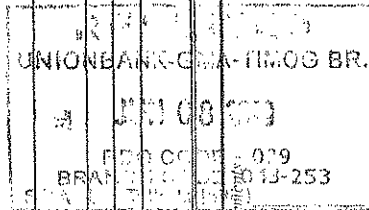


GMA HOLDINGS, INC.

**STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017**

	Capital Stock (Note 10)	Retained Earnings (Note 10)	Unrealized (Gain) Loss on Debt Instrument at Fair Value Through Other Comprehensive Income - net of tax (Note 8)	Unrealized Loss on Available-for-Sale Investment	Total
Balance as at January 1, 2019	₱100,000	₱2,305,847	(₱1,278,262)	₱-	₱1,127,585
Net income	-	1,286,748	-	-	1,286,748
Other comprehensive gain	-	-	1,445,529	-	1,445,529
Total comprehensive income	-	1,286,748	1,445,529	-	2,732,277
Cash dividends	-	(2,210,000)	-	-	(2,210,000)
Balance as at December 31, 2019	₱100,000	₱1,382,595	₱167,267	₱-	₱1,649,862
Balance as at January 1, 2018	₱100,000	₱3,136,313	(₱429,499)	₱-	₱2,806,814
Net income	-	2,269,534	-	-	2,269,534
Other comprehensive loss	-	-	(848,763)	-	(848,763)
Total comprehensive income	-	2,269,534	(848,763)	-	1,420,771
Cash dividends	-	(3,100,000)	-	-	(3,100,000)
Balance as at December 31, 2018	₱100,000	₱2,305,847	(₱1,278,262)	₱-	₱1,127,585
Balance as at January 1, 2017	₱100,000	₱1,107,223	₱-	(₱174,736)	₱1,032,487
Net income	-	3,029,090	-	-	3,029,090
Other comprehensive loss	-	-	-	(254,763)	(254,763)
Total comprehensive income	-	3,029,090	-	(254,763)	2,774,327
Cash dividends	-	(1,000,000)	-	-	(1,000,000)
Balance as at December 31, 2017	₱100,000	₱3,136,313	₱-	(₱429,499)	₱2,806,814

See accompanying Notes to Financial Statements

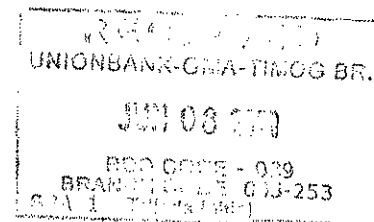


GMA HOLDINGS, INC.

STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2019	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	₱1,707,570	₱2,703,333	₱3,609,457
Adjustment for interest income (Notes 7 and 8)	(2,379,912)	(1,997,599)	(1,919,260)
Operating income (loss) before working capital changes	(672,342)	705,734	1,690,197
Decrease (increase) in:			
Accounts receivable	(79,075)	743,895	(346,415)
Input value-added tax	(35,357)	219,021	193,321
Increase in accounts payable and other current liabilities	232,176	22,623	23,473
Cash flows provided by (used in) operations	(554,598)	1,691,273	1,560,576
Interest received	2,424,997	1,862,533	1,940,223
Income taxes paid	(421,027)	(432,066)	(583,893)
Net cash provided by operating activities	1,449,372	3,121,740	2,916,906
CASH FLOW FROM A FINANCING ACTIVITY			
Payment of cash dividends (Notes 10 and 17)	(2,213,886)	(3,099,163)	(999,640)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(764,514)	22,577	1,917,266
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	28,827,996	28,805,419	26,888,153
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 7)	₱28,063,482	₱28,827,996	₱28,805,419

See accompanying Notes to Financial Statements.



GMA HOLDINGS, INC.

NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

GMA Holdings, Inc. (the Company) is incorporated in the Philippines to invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose real and personal property of every kind and description. The registered office address of the Company is 5D Tower One, One McKinley Place, New Global Bonifacio City, Fort Bonifacio, Taguig City. The Company was registered with the Securities and Exchange Commission (SEC) on February 15, 2006.

The accounting and administrative functions of the Company are undertaken by GMA Network, Inc. (GMA), a company under common control.

In 2007, the Company issued Philippine Deposit Receipts (PDRs), which were listed and traded in The Philippine Stock Exchange, Inc. (PSE) (see Note 6).

The Company will not engage in any business or purpose other than in connection with the issuance of the PDRs, the performance of the obligations under the PDRs and the acquisition and holding of the underlying shares of GMA in respect of the PDRs issued. This includes maintaining the Company's listing with the PSE and maintaining its status as a Philippine person for as long as the Philippine law prohibits ownership of GMA's shares by non-Philippine person.

No reportable segment information is presented as the Company's limited operations are adequately presented in the statements of comprehensive income.

The accompanying financial statements of the Company were approved and authorized for issuance in accordance with a resolution of the Board of Directors (BOD) on April 13, 2020.

2. Basis of Preparation and Statement of Compliance

Basis of Preparation

The financial statements of the Company have been prepared on a historical cost basis, except for debt instrument at fair value through other comprehensive income (FVOCI) which are measured at fair value. The financial statements are presented in Philippine peso, which is the Company's functional and presentation currency. All values are rounded to the nearest peso, except when otherwise indicated.

Statement of Compliance

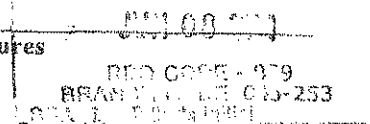
The Company's financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS).

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3. Summary of Significant Changes in Accounting Policies and Disclosures

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except for the following new pronouncements which the Company adopted starting January 1, 2019. The adoption of these pronouncements did not have significant impact on the Company's financial position or performance unless otherwise indicated.



▪ PFRS 16, *Leases*

PFRS 16 supersedes Philippine Accounting Standard (PAS) 17, *Leases*, Philippine Interpretation International Financial Reporting Interpretations Committee (IFRIC) 4, *Determining whether an Arrangement contains a Lease*, Philippine Interpretation Standards Interpretation Committee (SIC)-15, *Operating Leases-Incentives* and Philippine Interpretation SIC-27, *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize most leases on the statement of financial position.

Lessor accounting under PFRS 16 is substantially unchanged from today's accounting under PAS 17. Lessors will continue to classify all leases using the same classification principle as in PAS 17 and distinguish between two types of leases: operating and finance leases. Therefore, PFRS 16 did not have an impact for leases where the Company is the lessor.

The Company adopted PFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application.

This new standard for leases had no impact on the financial statements since the Company has not entered into any lease agreement.

