

COVER SHEET

2 2 2 6 4
S.E.C. Registration Number

BHI HOLDINGS INC
(f o r m e R I Y C o N s o L i d A T e d
I n s u r a N c E C o M p a N y I N c)

(Company's Full Name)

1 5 t h F L o O r T H e P e a R L b a n k C t r
1 4 6 V a L e R o S T S A I c E D o V i l l I M k t
(Business Address : No. Street City / Town / Province)

Marivic Isla

Contact Person

840-29-61

Company Telephone Number

1 2 3 1
Month Day
Calendar Year

1 7 - A
FORM TYPE

0 5 4 F
Month Day
Annual Meeting

N/A

Secondary License Type, If Applicable

M R D
Dept. Requiring this Doc.

N/A
Amended Articles Number/Section

3 2 8
Total No. of Stockholders

Total Amount of Borrowings
N/A
Domestic

N/A
Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

Document I.D.

Document I.D.

Cashier

STAMPS

BHI HOLDINGS, INC.

22/F, The Pearlbank Centre,
146 Valero Street, Salcedo Village, Makati City
Tel. No. 8840-2961

“STATEMENT OF MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL STATEMENTS”

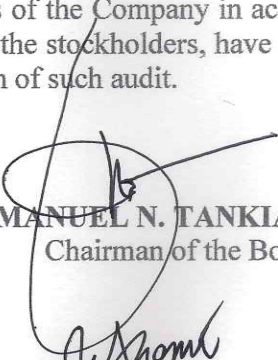
The management of **BHI HOLDINGS, INC.** is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the years ended December 31, 2023, 2022 and 2021, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing 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 to do so.

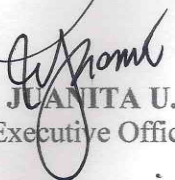
The Board of Directors is responsible for overseeing the Company’s financial reporting process.

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

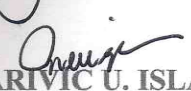
Punongbayan and Araullo, the independent auditors appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.



MANUEL N. TANKIANSEE
Chairman of the Board



JUANITA U. TAN
Chief Executive Officer / President



MARIVIC U. ISLA
Chief Financial Officer / Treasurer

SUBSCRIBED AND SWORN to before me this 06 APR 2024 day of April, 2024
affiant(s) exhibiting to me his/her Tax Identification Number.

<u>NAME</u>	<u>TIN NO.</u>
MANUEL N. TANKIANSEE	126-197-981-000
JUANITA U. TAN	126-197-593-000
MARIVIC U. ISLA	245-404-543-000

Notary Public



ATTY. FELIZARDO M. IBARRA
Notary Public for Quezon City Until Dec. 31, 2024
Roll No. 80835
PTR No. 5452394D, 01/02/2024, Q.C.
IBP No. 254794, December 28, 2022
MCLE Comp. No. VIII-0000973 / until April 14, 2025
ADM Matter No. NP-223 / (2023-2024)
Lot 27 Block VI, No. 1160 Quirino Highway
Brgy. Kaligayahan, Quezon City

Doc No. 65
Page No. 32
Book No. XXIII
Series of MMX

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

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

1. For the fiscal year ended December 31, 2023
2. SEC Identification Number: 22264 3. BIR Tax Identification No.: 000-446-527
4. Exact name of issuer as specified in its charter

BHI HOLDINGS, INC.

5. PHILIPPINES 6. (SEC Use Only)
Province, Country or other jurisdiction of Industry Classification Code
Incorporation or Organization
7. 15th Floor, The Pearlbank Centre, 146 Valero Street
Salcedo Village, Makati City 1227
Address of Principal Office Postal Code
8. 02-840-2961
Issuer's telephone number, including area code
9. N/A

Former Name, former address and former fiscal year, if changed since last report

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

Title of Each Class	Number of Shares of Common Stock Outstanding & Amount of Debt Outstanding
Common Class A	350,000 Shares
Common Class B	150,000 Shares

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

Yes [] No []

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

Philippine Stock Exchange

Common Stock Class A and Class B

12. Check whether the issuer:

(a) Has filed all reports required by Section 17 of the SRC and SRC Rule thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports); of the Revised Securities Act (RSA) and RSA Rule 11(a)-1 thereunder and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding 12 months (or such shorter period that the registrant was required to file such reports);

Yes [x] No []

(b) Has been subject to such, filing requirements for the past 90 days.

Yes [x] No []

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

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

Yes [x] No []

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

- a. Any annual report to security holders. - N/A
- b. Any proxy or information statement filed pursuant to SRC Rule 20 and 17.1(b); - N/A
- c. Any prospectus filed pursuant to SRC Rule 8.1-1. - N/A

MANAGEMENT REPORT

BUSINESS AND GENERAL INFORMATION

1) Business Development

a) **Form and date of organization**

The Company was incorporated on January 23, 1963. In 1992, majority shares owned by the Group Management Corporation were sold to Metropolitan Management Corporation. In July 1995, Metropolitan Management Corporation sold its majority shareholdings to Westmont Investment Corporation. In May 1997, Westmont Investment Corporation and Metropolitan Management Corporation sold their shareholdings to Bulk Handlers, Inc. which acquired approximately 91% of the Company. Pursuant to the resolution of the Board of Directors of the Corporation approved and adopted on October 19, 1999, the Corporation on October 26, 1999, executed a Deed of Assignment in favor of CICI GENERAL INSURANCE CORPORATION (a newly registered and licensed non-life insurance company) whereby the Corporation's insurance business and related business had been transferred, and assigned and conveyed to the latter. On November 4, 1999, the Securities and Exchange Commission approved the Corporation's application to change its corporate name from Consolidated Insurance Corporation, Inc. to that of **BHI HOLDINGS, INC.** and its primary purpose from that of a non-life insurance company to that of an **investment holding company.**

b) **Any bankruptcy, receivership or similar proceedings**

The Corporation has not been under bankruptcy, receivership or similar proceeding. It has not entered into any merger or consolidations.

c) **Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.**

No material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the course of business took place.

2) Business of Issuer

In view of the change of its primary purpose, the Company is now ready to carry on the business of an investment holding company.

The company is an investment holding company whose target is to acquire equity plus interest in profitable corporations. However, due to the

present economic condition, the company has not been very active in investing and is only receiving interest income.

At present, the company has no principal products or services because it has not decided as to what products or services it will introduce to the market.

Percentage of sales or revenues and net income contributed by foreign sales for each of the last three years

Not Applicable

Distribution methods of products or services

Not Applicable

Competition

Not Applicable

Sources and availability of raw materials and names of principal suppliers

Not Applicable

Dependence of the business upon a single customer or a few customers, the loss of any or more of which would have a material adverse effect on the registrant and its subsidiaries taken as a whole/Customer that accounts for, or based on existing orders will account for, twenty percent (20%) or more of the registrant's sales/ Existing major sales contracts.

Not Applicable

Transactions with and/or dependence on related parties.

Not Applicable

Principal terms and expiration dates of all patents, trademarks, copyrights, licenses, franchises, concessions, and royalty agreements held/The extent to which the registrant's operations depend. Or are expected to depend, on the foregoing and what steps are undertaken to secure these rights.

Not Applicable

Need for government approval of principal products or services

Not Applicable

Effect of existing or probable governmental regulations on the business

Not Applicable

Costs and effects of compliance with environmental laws

Not Applicable

Number of present employees and number of employees it anticipates to have within twelve (12) months.

Not Applicable

Listed companies and investment houses that are part of a conglomerate or group of companies

Not Applicable

Properties

The company has no principal plants, mines and other property of the same nature.

Legal Proceedings

There are no pending major court proceedings that could affect the financial stability of the Company.

Submission of Matters to a Vote of Security Holders

Not Applicable.

CHANGES IN AND DISAGREEMENT WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

There are no changes and/or disagreements with Accountants on matter relating to accounting principles or practices, financial disclosures, auditing scope and procedures during the last two fiscal years.

Disagreement with Accountants on Accounting and Financial Disclosure
None.

MANAGEMENT'S DISCUSSIONS AND ANALYSIS (MD&A) OR PLAN OF OPERATION

1) Plan of Operation

The company is still in the process of finalizing its business plans and has not made any active investment. It intends to actively pursue its business as an investment holding company by acquiring equity plus interest in profitable Corporations.

Uncertainties remain as to whether the country will continue to be affected by regional trends in the coming months. The subsequent effect of such regional trends in the economic environment of the Philippines will continue to affect the business activity of the company in the foreseeable future.

As an investment holdings company, the Company's main thrust is to acquire ownerships in profitable corporations. However, due to certain economic factors, the Company has been inactive in pursuing investment activities for a number of years. Its present source of revenue is limited to the interest income generated from its loans granted to a related party. As such, the Company has only two employees handling mainly administrative functions due to limited transactions of the Company as of December 31, 2023. The Company's management, however, continues to assess possible investment opportunities that it can embark on.

- a) The registrant can satisfy its cash requirements through interest income earned of its due from a related party. There is no need to raise additional funds in the next twelve (12) months
- b) The company has no product research and development because it has not finalized its operation plan.
- c) The company has no expected purchase or sale of plant and equipment.
- d) The company has no expected significant changes in the number of employees.

2) Management's Discussion and Analysis

Full Fiscal Years

2023

The components of the Due from a Related Party account are as follows:

	<u>2023</u>	<u>2022</u>
Principal balance		
Original loan	P 46,000,000	P 46,000,000
Assumed loan	<u>54,000,000</u>	<u>54,000,000</u>
	<u>P 100,000,000</u>	<u>P 100,000,000</u>

(a) Original Loan

As of December 31, 2023 and 2022, the carrying amount of the original loan amounting to P 46,000,000, excluding interest receivable, is presented as part of Due from a Related Party account in the statements of financial position.

The original loan initially consisted of deposits made by the Company for the acquisition of equity interest in Aqua Rich, Inc. (Aqua Rich) an entity

that has the same stockholders as that of the Company. On December 9, 2000, upon the expiration of the conversion period of the deposits into equity, the deposits were automatically converted into an unsecured, interest-bearing loan. Interest is set at a certain rate per annum. The said loan is renewed for a term of two years from maturity in 2023 and 2022.

Actual annual interest income earned in 2023, 2022 and 2021 related to this loans both amounted to P 1,380,000, which is presented as part of Interest Income From Loans under the Revenues section of the statements of comprehensive income.

(b) Assumed Loan

On January 2, 2013, Takeda Holdings, Inc. a third party, assigned to Aqua Rich, Inc. its unsecured, interest-bearing loan payable to the Company which is payable after two years and subject to a certain interest rate per annum. Accordingly, the carrying amount of the assumed loan as of that date was recorded as part of Due from a Related Party account of the statement of financial position.

The carrying amount of the assumed loan, excluding interest receivable, amounted to P54,000,000 as of December 31, 2023 and 2022 and is presented as Due from a Related Party in the statements of financial position.

Actual annual interest income earned in 2023, 2022 and 2021 related to the assumed loans are amounted to P 1,620,000, which is presented as part of Interest Income From Loans under the Revenues section in the statements of comprehensive income. There were no outstanding interest receivable as of December 31, 2023 and 2022.

The Company's loans and related interest receivable, which are subject to credit risk exposure, have been reviewed for impairment. Based on such reviews, management determines that the related losses are immaterial to the financial statements.

REVENUES

INTEREST INCOME/OTHER INCOME

The actual interest income based on the terms of the loan agreements amounted to P 3,000,000 for 2023, 2022 and 2021.

Other income from Banco de Oro & Land Bank of the Philippines savings account amounted to P151.

OPERATING EXPENSES

2023

Operating expenses for 2023 amounted to P 2,615,395 which is P 25,796 lower compared to 2022. Expenses for 2023 were as follows:

Salaries & Wages	P	1,164,000
Professional fees		462,500
Rent Expense		360,000
Membership fees		250,000
Trainings and seminars		80,357
Utilities		201,600
Taxes & licenses		32,498
Director's fee		22,000
Miscellaneous		42,440
TOTAL	P	2,615,395

2022

Operating expenses for 2022 amounted to P 2,641,190 which is P 50,006 over compared to 2021. Expenses for 2022 were as follows:

Salaries & Wages	P	1,164,000
Professional fees		450,750
Rent Expense		360,000
Membership fees		250,000
Trainings and seminars		80,357
Utilities		201,600
Office supplies		330
Taxes & licenses		32,498
Director's fee		22,000
Miscellaneous		79,656
TOTAL	P	2,641,191

2021

Operating expenses for 2021 amounted to P 2,591,185 which is P 913,643 lower compared to 2020. Expenses for 2021 were as follows:

Salaries & Wages	P	1,164,000
Professional fees		808,750
Rent Expense		180,000
Membership fees		250,000
Utilities		31,200
Taxes & licenses		40,598
Director's fee		22,000
Miscellaneous		94,637
TOTAL	P	2,591,185

Material Events and uncertainties that would Impact Future Operations

The following statements relative to the material event/s and uncertainties known to management that would address the past and would have an impact on future operations are presented for information of all stockholders of the Corporation:

- There were no majority-owned subsidiaries top five key performance indicators during the reporting period.
- There were no events that would trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation during the reporting period.
- There were no material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the company with unconsolidated entities or other persons created during the reporting period.
- There were no causes of material changes.
- We are not aware of any known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity. Should we become aware of such events, we will include a disclosure discussing such events in subsequent quarterly reports.

Financial Statements

The **audited financial statements** of BHI consisting of Statements of Financial Position as of December 31, 2023, 2022 and 2021 and Statements of Comprehensive Income, Changes in Equity and Cash Flows for the three years then ended, together with Notes to Financial Statements, are attached to this report. Likewise, the **Interim Financial Statements** are attached to this report.

MATERIAL CHANGES ON THE LINE-BY-LINE ITEMS OF THE COMPANY'S CONSOLIDATED BALANCE SHEET

The following table shows the Company's cash flows on a consolidated basis of and for the years ended December 31, 2023 and 2022.

Cash Flows From Operating Activities			
Income before tax	P	384,756	P 358,925
Adjustment for:			
Interest income from loans - net		(3,000,000)	(3,000,000)
Interest income from cash in bank		(151)	(116)
Operating profit before working capital changes		<u>(2,615,395)</u>	<u>(2,641,191)</u>
Increase in prepayment and other asset		(67,130)	(217,245)
Increase in accrued expenses and other payables		<u>(302,711)</u>	<u>(120,259)</u>

Cash used in operations	(2,985,236)	(2,978,695)
Interest received	3,000,151	3,000,116
Cash paid for income taxes	(76,280)	(20,160)
Net Cash from (Used in) Operating Activities	(61,365)	1,261
Cash Flows from Financing Activities	0	0
Net Increase (decrease) in Cash	(61,365)	1,261
Cash at Beginning of Year	325,495	324,234
Cash at End of Year	P 264,130	P 325,495

As of December 31, 2023, cash decreased by 0.19%, from P 325,495 in 2022 to P 264,130 for the period ended December 31, 2023. For the period under review, interest received increased to P 3,000,121 from P 3,000,116 for the year 2023. The cash paid for income taxes increased, from P 20,160 last year to P 76,280 this year. Current tax assets or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognized as a component of tax expense in profit or loss.

(a) Assumed Loan

On January 2, 2013, Takeda Holdings, Inc. a third party, assigned to Aqua Rich, Inc. its unsecured, interest-bearing loan payable to the Company which is payable after two years and subject to a certain interest rate per annum. Accordingly, the carrying amount of the assumed loan as of that date was recorded as part of Due from a Related Party account of the statement of financial position.