▪ Philippine Interpretation IFRIC 23, *Uncertainty over Income Tax Treatments*

The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of PAS 12, *Income Taxes*. It does not apply to taxes or levies outside the scope of PAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- Whether the Company considers uncertain tax treatments separately
- The assumptions the Company makes about the examination of tax treatments by taxation authorities
- How the Company determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How the Company considers changes in facts and circumstances

The Company is required to determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and use the approach that better predicts the resolution of the uncertainty. The Company shall assume that the taxation authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the Company concludes that it is not probable that the taxation authority will accept an uncertain tax treatment, it shall reflect the effect of the uncertainty for each uncertain tax treatment using the method the entity expects to better predict the resolution of the uncertainty.

Upon adoption of the Interpretation, the Company has assessed whether it has any uncertain tax position. The Company applies significant judgement in identifying uncertainties over its income tax treatments. The Company determined, based on its tax compliance review, that it is probable that its income tax treatments will be accepted by the taxation authorities. Accordingly, the Interpretation did not have an impact on the financial statements of the Company.



▪ Amendments to PFRS 9, *Prepayment Features with Negative Compensation*

Under PFRS 9, a debt instrument can be measured at amortized cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to PFRS 9 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract.

These amendments had no impact on the Company's financial statements.

▪ Amendments to PAS 19, *Employee Benefits, Plan Amendment, Curtailment or Settlement*

The amendments to PAS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

- Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event.
- Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

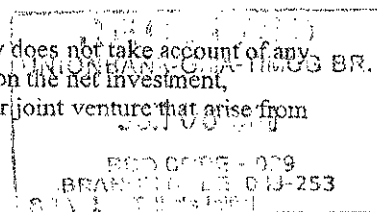
The amendments also clarify that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognized in profit or loss. An entity then determines the effect of the asset ceiling after the plan amendment, curtailment or settlement. Any change in that effect, excluding amounts included in the net interest, is recognized in other comprehensive income.

These amendments had no impact on the financial statements since the Company has no employees.

▪ Amendments to PAS 28, *Long-term Interests in Associates and Joint Ventures*

The amendments clarify that an entity applies PFRS 9 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in PFRS 9 applies to such long-term interests.

The amendments also clarified that, in applying PFRS 9, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognized as adjustments to the net investment in the associate or joint venture that arise from applying PAS 28, *Investments in Associates and Joint Ventures*.



The amendments have no impact on the Company's financial statements as it does not have long-term interests in associate and joint venture.

■ Annual Improvements to PFRSs 2015-2017 Cycle

- Amendments to PFRS 3, *Business Combinations*, and PFRS 11, *Joint Arrangements*, *Previously Held Interest in a Joint Operation*

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in PFRS 3. The amendments clarify that the previously held interests in that joint operation are not remeasured.

An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2019 and to transactions in which it obtains joint control on or after the beginning of the first annual reporting period beginning on or after January 1, 2019, with early application permitted.

These amendments are not applicable to the Company.

- Amendments to PAS 12, *Income Tax Consequences of Payments on Financial Instruments Classified as Equity*

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognizes the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

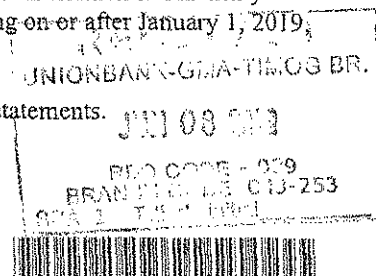
These amendments had no impact on the Company's financial statements.

- Amendments to PAS 23, *Borrowing Costs*, *Borrowing Costs Eligible for Capitalization*

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after January 1, 2019, with early application permitted.

These amendments had no impact on the Company's financial statements.



Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Company does not expect that the future adoption of the said pronouncements to have a significant impact on its financial statements. The Company intends to adopt the following pronouncements when these become effective.

Effective beginning on or after January 1, 2020

▪ Amendments to PFRS 3, *Definition of a Business*

The amendments to PFRS 3 clarify the minimum requirements to be a business, remove the assessment of a market participant's ability to replace missing elements, and narrow the definition of outputs. The amendments also add guidance to assess whether an acquired process is substantive and add illustrative examples. An optional fair value concentration test is introduced which permits a simplified assessment of whether an acquired set of activities and assets is not a business.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

These amendments may apply on future business combinations of the Company.

▪ Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

The amendments refine the definition of material in PAS 1 and align the definitions used across PFRSs and other pronouncements. They are intended to improve the understanding of the existing requirements rather than to significantly impact an entity's materiality judgements.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

Effective beginning on or after January 1, 2021

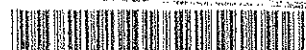
▪ PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the *variable fee approach*)
- A simplified approach (the *premium allocation approach*) mainly for short-duration contracts

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The standard is not applicable to the Company since it is not engaged in providing insurance nor issuing insurance contracts.

Deferred effectivity

- Amendments to PFRS 10, Consolidated Financial Statements, and PAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board (IASB) completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Adoption of these amendments are not expected to have any impact to the Company.

4. Summary of Significant Accounting Policies

Current versus Noncurrent Classification

The Company presents assets and liabilities in statement of financial position based on current/noncurrent classification.

An asset as current when it is:

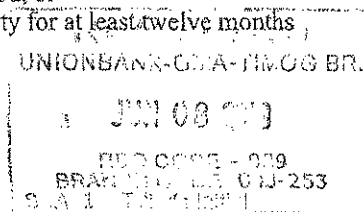
- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

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 assets and liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent.



Cash and Cash Equivalents

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

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

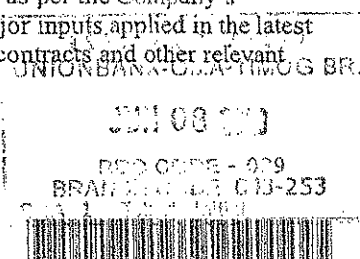
The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

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

The Company determines the policies and procedures for both recurring and non-recurring fair value measurements. At each reporting date, the management analyzes the movements in the values of assets and liabilities which are required to be remeasured or reassessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.



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

Details as to how the fair value of assets and liabilities are measured are provided in Note 15.

Financial Instruments – Beginning January 1, 2018

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Date of Recognition of Financial Assets. The Company recognizes financial assets in the statement of financial position when it becomes a party to the contractual provisions of the instrument.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Initial Recognition and Measurement. Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, FVOCI and fair value through profit or loss (FVTPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under PFRS 15.

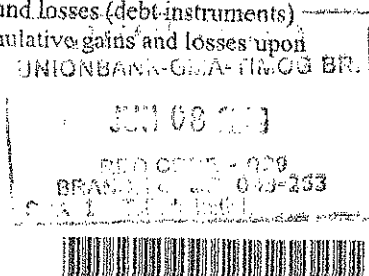
In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

The Company has no financial assets at FVTPL as at December 31, 2019 and 2018.