The carrying amount of the assumed loan, excluding interest receivable, amounted to P54,000,000 as of December 31, 2023 and 2022 and is presented as Due from a Related Party in the statements of financial position.

Actual annual interest income earned in 2023, 2022 and 2021 related to the assumed loans are amounted to P 1,620,000, which is presented as part of Interest Income From Loans under the Revenues section in the statements of comprehensive income. There were no outstanding interest receivable as of December 31, 2023 and 2022.

The Company's loans and related interest receivable, which are subject to credit risk exposure, have been reviewed for impairment. Based on such reviews, management determines that the related losses are immaterial to the financial statements.

(a) Original Loan

As of December 31, 2023 and 2022, the carrying amount of the original loan amounting to P 46,000,000, excluding interest receivable, is presented as part of Due from a Related Party account in the statements of financial position.

The original loan initially consisted of deposits made by the Company for the acquisition

of equity interest in Aqua Rich, Inc. (Aqua Rich) an entity that has the same stockholders as that of the Company. On December 9, 2000, upon the expiration of the conversion period of the deposits into equity, the deposits were automatically converted into an unsecured, interest-bearing loan. Interest is set at a certain rate per annum. The said loan is renewed for a term of two years from maturity in 2023 and 2022.

Actual annual interest income earned in 2023, 2022 and 2021 related to this loan amounted to P 1,380,000, which is presented as part of Interest Income From Loans under the Revenues section of the statements of comprehensive income.

Deferred tax assets. The Company is subject to minimum corporate income tax (MCIT), which is computed at 1.5% in 2023 and 2022, respectively, as defined under the tax regulations or to the RCIT, whichever is higher. The Company did not recognize the deferred tax asset arising from MCIT as of December 31, 2023 and 2022 since management believes that the Company will not have sufficient RCIT due within the period against which the MCIT can be applied.

Accrued expenses and other payables. Decreased to P 3,647,394 from P 3,950,105 in 2022 by 0.077%, the lease contract is for one-year renewable upon mutual agreement of both parties.

Result of Operations

Year Ended December 31, 2023 compared to Year Ended December 31, 2022

Revenue. For the year ended December 31, 2023, the Company achieved revenue of P 3,000,151, increased by P 35 over the P 3,000,116 in 2022. This was due to higher interest income from cash in bank.

Operating Expenses. Total expenses decreased by 0.010% from P 2,641,191 in 2022 to P 2,615,395 this year due to increase in and other operating expenses.

Financial Costs. No financial cost for this year.

Tax Expenses. Increase from P 23 for the twelve months ended December 31, 2022 to P 76,280 for the period ended December 31, 2023.

Net Income. The net income of the Company amounted to P 308,476 for 2023 and P 358,902 for 2022.

Earning Per Share. Is computed by dividing net income by the weighted average number of outstanding shares after giving retroactive effect to any stock split and stock dividend declared during the year. Diluted earnings (loss) per share were not determined since the Company does not have dilutive potential common shares as of December 31, 2023 and 2022.

MATERIAL ITEMS UNDER OPERATING EXPENSES

2023

Operating expenses for 2023 amounted to P 2,615,395 which is P 25,796 lower compared to 2022. Expenses for 2023 were as follows:

Salaries & Wages	P	1,164,000
Professional fees		462,500
Rent Expense		360,000
Membership fees		250,000
Trainings and seminars		80,357
Utilities		201,600
Taxes & licenses		32,498
Director's fee		22,000
Miscellaneous		42,440
TOTAL	P	<u>2,615,395</u>

2022

Operating expenses for 2022 amounted to P 2,641,190 which is P 50,006 over compared to 2021. Expenses for 2022 were as follows:

Salaries & Wages	P	1,164,000
Professional fees		450,750
Rent Expense		360,000
Membership fees		250,000
Trainings and seminars		80,357
Utilities		201,600
Office supplies		330
Taxes & licenses		32,498
Director's fee		22,000
Miscellaneous		79,656
TOTAL	P	<u>2,641,191</u>

2021

Operating expenses for 2021 amounted to P 2,591,185 which is P 913,643 lower compared to 2020. Expenses for 2020 were as follows:

	P	1,164,000
Professional fees		808,750
Rent Expense		180,000
Membership fees		250,000
Utilities		31,200
Taxes & licenses		40,598

Director's fee	22,000
Miscellaneous	94,637
TOTAL	P 2,591,185

OPERATIONAL AND FINANCIAL INFORMATION

Market for Issuer's Common Equity and Related Stockholder Matters

MARKET INFORMATION

The principal market for the Company's Common Equity is the Philippine Stock Exchange as of December 31, 2023.

HOLDERS

<u>Class</u>	<u>No. of Stockholders</u>
Common A	327
Common B	1

MARKET INFORMATION FOR SECURITIES OTHER THAN COMMON EQUITY

The principal market of the common equity of the issuer is the Philippine Stock Exchange. From the table below, no trading took place that would indicate the high & low sales prices of the common equity of the registrant from 2021 to 2023.

<u>2023</u>	<u>1st Quarter Date Price</u>	<u>2nd Quarter Date Price</u>	<u>3rd Quarter Date Price</u>	<u>4th Quarter Date Price</u>
HIGH	960	960	960	960
LOW	662	662	662	662
<u>2022</u>	<u>1st Quarter Date Price</u>	<u>2nd Quarter Date Price</u>	<u>3rd Quarter Date Price</u>	<u>4th Quarter Date Price</u>
HIGH	1351	945	945	945
LOW	662	662	662	662
<u>2021</u>	<u>1st Quarter Date Price</u>	<u>2nd Quarter Date Price</u>	<u>3rd Quarter Date Price</u>	<u>4th Quarter Date Price</u>
HIGH	901	1351	1351	1351
LOW	900	945	945	945

Last transaction date was December 27, 2023 and the closing price was at P 680 per share.

OTHER SECURITIES

None

TOP TWENTY STOCKHOLDER

As of December 31, 2023

<u>RANK</u>	<u>STOCKHOLDER</u>	<u>NO. OF SHARE</u>	<u>PERCENTAGE</u>
1	BULK HANDLERS, INC.	438,624	87.73%
2	PCD NOMINEE CORPORATION	10,747	02.15%
3	TAN, MIKO PAOLO	8,631	01.73%
4	TRUMAN, A. TAN	5,000	01.00%
5	NERCO S. BALAGAS	4,500	00.90%
6	CALIGAGAN, JACKELYN P.	2,883	00.58%
7	MELANI R. MASANGCAY	1,700	00.34%
8	FERNANDO P. SANTIAGO JR.	860	00.17%
9	JEMIE UY TAN	850	00.17%
10	ARMADO B. BUSANO	800	00.16%
11	RITA LEGARDA	588	00.12%
12	EDGAR C. SERRANO	560	00.11%
13	GERRY B. RABINO	500	00.10%
14	MARILYN C. BRAVO	500	00.10%
15	AILYHNE R. BALABA	500	00.10%
16	MALANOG, ALMA TERESA R.	400	00.08%
17	VIVIAN MAUREEN G. PROTACIO	380	00.08%
18	REYNO III, ALFONSO VICTORIO G.	350	00.07%
19	REYNO JR, ALFONSO R.	350	00.07%
20	REYNO, CHRISTOPHER G.	350	00.07%

DIVIDENDS

- a. No cash dividends were declared for the most two recent fiscal years.
- b. The company has no active operation, thus no payment of dividends was made

RECENT SALE OF UNREGISTERED SECURITIES.

None.

DESCRIPTION OF REGISTRANT'S SECURITY.

Common Stock

The company has two classes of authorized capital stock of 1,000,000 shares at P100 par.

Class A	
Authorized - 700,000 Shares	
Issued and Outstanding - 350,000 Shares	P 35,000,000.00
Class B	
Authorized - 300,000 Shares	
Issued and Outstanding - 150,000 Shares	P 15,000,000.00

	P 50,000,000.00
	=====

Class A and Class B shares enjoy the same rights and privileges except that Class A shares shall be issued solely to Philippine nationals while Class B shares may be issued to either Philippine or foreign nationals.

The second paragraph of the SEVENTH Article of the Articles of Incorporation of the issuer provides that:

“That no transfer of stock or interest which shall reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as may be required by law shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all stock certificates of the Corporation.”

DEBT SECURITIES/STOCK OPTIONS/SECURITIES SUBJECT TO REDEMPTION OR CALL

None

CORPORATE GOVERNANCE

“Please refer to attached ACGR”

EXTERNAL AUDIT FEES

- (a) The aggregate fees billed for each of last two (2) fiscal years for professional services rendered by the external auditor for the Year 2023 & 2022 were P 110,000 and P 105,000.00 respectively. The Board approves the services rendered.
- (b) There is no other assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the registrant's financial statements.
- (c) There are no tax fees.
- (d) There are no all other fees.

- (e) The Audit committee pre-approves and recommends to the Board of Directors all audit services rendered by external auditors as well as the engagement fees to be paid. The Audit Committee actively engages in dialogue with external auditor to ensure that audit services rendered shall not impair the independence of the external auditor. The Audit Committee is composed of three directors and chaired by one of the directors. They are Ms. Felisa Escudero, chairman, Ms. Juanita U. Tan and Ms. Julie Dela Cruz, as members.

CONTROL AND COMPENSATION INFORMATION

Directors, Executive Officers, Promoters and Control Persons

A. DIRECTORS

Manuel N. Tankiansee
Juanita U. Tan
Jemie U. Tan
Marilou U. Pua
Jalane Christie U. Tan
Julie C. Dela Cruz
Miguel Ocampo Tan
Emma Keng Ocampo-Tan
Agripina Serrano

B. INDEPENDENT DIRECTORS

The following are Company's independent Directors

Martin A. Austria
Felisa P. Escudero

C. EXECUTIVE OFFICERS

Manuel N. Tankiansee	- Chairman of the Board
Juanita U. Tan	- Chief Executive Officer/President
Julie C. Dela Cruz	- Vice-President
Marivic U. Isla	- Chief Financial Officer
Atty. Helen De Leon-Manzano	- Corporate Secretary

RESUME OF DIRECTORS / EXECUTIVE OFFICERS

MANUEL N. TANKIANSEE	-	Chairman of the Board/Director
Term of Office	:	One (1) year
Years in Office	:	December, 2000 to present
Address	:	22 nd Floor, The Pearlbank Centre, 146 Valero Street, Salcedo Village Makati City
Age	:	76

Citizenship : Filipino
Business Experience for
the last five years : Chairman of the Board: BHI Holdings, Inc.;
Pearlbank Securities Inc.

JUANITA U. TAN - President/Director
Term of Office : One (1) year
Years in Office : December 2000 to present
Address : 22nd Floor, The Pearlbank Centre, 146 Valero
Street Salcedo Village, Makati City
Age : 72
Citizenship : Filipino
Business Experience for
the last five years : President and Director of BHI Holdings, Inc.,
Chairman of the Board of Claymore Holdings, Inc.

JEMIE U. TAN - Director
Term of Office : One (1) year
Years in Office : December 2000 to present
Address : 22nd Floor, The Pearlbank Centre, 146 Valero
Street, Salcedo Village, Makati City
Age : 46
Citizenship : Filipino
Business Experience
for the last five years : Director: BHI Holdings, Inc., Bulk Handlers, Inc.,
and Chairman of the Board of Premiere Success
Dev't. Corp.

MIGUEL OCAMPO-TAN - Director
Term of Office : One (1) year
Years in Office : December 2000 to present
Age : 68
Citizenship : Filipino
Business Experience
for the last five years : Director: BHI Holdings, Inc.; Antel Platinum
Realty, Inc.; Director and President of Micaland
Development Corporation; Vice-President: Filway
Development Corporation; Principal Architect of
Herbert Go-Miguel Ocampo-Tan and Associates
and MOS Architects.

EMMA KENG OCAMPO-TAN - Director
Term of Office : One (1) year
Years in Office : December 2000 to present
Address : 22nd Floor, The Pearlbank Centre, 146 Valero
Street, Salcedo Village, Makati City
Age : 67
Citizenship : Filipino
Business Experience
for the last five years : Director: BHI Holdings, Inc.; Filway Development

Corporation; H.B. Realty and Development Corporation; Treasurer of Micaland Development Corporation.

MARILOU U. PUA - Director
Term of Office : One (1) year
Years in Office : December 2000 to present
Address : 22nd Floor, The Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City
Age : 53
Citizenship : Filipino
Business Experience for the last five years : Director: BHI Holdings, Inc., Treasurer: Farmix Fertilizers Corporation, Grain Traders Consumers, Inc., Chairman of Clark Quay Holdings, Inc., CFO Pearl City Development Corp.

JALANE CHRISTIE U. TAN - Director
Term of Office : One (1) year
Years in Office : March 2004 to present
Address : 22nd Floor, The Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City
Age : 43
Citizenship : Filipino
Business Experience for the last five years : Director: BHI Holdings, Inc.

JULIE C. DELA CRUZ - Director
Term of Office : One (1) year
Years in Office : January 18, 2008 to present
Address : 22nd Floor, The Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City
Age : 58
Citizenship : Filipino
Business Experience for the last five years : Director: Claymore Holdings, Inc., BHI Holdings, Inc.

AGRIPINA M. SERRANO - Director
Term of Office : One (1) year
Years in Office : December 2020 to present
Address : 22nd Floor, The Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City
Age : 50
Citizenship : Filipino
Business Experience for the last five years : Human Resource Manager, Calveston

International, Inc.

FELISA P. ESCUDERO - Independent Director
Term of Office : One (1) year
Years in Office : December 18, 2008 to present
Address : 22nd Floor, The Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City
Age : 59
Citizenship : Filipino
Business Experience for the last five years : Independent Director of BHI Holdings, Inc.

MARIVIC ISLA - Chief Financial Officer
Term of Office : One (1) year
Years in Office : December 17, 2021 to present
Address : 22nd Floor, The Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City
Age : 40
Citizenship : Filipino
Business Experience for the last five years : Director: Hi-Yield Seed Corporation; Corporate Secretary: Apex Stevedoring & Arrastre Services & Bulk Handler, Inc.

HELEN C. DE LEON-MANZANO - Corporate Secretary
Term of Office : One (1) year
Years in Office : December 2000 to present
Address : Unit 1704 & 1705 88 Corporate Center, 141 Valero Street Salcedo Village, Makati City
Age : 66
Citizenship : Filipino
Business Experience for the last five years : Corporate Secretary : BHI Holdings, Inc.; JC Food Corporation, Triune Triune Food Manufacturing Corp.; Poro Point Industrial Corporation, JUT Holdings Inc., Topigs Norsvin Philippines Inc., Superior Baggers Stevedoring Services Inc., The Ritz Towers Condominium Association, Inc., Philippine Hotel Owners Association, Inc. and Senior Partner: Saulog and De Leon Law Offices.

MARTIN A. AUSTRIA - Independent Director
Term of Office : One (1) Year
Years in Office : December 22, 2022 to present
Address : 22nd Floor Valero Street, Salcedo Village Makati City
Age : 40
Citizenship : Filipino

Business Experience : General Manager of Austria Land Surveying

2) Significant Employees

Not Applicable

3) Family Relationship

- a. Juanita U. Tan - Wife of Director Manuel N. Tankiansee
- b. Jemie U. Tan - Daughter of Director Manuel N. Tankiansee and Juanita U. Tan
- c. Jalane Christie U Tan - Daughter of Director Manuel N. Tankiansee and Juanita U. Tan
- d. Marilou U. Pua - Niece of Director Juanita U. Tan
- e. Emma Keng Ocampo-Tan - Wife of Director Miguel Ocampo-Tan

4) Involvement in Certain Legal Proceedings

The company is not aware of any event that occurred during the past five (5) years that are material to an evaluation of the ability or integrity of any director or person nominated to become a director, executive officer, promoter or control of the company.