Subsequent Measurement. For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVTPL



The Company's financial assets are under the financial assets at amortized cost and financial assets at FVOCI with recycling of cumulative gains and losses classification.

- *Financial Assets at Amortized Cost (Debt Instruments).* This category is the most relevant to the Company. The Company measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

As at December 31, 2019 and 2018, the Company's cash and cash equivalents and accounts receivable are classified under this category.

- *Financial Assets at FVOCI (Debt Instruments).* The Company measures debt instruments at FVOCI if both the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

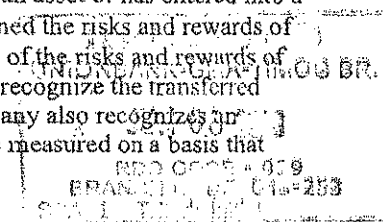
For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in statement of comprehensive income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

As at December 31, 2019 and 2018, the Company's unquoted debt security is classified under this category.

Derecognition of Financial Assets. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.



Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of Financial Assets. The Company recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash and cash equivalents, and debt instrument at FVOCI, the Company applies the low credit risk simplification. The Company evaluates whether the debt instrument is considered to have low credit risk based on the external credit rating of the debt instrument. It is the Company's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the loss allowance will be based on the lifetime ECL.

For trade-related accounts receivable, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. For other receivables, the Company applies the general approach and calculates ECL based on the 12-month ECLs or lifetime ECLs, depending on whether there has been a significant increase in credit risk on the financial instruments since initial recognition.

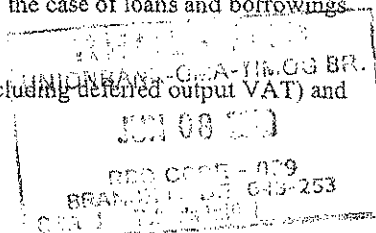
The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial Liabilities

Initial Recognition and Measurement. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's accounts payable and other current liabilities (excluding deferred output VAT) and due to shareholders are included under this category.



Subsequent Measurement. The subsequent measurement of financial liabilities depends on their classification as described below.

Payables. After initial recognition, payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as interest expense in the statement of comprehensive income.

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

Financial Instruments – Prior to January 1, 2018

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Date of Recognition of Financial Assets. The Company recognizes financial assets in the statement of financial position when it becomes a party to the contractual provisions of the instrument.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Initial Recognition and Measurement. Financial assets are classified, at initial recognition, as financial assets at FVTPL, loans and receivables, held-to-maturity (HTM) investments, available-for-sale (AFS) financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at FVPL, transaction costs that are attributable to the acquisition of the financial asset.

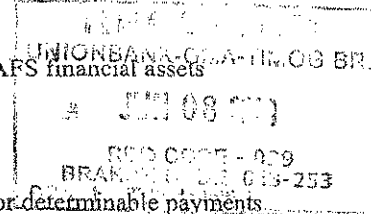
The Company has no financial assets at FVTPL, HTM investments and derivatives designated as hedging instruments in an effective hedge as at December 31, 2017.

Subsequent Measurement. The subsequent measurement of the financial assets depends on their classification as described below.

The Company's financial assets are under the loans and receivables and AFS financial assets classification.

a. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the EIR method, less impairment. Amortized cost



is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effective interest amortization and losses arising from impairment are recognized in the statement of comprehensive income.

As at December 31, 2017, the Company's cash and cash equivalents and accounts receivable are classified under this category.

b. AFS financial assets

AFS financial assets pertain to debt securities. Debt securities in this category are those that are intended to be held for an indefinite period of time and that may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial measurement, AFS financial assets are subsequently measured at fair value with unrealized gains or losses recognized in OCI and credited in the AFS reserve until the investment is derecognized, at which time the cumulative gain or loss is recognized in profit or loss, or the investment is determined to be impaired, when the cumulative loss is reclassified from the AFS reserve to profit or loss. Interest earned while holding AFS financial assets is reported as interest income using the EIR method.

As at December 31, 2017, the Company's unquoted debt security is classified under this category.

Derecognition of Financial Assets. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset; or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of Financial Assets. The Company assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an 'incurred loss event'), has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other



financial reorganization and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

a. Financial Assets Carried at Amortized Cost

For financial assets carried at amortized costs, the Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are no longer included in a collective assessment of impairment.

The amount of any impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not been incurred) discounted at the financial asset's original EIR (i.e., the EIR computed at initial recognition). The carrying amount of the asset is reduced through the use of an allowance account. The amount of the loss shall be recognized in the statement of comprehensive income. The financial assets, together with the associated allowance accounts, are written off when there is no realistic prospect of future recovery.

b. AFS Financial Assets.

For AFS financial assets, the Company assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired.

In the case of debt instruments classified as AFS, the impairment is assessed based on the same criteria as financial assets carried at amortized cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortized cost and the current fair value, less any impairment loss on that investment previously recognized in the profit or loss.

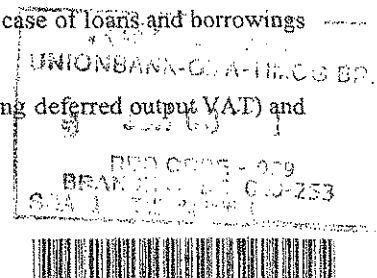
Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded in the profit or loss. If, in a subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in the profit or loss, the impairment loss is reversed through the profit or loss.

Financial Liabilities

Initial Recognition and Measurement. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's accounts payable and other current liabilities (excluding deferred output VAT) and due to shareholders are included under the payables category.



Subsequent Measurement. The subsequent measurement of financial liabilities depends on their classification, as described below.

a. Payables

After initial recognition, payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as interest expense in the statement of comprehensive income.

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

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously. The Company assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Company and all of the counterparties.

Equity

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

Retained Earnings. Retained earnings represent the Company's accumulated earnings, net of dividends declared.

Dividends. The Company recognizes a liability to make cash distribution to its equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in the Philippines, a distribution is authorized when it is approved by the BOD. A corresponding amount is recognized directly in the equity. Dividends for the year that are approved after the financial reporting date are dealt with as an event after the reporting date.

Revenue Recognition

a. Revenue from Contracts with Customers Upon Adoption of PFRS 15

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.



Revenue is recognized when the Company satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognized is the amount allocated to the satisfied performance obligation.

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

Exercise Fees. Revenue is recognized at a point in time upon conversion of PDRs to common shares.

b. Revenue Recognition Outside the Scope of PFRS 15

Interest Income. Revenue is recognized as the interest accrues, taking into account the effective yield on the asset.

c. Revenue Recognition Prior to Adoption of PFRS 15

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when payment is received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Company assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all its revenue arrangements.