Executive Compensation

SUMMARY COMPENSATION TABLE

**Estimated Annual Compensation
For the fiscal year 2023**

EXECUTIVE OFFICERS

Name	Position	Salary (P)	Bonus (P)	Other Annual Compensation
Manuel N. Tankiansee	Chairman of the Board	Not Receiving	Not Receiving	Not Receiving
Juanita U. Tan	Chief Executive Officer/ President	Not Receiving	Not Receiving	Not Receiving
Julie C. Dela Cruz	Vice-President	Not Receiving	Not Receiving	Not Receiving
Marivic U. Isla	Chief Financial Officer	Not Receiving	Not Receiving	Not Receiving
Atty. Helen De Leon Manzano	Corporate Secretary	Not Receiving	Not Receiving	Not Receiving
Other Officers and Directors		Not Receiving	Not Receiving	Not Receiving
Total		-	-	-

Annual Compensation

For the fiscal year 2022

EXECUTIVE OFFICERS

Name	Position	Salary (P)	Bonus (P)	Other Annual Compensation
Manuel N. Tankiansee	Chairman of the Board	Not Receiving	Not Receiving	Not Receiving
Juanita U. Tan	Chief Executive Officer/ President	Not Receiving	Not Receiving	Not Receiving
Julie C. Dela Cruz	Vice-President	Not Receiving	Not Receiving	Not Receiving
Marivic U. Isla	Chief Financial Officer	Not Receiving	Not Receiving	Not Receiving
Atty. Helen De Leon Manzano	Corporate Secretary	Not Receiving	Not Receiving	Not Receiving
Other Officers and Directors		Not Receiving	Not Receiving	Not Receiving
Total			-	-

**Annual Compensation
For the fiscal year 2021**

EXECUTIVE OFFICERS

Name	Position	Salary (P)	Bonus (P)	Other Annual Compensation
Manuel N. Tankiansee	Chairman of the Board	Not Receiving	Not Receiving	Not Receiving
Juanita U. Tan	Chief Executive Officer/ President	Not Receiving	Not Receiving	Not Receiving
Erwin R. Diaz	Chief Financial Officer/ Vice-President	Not Receiving	Not Receiving	Not Receiving
Atty. Helen De Leon Manzano	Corporate Secretary	Not Receiving	Not Receiving	Not Receiving
Other Officers and Directors		Not Receiving	Not Receiving	Not Receiving
			-	-

Employment Contracts and Termination of Employment and Change in Control Assignments.

None.

Warrants and Options Outstanding: Repricing

Not Applicable.

Security Ownership of Certain Record and Beneficial Owners and Management.

SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS.

Title of Class	Name and Address of Record/Beneficial Owners	Citizenship	Amount and Nature of Record/Beneficial Owners	Percent of Class
COMMON A	Bulk Handlers, Inc. 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	F	R-288,624	57.72%
COMMON B	Bulk Handlers, Inc. 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	F	R-150,000	100.00%

Bulk Handlers, Inc. owns the majority of the shares of BHI HOLDINGS, INC. BULK HANDLERS INC. is controlled by the Tan Family. It is represented in the Board by Manuel N. Tankiansee, Juanita U. Tan, Jemie U. Tan and Jalane Christine U. Tan. Jemie U. Tan exercises voting power over the shares owned by Bulk Handlers, Inc. Manuel N. Tankiansee and Juanita U. Tan are husband and wife, Jemie U. Tan and Jalane U. Tan are their children. Ms. Jemie U. Tan exercises the voting power over the share owned by Bulk Handlers, Inc.

SECURITY OWNERSHIP OF MANAGEMENT As of December 31, 2023

DIRECTORS

Title of Class	Name And Address of Beneficial Owner	Amount of Ownership as Director	Citizenship	Percent of Class
Common A	Manuel N. Tankiansee 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-100	F	0.00%
Common A	Juanita U. Tan 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-5,800	F	0.01%
Common A	Agripina M. Serrano 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-6,000	F	0.01%
Common A	Marilou U. Pua 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-6,100	F	0.01%
Common A	Jalane Christine U. Tan 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-18,000	F	0.04%

Common A	Jemie U. Tan 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-85,000	F	0.17%
Common A	Miguel Ocampo-Tan 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-100	F	0.00%
Common A	Emma Keng Ocampo- Tan 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-100	F	0.00%
Common A	Martin A. Austria 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-100	F	0.00%
Common A	Julie C. dela Cruz 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-6000	F	0.01%
Common A	Felisa P. Escudero 22/F, The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City	R-6000	F	0.01%

EXECUTIVE OFFICERS

Title of Class	Name And Address of Beneficial Owner	Amount of Ownership as Director	Citizenship	Percent of Class
Common A	Manuel N. Tankiansee (Chairman of the Board) 22/F, The Pearlbank Center, 146 Valero Street, Salcedo Village, Makati City	R-100	F	0.00%
Common A	Juanita U. Tan (Chief Executive Officer/President) 22/F, The Pearlbank Center, 146 Valero Street, Salcedo Village, Makati City	R-5,800	F	0.01%
Common A	Julie C. Dela Cruz (Vice-President) 22/F, The Pearlbank Center, 146 Valero Street, Salcedo Village, Makati City	R-6,000	F	0.01%
Common A	Marivic Isla (Chief Financial Officer) 22/F, The Pearlbank Center, 146 Valero Street, Salcedo Village, Makati City	R-300	F	0.00%
Common A	Atty. Helen De Leon-Manzano			

All security ownership of management is direct / record ownership. Other officers of the issuer do not own shares of the company.

VOTING TRUST HOLDERS OF 5% OR MORE

There are no persons who hold more than five percent (5%) of a class under a voting trust or similar agreement.

CHANGES IN CONTROL

There are no arrangements that may result in change in control of the registrant, nor has there been any change in control since beginning of its fiscal year.

Certain Relationships and Related Transactions

JUANITA U. TAN and MANUEL TANKIANSEE are husband and wife; JEMIE U. TAN and JALANE CHRISTIE U. TAN their daughters; MARILOU U. PUA is the niece of JUANITA U. TAN; EMMA KENG OCAMPO-TAN and MIGUEL OCAMPO-TAN are also husband and wife.

PART V - EXHIBITS AND SCHEDULES

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

During the last six (6) months period by this report, the Company filed reports on SEC Form 17-C on the following items:

<u>Date of Report</u>	<u>Item Reported</u>	<u>Matters Reported</u>
December 21, 2023	Election of Directors & Officers	The following were elected as directors: <ol style="list-style-type: none">1) Manuel N. Tankiansee2) Juanita U. Tan3) Jemie U. Tan4) Marilou U. Pua5) Jalane Christie U. Tan6) Julie C. Dela Cruz7) Miguel Ocampo Tan8) Emma Keng Ocampo-Tan9) Agripina M. Serrano10) Martin A. Austria *11) Felisa P. Escudero *

*Independent Directors

Elected Officers are the following:

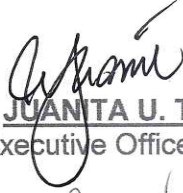
Chairman of the Board	- Mr. Manuel N. Tankiansee
President	- Ms. Juanita U. Tan
Vice-President	- Ms. Julie C. Dela Cruz
Treasurer	- Ms. Marivic U. Isla
Corporate Secretary	- Atty. Helen C. De Leon Manzano

Upon the written request of a stockholders, the Company undertakes to furnish said stockholder a copy of the Company's annual report on SEC 17-A free of charge. Such request should be directed to the BHI Holdings, Inc's. management, 15/F Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City.

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on ___th day of April, 2024.

By:


JUANITA U. TAN

Chief Executive Officer/President



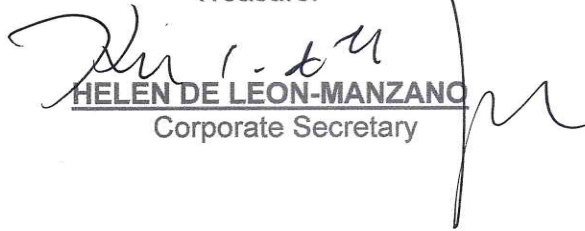
JULIE C. DELA CRUZ

Vice-President



MARIVIC U. ISLA

Treasurer


HELEN DE LEON-MANZANO


Corporate Secretary

SUBSCRIBED AND SWORN to before me this 06 day of APR 2024, 2024 affiant(s) exhibiting to me his/their Residence Certificate as follows:

Name /	Tax Identification No.
JUANITA U. TAN	126-197-593-000
MARIVIC U. ISLA	245-404-543-000
HELEN DE LEON-MANZANO	107-270-115-000
JULIE C. DELA CRUZ	126-197-656-000

Notary Public

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Page No. 33
Book No. XXII
Series of 2024


ATTY. FELIZARNO M. IBARRA
Notary Public for Quezon City Until Dec. 31, 2024
Roll No. 80835
PTR No. 5452394D, 01/02/2024, Q.C.
IBP No. 254794, December 28, 2022
MCLE Comp. No. VIII-0000973 / until April 14, 2023
ADM Matter No. NP-223 / (2023-2024)
Lot 27 Block VI, No. 1160 Quirino Highway
Brgy. Kaligayahan, Quezon City

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

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Supplementary Schedules Required by the Securities and Exchange Commission as of
December 31, 2023 and for the Year Then Ended

Schedule	Particulars
A	Marketable Securities (Current Marketable Equity Securities and Other Short Term Investments)
B	Amounts Receivable from Related Parties and Others
C	Non-Current Marketable Equity Securities, Other Long-Term Investments in Stocks and Other Investment
D	Indebtedness of Unconsolidated Subsidiaries And Affiliates
E	Property, Plant and Equipment
F	Accumulated Depreciation
G	Other Assets
H	Long-Term Debt
I	Indebtedness to Affiliates and Related Parties
J	Guaranties of Security of Other Issuers
K	Capital Stock

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : A
Description : Marketable Securities (Current Marketable Equity Securities and Other Short Term Investments)

Period Ended : December 31, 2023

Particulars	Amount
NOT APPLICABLE	

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : B
Description : Amounts Receivable from Related Parties & Others
Period Ended : December 31, 2023

Particulars	Amount
Aqua Rich, Inc.	P 100,000,000.00
Balance as of 12/31/23	P 100,000,000.00

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : C
Description : Non-Current Marketable Equity Securities, Other
Long-Term Investments in Stocks and Other
Investments
Period Ended : December 31, 2023

Particulars	Amount
NOT APPLICABLE	

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : D
Description : Indebtedness of Unconsolidated Subsidiaries and Affiliates.
Period Ended : December 31, 2023

Particulars	Amount
NOT APPLICABLE	

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : E
Description : Property, Plant and Equipment
Period Ended : December 31, 2023

Particulars	Amount
NOT APPLICABLE	

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : F
Description : Accumulated Depreciation
Period Ended : December 31, 2023

Particulars	Amount
NOT APPLICABLE	

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : G
Description : Other Assets
Period Ended : December 31, 2023

Particulars	Amount
Input Vat – 2023	P 3,143,648.00
Balance as of 12/31/23	P 3,143,648.00

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : H
Description : Long-Term Debt
Period Ended : December 31, 2023

Particulars	Amount
NOT APPLICABLE	

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : I
Description : Indebtedness to affiliates & Related Parties
Period Ended : December 31, 2023

Particulars	Amount
NOT APPLICABLE	

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : J
Description : Guaranties of Security of Other Issuers
Period Ended : December 31, 2023

Particulars	Amount
NOT APPLICABLE	

BHI HOLDINGS, INC.

15/F, The Pearlbank Centre
146 Valero Street, Salcedo Village, Makati City
Tel. Nos.: 840-2961

Schedule : K
Description : Capital Stock
Period Ended : December 31, 2023

Particulars		Amount
Capital Stock @ P100 par		
Class A		
Authorized	700,000 shares	
Issued & Outstanding	350,000 shares	P 35,000,000.00
Class B		
Authorized	300,000 shares	
Issued & Outstanding	150,000 shares	15,000,000.00
Balance as of 12/31/23		P 50,000,000.00



P&A
Grant Thornton

FOR SEC FILING

Financial Statements and
Independent Auditors' Report

BHI Holdings, Inc.

December 31, 2023, 2022, and 2021



Report of Independent Auditors

The Board of Directors and Stockholders

BHI Holdings, Inc.

(A Subsidiary of Bulk Handlers, Inc.)

22nd Floor, The Pearl Bank Centre
146 Valero Street, Salcedo Village
Makati City

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of BHI Holdings, Inc. (the Company), which comprise the statements of financial position as at December 31, 2023 and 2022, 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, 2023, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2023, in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audits of 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. We have determined the matter described below to be the key audit matter to be communicated in our report.

Valuation of Due from a Related Party

Description of the Matter

The valuation of due from a related party is considered to be a matter of significance as it requires the application of judgment and use of subjective assumptions by management. Under the guidelines of PFRS 9, *Financial Instruments*, the Company assesses its expected credit loss on a forward-looking basis associated with its financial assets carried at amortized cost. The Company considers a broader range of information in assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect collectability of the future cash flows of the financial assets.

As of December 31, 2023, the Company has loans receivable, shown as due from a related party, amounting to P100.0 million, which represents 97% of the Company's total assets. The Company's management exercises significant judgment and uses subjective estimates in determining when and how much impairment loss on loans receivable will be recognized. These judgments and estimates, which are detailed in the Company's material accounting policy information, and significant accounting judgments and estimates in Notes 2 and 3 to the financial statements, include the approach applied by the Company in assessing the impairment of assets. The disclosures of the Company on due from a related party and the related credit risk are included in Notes 4 and 11, respectively, to the financial statements.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement relating to the valuation of due from a related party included obtaining and understanding of the Company's policy on impairment of loans receivable and assessing the related party's capacity to pay through examination of payment history and the related party's latest available financial information. We have also considered the adequacy of the Company's disclosure in relation to due from a related party account.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Company's Securities and Exchange Commission (SEC) Form 20-IS (Definitive Information Statement) and SEC Form 17-A for the year ended December 31, 2023, but does not include the financial statements and our auditors' report thereon. The Definitive Information Statement, SEC Form 17-A and Annual Report for the year ended December 31, 2023 are expected to be made available to us after the date of this auditors' report.

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

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

Report on Other Legal and Regulatory Requirements

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information for the year ended December 31, 2023 required by the Bureau of Internal Revenue as disclosed in Note 15 to the financial statements is presented for purposes of additional analysis and is not a required part of the basic financial statements prepared in accordance with PFRS; neither is it required by the Revised Securities Regulation Code Rule 68 of the SEC. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The engagement partner on the 2023 audit resulting in this independent auditors' report is Niccolo Ian N. Unera.