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

Exercise Fees. Revenue is recognized upon conversion of PDRs to common shares.

Interest Income. Revenue is recognized as the interest accrues, taking into account the effective yield on the asset.

Expenses

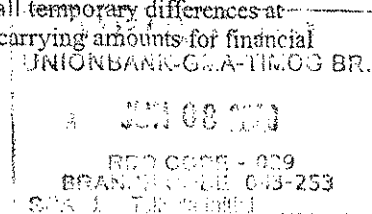
Expenses presented as "Operating expenses" account in the statement of comprehensive income are recognized as incurred.

Taxes

Current Income Tax. Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted at reporting date.

Current income tax relating to items recognized directly in equity is recognized in equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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



Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and net operating loss carryover (NOLCO), to the extent that it is probable that taxable income will be available against which the deductible temporary differences, and the carryforward benefits of excess MCIT over RCIT and NOLCO can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries and associates and interest in joint arrangements, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable income will be available against which the temporary differences can be utilized.

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

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates applicable to the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been to be enacted or substantively enacted at the reporting date.

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

Income tax relating to OCI is recognized in OCI section of the statements of comprehensive income.

Value-added Tax (VAT). Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the statement of financial position to the extent of the recoverable amount.

The net amount of VAT recoverable from, or payable to, the taxation authority is presented as "input value-added tax" or part of "Accounts payable and other current liabilities" accounts in the statement of financial position, respectively.



Earnings per Share (EPS)

Basic EPS amounts are calculated by dividing net income for the year by the weighted average number of ordinary shares outstanding during the year. The Company has no dilutive potential common shares outstanding, therefore, basic EPS is the same as diluted EPS.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) where, as a result of a past event, it is probable that an outflow of assets embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain.

Contingencies

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

Events after the Reporting Date

Post year-end events that provide additional information about the Company's position at the reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.

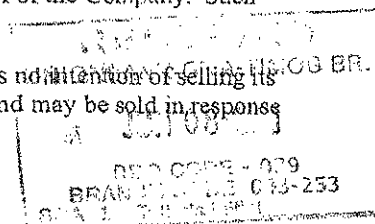
5. Summary of Significant Accounting Judgments, Estimates and Assumptions

The preparation of the financial statements in compliance with PFRS requires the Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be determinable under the circumstances.

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

Determining Fair Value of Debt Instrument at FVOCI. The Company has no intention of selling its debt instrument at FVOCI in the near term. It is being held indefinitely and may be sold in response to liquidity requirements or changes in market condition.



Since the debt instrument at FVOCI is not traded in an active market, the fair value is determined using appropriate valuation technique, which is the discounted cash flow methodology. The inputs to the model are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair value.

The determination of the fair value of the debt instrument at FVOCI is discussed in Note 15.

Estimating Realizability of Deferred Income Tax Assets. The Company's assessment on the recognition of deferred income tax assets on carryforward benefits of NOLCO and excess MCIT is based upon the likely timing and level of forecasted taxable income in the subsequent periods. This forecast is based on the Company's future expectations on revenue and expenses.

The Company did not recognize deferred income tax assets amounting to ₱0.24 million and ₱0.57 million as at December 31, 2019 and 2018, respectively as management believes that sufficient taxable profit will not be available against which the deductible temporary differences can be utilized (see Note 12).

6. Philippine Deposit Receipts

On July 30, 2007 and August 21, 2007, the Company issued 822,115,000 and 123,317,000 PDRs relating to GMA shares, respectively. Total number of issued PDRs is 945,432,000 for a consideration of ₱8.50 per share or ₱8,036,172,000.

Each PDR grants the holders, upon payment of the exercise price and subject to certain other conditions, the delivery of one GMA share or the sale of and delivery of the proceeds of such sale of one GMA share. The Company remains to be the registered owner of the GMA shares covered by the PDRs. The Company also retains the voting rights over the GMA shares.

The GMA shares are still subject to ownership restrictions on shares of corporations engaged in mass media and GMA may reject the transfer of shares to persons other than Philippine nationals. The PDRs were listed in the PSE on July 30, 2007, and the same may be exercised at any time from said date. Any cash dividends or other cash distributions in respect of GMA shares received by the Company shall be applied toward the operating expenses of the Company for the current and preceding years. A further amount equal to the operating expenses in the preceding year shall be set aside to meet operating or other expenses for the succeeding years. Any amount in excess of the aggregate of the operating expenses paid and the operating fund for such period shall be distributed to PDR holders pro-rata on the first business day after such cash dividends are received by the Company.

Upon exercise of the PDRs, an exercise price of ₱0.05 (VAT inclusive) per share shall be paid by the PDR holders. The exercise price is shown as "Exercise fees" account in the statement of comprehensive income. Exercise fees amounted to ₱0.28 million, ₱1.71 million and ₱2.80 million in 2019, 2018 and 2017, respectively.

Immediately prior to the closing of the PDR offering and additional issuances described above, GMA, to which the Company is affiliated, transferred 945,432,000 GMA shares to the Company in relation to which the PDRs were issued. For as long as the PDRs are not exercised, the shares underlying the PDRs will continue to be registered in the name of, and owned by the Company, and all rights pertaining to these shares, including voting rights, shall be exercised by the Company. The obligations of the Company to deliver the GMA shares on exercise of the right contained in the PDRs are secured by the Pledge of Shares in favor of the Pledge Trustee acting on behalf of each holder of a PDR over the GMA shares.

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GMA-253



At any time after the PDR offering, a GMA shareholder may, at his option and from time to time, deliver shares to the Company in exchange for an equal number of PDRs. The exchange is based on prevailing traded value of GMA shares at the time of transaction with the corresponding PDR option price.

As discussed above, the Company retains the rights to receive the cash flows from its investment in GMA and assumes a contractual obligation to pay those cash flows to the PDR holders, net of operating expenses (a "pass-through" arrangement). The "pass-through" test is met because the Company (a) has no obligation to the PDR holders unless it collects equivalent amounts from its investment in GMA, (b) is contractually prohibited from selling or pledging its investment in GMA other than as security to the PDR holders for the obligation to pay the cash flows, and (c) has an obligation to remit any cash flows from the investment in GMA to the PDR holders without material delay.

Under the "pass-through" test, the Company is deemed to have transferred substantially the risks and rewards of its investment in GMA. Accordingly, the investment in GMA and the liabilities related to the issuance of the PDRs are not recognized by the Company.