PUNONGBAYAN & ARAULLO


By: **Niccolo Ian N. Unera**
Partner

CPA Reg. No. 0146692
TIN 428-513-274
PTR No. 10076156, January 3, 2024, Makati City
SEC Group A Accreditation
Firm - No. 0002 (until financial period 2024)
BIR AN 08-002551-052-2023 (until Nov. 23, 2026)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

April 12, 2024

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2023 AND 2022
(Amounts in Philippine Pesos)

	Notes	2023		2022
<u>ASSETS</u>				
CURRENT ASSETS				
Cash		P 264,130		P 325,495
Prepayments and other current assets		3,151,519		3,084,389
Total Current Assets		3,415,649		3,409,884
NON-CURRENT ASSET				
Due from a related party	4	100,000,000		100,000,000
TOTAL ASSETS		P 103,415,649		P 103,409,884
<u>LIABILITIES AND EQUITY</u>				
CURRENT LIABILITIES				
Accrued expenses and other payables	5	P 3,647,394		P 3,950,105
Due to a stockholder	4	867,116		867,116
Total Liabilities		4,514,510		4,817,221
EQUITY				
Capital stock	8	50,000,000		50,000,000
Additional paid-in capital		7,520,755		7,520,755
Retained earnings		41,380,384		41,071,908
Total Equity		98,901,139		98,592,663
TOTAL LIABILITIES AND EQUITY		P 103,415,649		P 103,409,884

See Notes to Financial Statements.

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022, AND 2021
(Amounts in Philippine Pesos)

	Notes	2023	2022	2021
REVENUES				
Interest income from loans	4	P 3,000,000	P 3,000,000	P 3,000,000
Interest income from cash in banks		<u>151</u>	<u>116</u>	<u>336</u>
		<u>3,000,151</u>	<u>3,000,116</u>	<u>3,000,336</u>
OPERATING EXPENSES				
Salaries and employee benefits	4	1,164,000	1,164,000	1,164,000
Rent	4, 10	360,000	360,000	180,000
Other operating expenses	4, 6	<u>1,091,395</u>	<u>1,117,191</u>	<u>1,247,185</u>
		<u>2,615,395</u>	<u>2,641,191</u>	<u>2,591,185</u>
PROFIT BEFORE TAX		384,756	358,925	409,151
TAX EXPENSE	7	<u>76,280</u>	<u>23</u>	<u>17,038</u>
NET PROFIT		308,476	358,902	392,113
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME		<u>P 308,476</u>	<u>P 358,902</u>	<u>P 392,113</u>
Basic and Diluted Earnings Per Share	9	<u>P 0.62</u>	<u>P 0.72</u>	<u>P 0.78</u>

See Notes to Financial Statements.

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022, AND 2021
(Amounts in Philippine Pesos)

	Note	2023	2022	2021
CAPITAL STOCK	8	P 50,000,000	P 50,000,000	P 50,000,000
ADDITIONAL PAID-IN CAPITAL		7,520,755	7,520,755	7,520,755
RETAINED EARNINGS				
Balance at beginning of year		41,071,908	40,713,006	40,320,893
Total comprehensive income during the year		308,476	358,902	392,113
Balance at end of year		41,380,384	41,071,908	40,713,006
TOTAL EQUITY		P 98,901,139	P 98,592,663	P 98,233,761

See Notes to Financial Statements.

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022, AND 2021
(Amounts in Philippine Pesos)

	Note	2023	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		P 384,756	P 358,925	P 409,151
Adjustments for:				
Interest income from loans	4	(3,000,000)	(3,000,000)	(3,000,000)
Interest income from cash in banks		(151)	(116)	(336)
Operating loss before working capital changes		(2,615,395)	(2,641,191)	(2,591,185)
Increase in prepayments and other current assets		(67,130)	(217,245)	(112,094)
Decrease in accrued expenses and other payables		(302,711)	(120,259)	(338,679)
Cash used in operations		(2,985,236)	(2,978,695)	(3,041,958)
Interest received		3,000,151	3,000,116	3,255,131
Cash paid for income taxes		(76,280)	(20,160)	(12,024)
NET INCREASE (DECREASE) IN CASH		(61,365)	1,261	201,149
CASH AT BEGINNING OF YEAR		<u>325,495</u>	<u>324,234</u>	<u>123,085</u>
CASH AT END OF YEAR		<u>P 264,130</u>	<u>P 325,495</u>	<u>P 324,234</u>

See Notes to Financial Statements.

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023, 2022 AND 2021
(Amounts in Philippine Pesos)

1. GENERAL INFORMATION

1.1 Corporate Information

BHI Holdings, Inc. (the Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on January 24, 1963 to engage primarily in the insurance business. On November 4, 1999, the SEC approved the change in the Company's corporate name from Consolidated Insurance Company, Inc. to BHI Holdings, Inc. and, concurrently, the change in its primary purpose from that of a non-life insurance company to an investment holding company.

The Company's shares of stock are listed for trading at the Philippine Stock Exchange (PSE). Bulk Handlers, Inc. (the Parent Company), a domestic corporation, owns 87.73% of the Company's capital stock. The Parent Company is currently engaged in the business of warehouse leasing and terminal operations.

To date, the Company's operations are limited to maintaining and generating interest income on loans granted to a related party (see Note 1.2). Accordingly, no business segment information is presented in its financial statements.

The registered office address of the Company and the Parent Company, which is also their principal place of business, is located at 22nd Floor, The Pearl Bank Centre, 146 Valero Street, Salcedo Village, Makati City.

1.2 Status of Operations

As an investment holding company, the Company's main thrust is to acquire ownerships in profitable corporations. However, due to certain economic factors, the Company has been inactive in pursuing investment activities for a number of years.

As indicated in Note 1.1, its present source of revenue is limited to interest income generated from its loans granted to a related party (see Note 4). As such, the Company has only two employees handling mainly administrative functions due to limited transactions of the Company as of December 31, 2023 (see Note 2.5). The Company's management, however, continues to assess possible investment opportunities that it can embark on.

1.3 Approval of Financial Statements

The financial statements of the Company as of and for the year ended December 31, 2023 (including the comparative financial statements as of December 31, 2022 and for the years ended December 31, 2022 and 2021) were authorized for issue by the Company's Board of Directors (BOD) on April 12, 2024.

2. MATERIAL ACCOUNTING POLICY INFORMATION

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

2.1 *Basis of Preparation of Financial Statements*

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

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

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

(b) *Presentation of Financial Statements*

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

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

(c) *Functional and Presentation Currency*

The financial statements are presented in Philippine pesos, the Company's functional and presentation currency, and all values represent absolute amounts, except when otherwise indicated.

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

2.2 Adoption of Amended PFRS

(a) Effective in 2023 that are Relevant to the Company

The Company adopted for the first time the following amendments to PFRS, which are mandatorily effective for annual periods beginning on or after January 1, 2023:

PAS 1 and PFRS Practice Statement 2 (Amendments)	:	Presentation of Financial Statements – Disclosure of Accounting Policies
PAS 8 (Amendments)	:	Definition of Accounting Estimates
PAS 12 (Amendments)	:	Deferred Tax Related to Assets and Liabilities from a Single Transaction

Discussed below and in the succeeding page are the relevant information about these pronouncements.

- (i) PAS 1 and PFRS Practice Statement 2 (Amendments), *Presentation of Financial Statements – Disclosure of Accounting Policies*. The amendments replaced the requirement for entities to disclose their significant accounting policies with the requirement to disclose their material accounting policy information. The amendments also include guidance to help entities apply the definition of material in making decisions about accounting policy disclosures.

The amendments clarify that accounting policy information may be material because of its nature, even if the related amounts are immaterial, that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements and if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. The application of these amendments is reflected in the Company's financial statements under Notes 2 and 3.

- (ii) PAS 8 (Amendments), *Accounting Estimates – Definition of Accounting Estimates*. The amendments introduced a new definition of accounting estimate which is a monetary amount in the financial statements that are subject to measurement uncertainty. It also clarifies that a change in accounting estimate that results from new information or new developments is not a correction of an error. In addition, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. The application of these amendments had no significant impact on the Company's financial statements.

- (iii) PAS 12 (Amendments), *Income Taxes – Deferred Tax Related to Assets and Liabilities from a Single Transaction*. The amendments narrow the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences. The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgment (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognized in the financial statements (and interest expense) or to the related asset component (and interest expense). Management assessed that the application of such amendments had no significant impact on the Company's financial statements.