The following are the details and movements of the PDRs and the underlying GMA shares for the years ended December 31:

	PDRs		Number of Shares	
	2019	2018	2019	2018
Balance at beginning of year	₱6,237,702,050	₱6,564,040,850	733,847,300	772,240,100
Exercise of PDRs	(52,548,700)	(326,338,800)	(6,182,200)	(38,392,800)
Balance at end of year	₱6,185,153,350	₱6,237,702,050	727,665,100	733,847,300

On March 29, 2019, the Company's BOD approved a cash distribution to PDR holders of ₱0.45 per share totaling ₱329.2 million, in relation to dividends declared by GMA to all shareholders of record as at April 22, 2019. These were remitted to the PDR holders on May 15, 2019.

On April 5, 2018, the Company's BOD approved a cash distribution to PDR holders of ₱0.50 per share totaling ₱371.96 million, in relation to dividends declared by GMA to all shareholders of record as at April 23, 2018. These were remitted to the PDR holders on May 15, 2018.

On March 27, 2017, the Company's BOD approved a cash distribution to PDR holders of ₱0.73 per share totaling ₱595.24 million, in relation to dividends declared by GMA to all shareholders of record as at April 20, 2017. These were remitted to the PDR holders on May 16, 2017.

The BOD approved a resolution to pass on the entire amount of the cash dividends received from GMA without deducting the Company's 2019, 2018 and 2017 projected operating expenses on March 29, 2019, April 5, 2018 and March 27, 2017, respectively. Such expenses shall be covered by the interest income from the Company's cash and cash equivalents and debt instrument at FVOCI.

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7. Cash and Cash Equivalents

	2019	2018
Cash on hand and in bank	₱911,679	₱2,279,421
Short-term deposits	27,151,803	26,548,575
	₱28,063,482	₱28,827,996



Cash in bank earns interest at bank deposit rate. Short-term deposits are made for varying periods of up to three months depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

Interest income earned from cash in bank and short-term deposits amounted to ₱1.25 million, ₱0.87 million and ₱0.79 million in 2019, 2018 and 2017, respectively.

8. Debt Instrument at Fair Value Through Other Comprehensive Income

In 2014, the Company purchased at par a ten-year Union Bank of the Philippines (UBP) Tier Note with a face value of ₱21.00 million bearing a fixed interest rate of 5.38% from the 1st to the 21st interest payment dates and an interest rate based on the five year (5Y) PDST-R2 plus 196 basis point (bps) from the 22nd interest payment date to the last interest payment date. The interest is payable quarterly. The maturity date of this note is on February 20, 2025.

The movements in this account are as follows:

	2019	2018
Cost		
Balance at beginning and end of year	₱21,000,000	₱21,000,000
Cumulative unrealized gain (loss) on debt instrument at FVOCI		
Balance at beginning of year	(1,278,262)	(429,499)
Unrealized gain (loss) during the year	1,517,215	(848,763)
Balance at end of year	238,953	(1,278,262)
	₱21,238,953	₱19,721,738

Movements in the "Unrealized gain (loss) on debt instrument at fair value through other comprehensive income - net of tax" account, presented under equity, as at December 31, 2019 and 2018 are as follows:

	2019	2018
Balance at beginning of year	(₱1,278,262)	(₱429,499)
Unrealized gain (loss) due to changes in fair value of debt instrument at FVOCI	1,517,215	(848,763)
Tax impact (Note 12)	(71,686)	-
	1,445,529	(848,763)
Balance at end of year	₱167,267	(₱1,278,262)

Interest income earned from the UBP Tier Note amounted to ₱1.13 million in 2019, 2018 and 2017.

9. Accounts Payable and Other Current Liabilities

	2019	2018
Accounts payable	₱72,567	₱9,380
Accrued expenses:		
Professional fees (Note 13)	595,000	435,000
Others	1,022	505
Deferred output VAT	10,206	1,734
Dividends payable	-	3,886
	₱678,795	₱450,505



Accounts payable, accrued expenses and dividends payable are noninterest-bearing and are normally settled within the next financial year. Accrued expenses represent audit fees, retainer fees and miscellaneous expenses.

10. Equity

a. Capital Stock

The Company has 10,000 authorized, issued and outstanding common shares with ₱10.00 par value per share.

The following summarizes the information on the Company's registration of securities with the SEC as required by Revised Securities Regulation Code Rule 68:

Date of SEC Approval	Authorized Number of PDRs	Number of Issued PDRs	Issue/ Offer Price
July 30, 2007	945,432,000	945,432,000	₱8.50

b. Retained Earnings

On March 27, 2017, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱1.00 million to all stockholders of record as at April 10, 2017 and were paid on May 9, 2017.

On April 5, 2018, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱3.10 million to all stockholders of record as at April 9, 2018 and were paid on May 15, 2018.

On March 29, 2019, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱2.21 million to all stockholders of record as at April 22, 2019.

11. Operating Expenses

	2019	2018	2017
Listing fees	₱393,412	₱454,622	₱497,692
Professional fees	475,000	475,000	517,910
Taxes and licenses	36,029	37,923	35,011
Others	43,892	40,685	59,279
	₱948,333	₱1,008,230	₱1,109,892

12. Income Taxes

Provision for income tax as shown in the statements of comprehensive income consists of the following:

	2019	2018	2017
Final tax on interest income	₱415,302	₱399,520	₱383,852
MCIT	5,520	34,279	—
RCIT	—	—	204,698
Benefit from deferred tax	—	—	(8,183)
	₱420,822	₱433,799	₱580,367



The reconciliation of the provision for income tax computed at statutory income tax rate to provision for income tax as shown in the statements of comprehensive income is summarized as follows:

	2019	2018	2017
Provision for income tax computed at statutory income tax rate of 30%	₱512,271	₱811,000	₱1,082,837
Income tax effects of:			
Interest income subjected to final tax	(298,672)	(199,760)	(191,926)
Movement in unrecognized deferred tax assets	52,288	(179,223)	(310,544)
Expired NOLCO and MCIT	154,935	1,782	—
	₱420,822	₱433,799	₱580,367

Deferred Tax Assets

The components of unrecognized deferred tax assets are as follows:

	2019	2018
Deferred tax assets:		
NOLCO	₱201,703	₱144,768
Unrealized loss on debt instrument at FVOCI	—	383,479
MCIT	39,799	44,446
	₱241,502	₱572,693

Deferred tax asset arising from unrealized loss on change in fair value of debt instrument at FVOCI in 2018 is related to equity.

The component of the Company's deferred tax liability as at December 31, 2019 is the unrealized gain on change in fair value of debt instrument at FVOCI amounting to ₱0.07 million. This is related to equity and has been recognized under OCI.

As at December 31, 2019 NOLCO and MCIT that can be claimed as deduction from future taxable income and RCIT due, respectively, are as follows:

Date Paid/Incurred	Carryforward Benefit Up To	NOLCO	MCIT
December 31, 2018	December 31, 2021	₱—	₱34,279
December 31, 2019	December 31, 2022	672,342	5,520
		₱672,342	₱39,799

The movements in NOLCO and MCIT follow:

	2019	2018
NOLCO:		
Balance at beginning of year	₱482,560	₱1,188,294
Addition	672,342	—
Application	—	(705,734)
Expiration	(482,560)	—
Balance at end of year	₱672,342	₱482,560

(Forward)



	2019	2018
MCIT:		
Balance at beginning of year	₱44,446	₱11,949
Addition	5,520	34,279
Expiration	(10,167)	(1,782)
Balance at end of year	₱39,799	₱44,446

13. Related Party Disclosures

Parties are considered to be related if one party has the ability, directly and indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

Terms and Conditions of Transactions with Related Parties

There have been no guarantees provided or recovered for any related party receivables or payables and settlements occur in cash. The Company's financial statements include the following amounts resulting from the transactions with related parties as at December 31:

Category	Year	Amount/Volume of Transactions	Outstanding Payable	Terms	Conditions
Shareholders					
Portion of proceeds retained from the issuance of PDRs	2019	₱-	₱47,271,600	On demand upon exercise of PDRs, noninterest-bearing	Unsecured
	2018	-	47,271,600		
Belo, Gozon, Elma Law Firm	2019	160,000	520,000	On demand, noninterest-bearing	Unsecured
	2018	160,000	360,000		

The outstanding balance of "Due to shareholders" account in the statements of financial position pertains to the portion of the original proceeds from the issuance of PDRs retained by the Company as the PDR issuer in consideration for the rights granted under the PDRs equivalent to ₱0.05 per PDR. This amount will be used for the liquidation of expenses related to the issuance of the PDRs. Any excess is to be remitted to the selling shareholders.

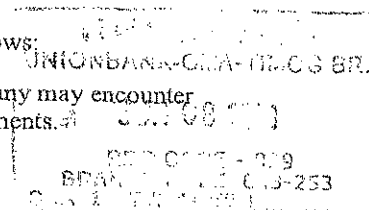
The Company's key management personnel are employed by GMA and no part of their salaries was allocated to the Company.

14. Financial Risk Management Objectives and Policies

The Company's principal financial instruments include cash and cash equivalents, accounts receivable and debt instrument at FVOCI. The main purpose of these financial instruments is to finance the Company's operations. The Company has other financial assets and liabilities such as accounts receivable, accounts payable and other current liabilities (excluding deferred output VAT) and due to shareholders, which arise directly from its operations.

The main risks arising from the Company's financial statements are as follows:

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



- **Interest Rate Risk.** Interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market interest rates.
- **Credit Risk.** Credit risk arises from default of the counterparty.

The BOD reviews and approves the Company's objectives and policies.

Liquidity Risk

The Company's objective in liquidity management is to ensure that the Company has sufficient liquidity to meet obligations under normal and adverse circumstances and is able to take advantage of investment opportunities as they arise.

The Company manages its liquidity risk by using its cash and cash equivalents from operations and interest income from debt instrument at FVOCI to meet its short-term liquidity needs. The Company likewise regularly evaluates other financing instruments and arrangements to broaden the Company's range of financing sources.

The tables below summarize the maturity profile of the Company's financial assets used for liquidity risk management purposes and financial liabilities based on contractual undiscounted payments as at December 31:

2019				
	On Demand	3 to 12 Months	More than 1 year	Total
Financial Assets				
Cash and cash equivalents	P28,063,482	P-	P-	P28,063,482
Accounts receivable	306,423	-	-	306,423
Debt instrument at FVOCI	-	965,576	20,273,377	21,238,953
	P28,369,905	P965,576	P20,273,377	P49,608,858
Financial Liabilities				
Accounts payable and other current liabilities*	P668,589	P-	P-	P668,589
Due to shareholders	10,888,345	36,383,255	-	47,271,600
	P11,556,934	P36,383,255	P-	P47,940,189

*Excluding deferred output VAT amounting to P10,206.

2018				
	On Demand	3 to 12 Months	More than 1 year	Total
Financial Assets				
Cash and cash equivalents	P28,827,996	P-	P-	P28,827,996
Accounts receivable	272,433	-	-	272,433
Debt instrument at FVOCI	-	867,200	18,854,538	19,721,738
	P29,100,429	P867,200	P18,854,538	P48,822,167
Financial Liabilities				
Accounts payable and other current liabilities*	P448,771	P-	P-	P448,771
Due to shareholders	10,579,235	36,692,365	-	47,271,600
	P11,028,006	P36,692,365	P-	P47,720,371

*Excluding deferred output VAT amounting to P1,734.

Interest Rate Risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt security which is subject to fair value interest rate risk.

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Fair Value Interest Rate Risk. The Company's debt security earns interest at a fixed rate of 5.38% from the 1st to the 21st interest payment dates and a rate based on the 5Y PDST-R2 plus 196 bps from the 22nd interest payment date to the last interest payment date. The following table below demonstrates the sensitivity of fair value changes due to possible change in interest rates with all other variables held constant (through the impact on other comprehensive income).

	Increase (Decrease) in Basis Points	Effect on Equity	
		2019	2018
Debt instrument at FVOCI	50	(P217,055)	(P1,735,549)
	(50)	708,041	806,192

Credit Risk

With respect to credit risk arising from cash and cash equivalents, accounts receivable and debt security, the Company's exposure to credit risk arises from default of the counterparty. The maximum exposure of accounts receivables and debt security is equal to their carrying amounts. For cash and cash equivalents, the maximum exposure is P27.56 million and P28.32 million as at December 31, 2019 and 2018, respectively, or the carrying amount less insured amount by the Philippine Deposit Insurance Corporation equivalent to the actual cash in bank balance to a maximum of P0.50 million per depositor per bank. It is the Company's policy to enter into transactions with a diversity of creditworthy parties to mitigate any significant concentration of credit risk. The Company has an internal mechanism to monitor the granting of credit and management of credit exposures. The Company will make provisions, when necessary, for potential losses on credits extended. The Company does not require any collateral for its financial assets.

As at December 31, 2019 and 2018, the financial assets are generally viewed by management as good and collectible considering the credit history of the counterparties. No financial assets were identified by the Company as past due or impaired financial assets as at December 31, 2019 and 2018.

Credit Quality of Financial Assets

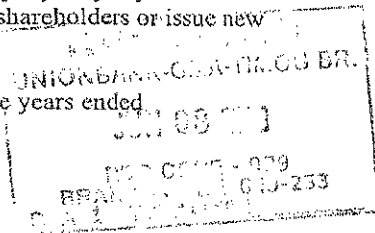
The Company's cash and cash equivalents (excluding cash on hand), other receivables and debt security are grouped under stage 1 assessment as at December 31, 2019 and 2018. These are financial assets that are considered current and up to 30 days past due, and based on change in rating, delinquencies and payment history, do not demonstrate significant increase in credit risk. All of the Company's financial assets are considered high grade since these are from counterparties who are not expected to default in settling their obligations.

Capital Management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, payoff existing debts, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes for the three years ended December 31, 2019, 2018 and 2017.



The Company's capital management is undertaken by GMA. The Company's capital includes the total equity, before other comprehensive income, which amounted to ₱1.48 million and ₱2.41 million as at December 31, 2019 and 2018, respectively.

The Company is not subject to externally imposed capital requirements.

15. Fair Value Measurement

The following methods and assumptions are used to estimate the fair value of each financial instrument for which it is practicable to estimate such value:

Cash and Cash Equivalents, Accounts Receivable, Accounts Payable and Other Current Liabilities (excluding Deferred Output VAT) and Due to Shareholders

The carrying amounts of these financial instruments approximate their fair values due to the short-term maturities of these financial instruments.

Debt Instrument at FVOCI

The estimated fair value of debt instrument at FVOCI is based on the discounted values of future cash flows. The discount rates used were based on the spot yield curve derived from government securities of different tenors plus an estimate of the counterparty's credit spread, which is based on the counterparty's credit rating. The fair value is under level 3 of the fair value hierarchy.

The following table below demonstrates the sensitivity of credit spread (through the impact on other comprehensive income).

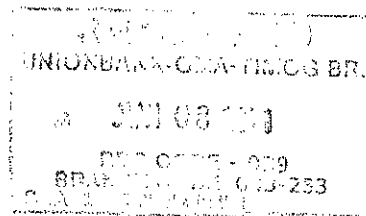
	Increase (Decrease) in Basis Points	Effect on Equity	
		2019	2018
Debt instrument at FVOCI	50	(P456,008)	(P457,686)
	(50)	469,088	472,071

16. Basic/Diluted Earnings Per Share Computation

Basic/diluted EPS is computed as follows:

	2019	2018	2017
Net income attributable to equity holders (a)	₱1,286,748	₱2,269,534	₱3,029,090
Common shares issued at beginning and end of year (b)	10,000	10,000	10,000
Basic/diluted earnings per share (a/b)	₱128.67	₱226.95	₱302.91

The Company has no dilutive potential common shares outstanding therefore basic EPS is same as diluted EPS.



17. Note to Statement of Cash Flows

Change in liability arising from financing activity is as follows:

	2019	2018
Dividends payable, at beginning of year	₱3,886	₱3,049
Dividend declaration (Note 10)	2,210,000	3,100,000
Cash outflow	(2,213,886)	(3,099,163)
Dividends payable, at end of year	₱-	₱3,886

18. Events after the Reporting Date

Impact of COVID-19

In a move to contain the COVID-19 outbreak, on March 13, 2020, the Office of the President of the Philippines issued a Memorandum directive to impose stringent social distancing measures in the National Capital Region effective March 15, 2020. On March 16, 2020, Presidential Proclamation No. 929 was issued, declaring a State of Calamity throughout the Philippines for a period of six (6) months and imposed an enhanced community quarantine throughout the island of Luzon until April 12, 2020, which was subsequently extended to April 30, 2020. These measures have caused disruptions to businesses and economic activities, and its impact on businesses continue to evolve.

The Company considers the events surrounding the outbreak as non-adjusting subsequent events, which do not impact its financial position and performance as at and for the year ended December 31, 2019. Considering the evolving nature of this outbreak, the Company cannot determine at this time the impact to its financial position, performance and cash flows. The Company will continue to monitor the situation.

19. Supplementary Tax Information Required Under Revenue Regulations (RR) 15-2010

In compliance with the requirements set forth by RR 15-2010, hereunder are the information on taxes and license fees accrued and paid during the taxable year.

The Company reported and/or paid the following types of taxes in 2019:

VAT

The Company's sales and receipts are subject to output VAT while its purchases from other VAT-registered individuals or corporations are subject to input VAT. The VAT rate is 12%.

a. Net sales/receipts and output VAT declared in the Company's VAT returns

The Company is a VAT-registered Company with output VAT declaration of ₱24,647 for the year based on the gross receipts of exercise fees of ₱205,388 as included in the "Exercise fee" account in the statement of comprehensive income.

b. Input VAT

Balance at January 1, 2019

Current year's domestic purchases for services

Total input VAT

Applied against output VAT

Balance at December 31, 2019

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500 00 000
₱29,256.00
₱60,004.00
₱89,260.00
(24,647)
₱64,613



Other Taxes and Licenses

All other local and national taxes paid for the year ended December 31, 2019 consist of:

Local taxes and license fees	P35,529
Registration fees	500
	<u>P36,029</u>

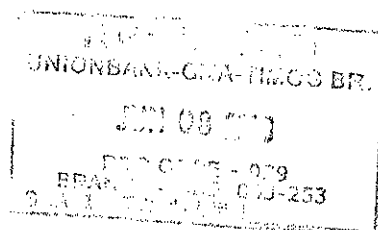
Withholding Taxes

Withholding taxes paid and/or withheld for the year ended December 31, 2019 consist of:

Final withholding tax	P27,397,546
Expanded withholding tax	9,664
	<u>P27,407,210</u>

Tax Assessments and Cases

As at December 31, 2019, the Company has no final tax assessments and cases pending before the Bureau of Internal Revenue (BIR). Likewise, the Company has no other pending tax cases outside the administration of the BIR as at December 31, 2019.





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1226 Makati City
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Fax: (632) 819 0872
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BOA/PRC Reg. No. 0001,
October 4, 2018, valid until August 24, 2021
SEC Accreditation No. 0012-FR-6 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders
GMA Holdings, Inc.
5D Tower One, One McKinley Place
New Global Bonifacio City
Fort Bonifacio, Taguig City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of GMA Holdings, Inc. as at December 31, 2019 and 2018, and for each of the three years in the period ended December 31, 2019, included in this Form 17-A and have issued our report thereon dated April 13, 2020. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Financial Statements and Supplementary Schedules are the responsibility of the Company's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Belinda T. Beng Hui
Partner

CPA Certificate No. 88823
SEC Accreditation No. 0943-AR-3 (Group A),
March 14, 2019, valid until March 13, 2022
Tax Identification No. 153-978-243
BIR Accreditation No. 08-001998-78-2018,
March 14, 2018, valid until March 13, 2021
PTR No. 8125213, January 7, 2020, Makati City

April 13, 2020



GMA HOLDINGS, INC.
Index to the Financial Statements and
Supplementary Schedules
December 31, 2019

Schedule I: Supplementary Schedules Required by Revised Securities Regulation Code Rule 68, Annex 68-J

Schedule II: Reconciliation of Retained Earnings Available for Dividend Declaration

Schedule III: Map Showing the Relationships Between and Among the Company

SCHEDULE I

GMA HOLDINGS, INC.

Supplementary Schedules Required by Revised Securities Regulation Code Rule 68, Annex 68-J

December 31, 2019

Schedule A. Financial Assets

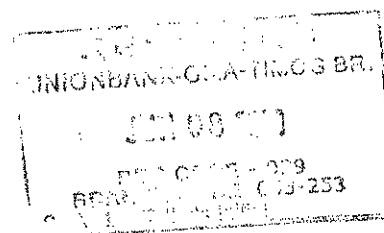
Name of issuing entity and association of each issue	Amount shown in the statements of financial position	Income received and accrued
Cash and cash equivalents		
Cash on hand	P5,000	P-
Cash in bank - Union Bank of the Philippines	906,679	4,323
	911,679	4,323
Cash equivalents - Unicapital, Inc.	27,151,803	1,245,150
	P28,063,482	P1,249,473
Debt instrument at fair value through other comprehensive income	P21,238,953	P1,130,439

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other Than Related Parties)

Name and designation	Balance as at January 1, 2019	Additions	Deductions		Current	Noncurrent	Balance as at December 31, 2019
			Amount collected	Amount written off			
Not Applicable: The Company has no receivable from directors, officer, employees, related parties and principal stockholders (other than related parties) as at December 31, 2019.							

Schedule C. Amounts of Receivables from Related Parties which are Eliminated during Consolidation of Financial Statements

Name and designation	Balance as at January 1, 2019	Additions	Deductions		Current	Noncurrent	Balance as at December 31, 2019
			Amount collected	Amount written off			
Not Applicable: The Company has no receivable from related parties which are consolidated as at December 31, 2019.							



SCHEDULE I

Schedule D. Long-Term Debt

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related statement of financial position	Amount shown under caption "Long-term debt" in related statement of financial position
---------------------------------------	--------------------------------	---	--

Not Applicable: The Company has no long-term debt as at December 31, 2019.

Schedule E. Indebtedness to Related Parties (Long-term Loans from Related Parties)

Name of related party	Balance at January 1, 2019	Balance at December 31, 2019
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Not Applicable: The Company has no long-term loan from a related party as at December 31, 2019.

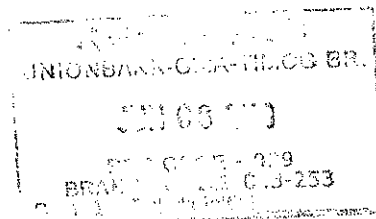
Schedule F. Guarantees of Securities of Other Issuers

Name of issuing entity of Securities guaranteed by the Company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which the statement is filed	Nature of guarantee
--	---	---	---	---------------------

Not Applicable: The Company has no guarantees of securities of other issuers as at December 31, 2019.

Schedule G. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related statement of financial position caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers, and employees	Others
Common stock	10,000	10,000	-	-	10,000	-

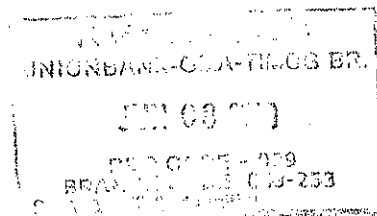


SCHEDULE II

GMA HOLDINGS, INC.

Reconciliation of Retained Earnings Available for Dividend Declaration
As at December 31, 2019

Unappropriated retained earnings, beginning	₱2,305,847
Net income during the year closed to retained earnings	1,286,748
Dividend declaration during the year	(2,210,000)
Unappropriated retained earnings available for dividend declaration, end	₱1,382,595

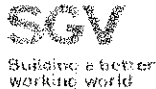


SCHEDULE III

GMA HOLDINGS, INC.

Map Showing the Relationships Between and Among the Company
As at December 31, 2019

Not Applicable.



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BCA/PRC Reg. No. 0001
October 4, 2016, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A)
November 6, 2016, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
GMA Holdings, Inc.
5D Tower One, One McKinley Place
New Global Bonifacio City
Fort Bonifacio, Taguig City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of GMA Holdings, Inc. (the Company) as at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019, and have issued our report thereon dated April 13, 2020. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, 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 at December 31, 2019 and 2018 and for each of the three years in the period ended December 31, 2019 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Belinda T. Beng Hui
Partner
CPA Certificate No. 88823
SEC Accreditation No. 0943-AR-3 (Group A),
March 14, 2019, valid until March 13, 2022
Tax Identification No. 153-978-243
BIR Accreditation No. 08-001998-78-2018,
March 14, 2018, valid until March 13, 2021
PTR No. 8125213, January 7, 2020, Makati City

April 13, 2020



GMA HOLDINGS, INC.
Supplementary Schedule on Financial Soundness Indicators
As at December 31, 2019

Ratio	Formula	2019	2018
Current Ratio	Total Current Assets divided by Total Current Liabilities <div> <div>Total Current Assets</div> <div>Divided by: Total Current Liabilities</div> <div>Current Ratio</div> </div>	0.59	0.61
Asset-to-Equity Ratio	Total Assets divided by Total Equity <div> <div>Total Assets</div> <div>Divided by: Total Equity</div> <div>Asset-to-Equity Ratio</div> </div>	30.11	43.32
Debt-to-Equity Ratio	Total Debt divided by Total Equity <div> <div>Total Debt</div> <div>Divided by: Total Equity</div> <div>Debt-to-Equity Ratio</div> </div>	29.11	42.32
Return on Equity	Net Income divided by Average Total Equity <div> <div>Net Income</div> <div>Divided by: Average Total Equity</div> <div>Return on Equity</div> </div>	92.66%	115.37%
Return on Assets	Net Income divided by Average Total Assets <div> <div>Net Income</div> <div>Divided by: Average Total Assets</div> <div>Return on Assets</div> </div>	2.61%	4.57%
EBITDA Margin	Earnings Before Interest, Tax and Depreciation and Amortization divided by Total Revenue <div> <div>Earnings Before Interest, Tax and Depreciation and Amortization</div> <div>Divided by: Total Revenue</div> <div>EBITDA Margin</div> </div>	64.29%	72.84%
Net Profit Margin	Net Income divided by Total Revenue <div> <div>Net Income</div> <div>Divided by: Total Revenue</div> <div>Net Profit Margin</div> </div>	48.45%	61.15%

UNIONBANK-GMA-BLCO BR.

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