(b) *Effective in 2023 that is not Relevant to the Company*

Among the amendments to PFRS, which are mandatorily effective for annual periods beginning on or after January 1, 2023, the amendments to PAS 12, *Income Taxes: International Tax Reform – Pillar Two Model Rules*, are not relevant to the Company's financial statements.

(c) *Effective Subsequent to 2023 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2023, which are adopted by the FSRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and, none of these are expected to have significant impact on the Company's financial statements:

- (i) PAS 1 (Amendments), *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current* (effective from January 1, 2024)
- (ii) PAS 1 (Amendments), *Presentation of Financial Statements – Non-current Liabilities with Covenants* (effective from January 1, 2024)
- (iii) PAS 7 (Amendments), *Cash Flow Statements* and PFRS 7 (Amendments), *Financial Instruments: Disclosures – Supplier Finance Arrangements* (effective from January 1, 2024)
- (iv) PFRS 16 (Amendments), *Leases – Lease Liability in a Sale and Leaseback* (effective from January 1, 2024)

2.3 Financial Instruments

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

(a) *Financial Assets*

(i) *Classification and Measurement of Financial Assets*

The Company's financial assets pertain only to financial assets at amortized cost, which include cash and due from a related party.

(ii) *Impairment of Financial Assets*

The Company applies a general approach in relation to advances to related parties. The maximum period over which expected credit loss (ECL) should be measured is the longest contractual period where an entity is exposed to credit risk.

Measurement of ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instruments evaluated based on a range of possible outcome.

(b) *Financial Liabilities*

Financial liabilities include accrued expenses and other payables (excluding tax-related liabilities) and due to a stockholder.

2.4 Leases – Company as a Lessee

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on straight-line basis over the lease term.

2.5 Employee Benefits

The Company has not established a formal retirement plan yet. It is also not covered by the provisions of Republic Act (R.A.) No. 7641, *The Retirement Pay Law*, since it employs not more than ten employees (see also Note 1.2).

However, the Company provides post-employment benefits to employees through a defined contribution plan and other employee benefits.

2.6 Impairment of Non-financial Assets

The Company's non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

3.1 Critical Management Judgments in Applying Accounting Policies

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

(a) *Determination of Lease Term of Contracts with Renewal and Termination Options*

In determining the lease term, management considers all relevant factors and circumstances that create an economic incentive to exercise a renewal option or not exercise a termination option. Renewal options and/or periods after termination options are only included in the lease term if the lease is reasonably certain to be extended or not terminated.

The lease term is reassessed if an option is actually exercised or not exercised or the Company becomes obliged to exercise or not exercise it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the Company.

(b) *Determination of ECL on Due From a Related Party*

The Company uses the general approach in measuring ECL for due from a related party. The management determines possible impairment based on the sufficiency of the related parties' highly liquid assets in order to repay the Company's receivables from related parties, including trade receivables, if demanded at the reporting date taking into consideration the historical defaults of the related parties (i.e., failure to settle upon demand).

(c) *Recognition of Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Relevant disclosures of commitments and contingencies are presented in Note 10.

3.2 Key Sources of Estimation Uncertainty

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

(a) *Estimation of Allowance for ECL*

The Company applies general approach in relation to advances to related parties. The maximum period over which ECL should be measured is the longest contractual period where an entity is exposed to credit risk. The measurement of the allowance for ECL on financial assets at amortized cost is an area that requires the use of significant assumptions about the future economic conditions and credit behavior (e.g., likelihood of debtors defaulting and the resulting losses) (see Note 11.1).

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

The Company reviews its deferred tax assets, which arise from minimum corporate income tax (MCIT) and net operating loss carry over (NOLCO), at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

No deferred tax assets were recognized since the Company's management believes that it may not be able to generate sufficient taxable income within the periods in which the related benefits can be applied (see Note 7).

(c) *Impairment of Non-financial Assets*

The Company's policy on estimating the impairment of non-financial assets is discussed in Note 2.6. Though management believes that the assumptions used in the estimation of fair values reflected in the financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

Based on management's assessment, there are no impairment losses required to be recognized on the Company's non-financial assets as of December 31, 2023 and 2022.

4. RELATED PARTY TRANSACTIONS

The Company's related parties include its Parent Company, stockholders, other related parties through common ownership, key management personnel and others. A summary of the Company's related party transactions is presented below and in the succeeding pages.

	Note	Amounts of Transactions			Outstanding Balance	
		2023	2022	2021	2023	2022
Stockholder:						
Accommodation of expenses	4.3(a)	P -	P -	P -	P 867,116	P 867,116
Consultancy fees	4.3(b)	-	-	360,000	-	-
Related party under common ownership and with interlocking directors and officers:						
Original loan receivable	4.1(a)	-	-	-	46,000,000	46,000,000
Interest on original loan – actual	4.1(a)	1,380,000	1,380,000	1,380,000	-	-
Assumed portion of loan receivable	4.1(b)	-	-	-	54,000,000	54,000,000
Interest on assumed loan – actual	4.1(b)	1,620,000	1,620,000	1,620,000	-	-
Rental and utilities	4.2	561,600	561,600	211,200	3,499,330	3,803,050
Key management personnel –						
Salaries and employee benefits	4.4	1,164,000	1,164,000	1,164,000	-	-

4.1 *Due from a Related Party*

The details of Due from a Related Party as of December 31, 2023 and 2022 are as follows:

Principal balance:	
Original loan	P 46,000,000
Assumed loan	<u>54,000,000</u>
	<u>P 100,000,000</u>

(a) *Original Loan*

The original loan initially consisted of deposits made by the Company for the acquisition of equity interest in Aqua Rich, Inc. (Aqua Rich), an entity that has the same stockholders as that of the Company. On December 9, 2000, upon the expiration of the conversion period of the deposits into equity, the deposits were automatically converted into an unsecured, interest-bearing loan. Interest is set at a certain rate per annum. The said loan is renewed for a term of two years and one year from maturity in 2022 and 2021, respectively.

As of December 31, 2023 and 2022, the carrying amount of the original loan amounting to P46,000,000, is presented as part of the Due from a Related Party account in the statements of financial position.

Actual annual interest income earned in 2023, 2022 and 2021 related to this loan amounted P1,380,000 which is presented as part of Interest Income from Loans under the Revenues section of the statements of comprehensive income.

(b) *Assumed Loan*

On January 2, 2013, Takeda Holdings, Inc., a third party, assigned to Aqua Rich its unsecured, interest-bearing loan payable to the Company which is payable after two years and subject to a certain interest rate per annum.

The carrying amount of the assumed loan amounted to P54,000,000 as of December 31, 2023 and 2022 and is presented as part of Due from a Related Party in the statements of financial position.

Actual annual interest income earned in 2023, 2022 and 2021 related to the assumed loan amounted to P1,620,000 which is presented as part of Interest Income from Loans under the Revenues section in the statements of comprehensive income. There were no outstanding interest receivable as of December 31, 2023 and 2022.

The Company's loans and related interest receivable, which are subject to credit risk exposure (see Note 11.1), have been reviewed for impairment. Based on such review, management determines that the related losses are immaterial to the financial statements.

All of the Company's due from related party have been reviewed for impairment. Based on management's assessment, no impairment loss on due from related party is required to be recognized as of December 31, 2023 and 2022.

4.2 *Rental and Utilities Expenses*

The Company currently leases its office premises from a related party under common ownership (see Note 10.1). The lease agreement is renewable every year upon mutual consent of the parties. Annual rental of P360,000 and utilities expenses of P201,600 incurred in 2023 and 2022, and annual rental of P180,000 and utilities expenses of P31,200 incurred in 2021 from this transaction are shown as Rent and Utilities presented as part of Other Operating Expenses section in the statements of comprehensive income. The outstanding balance arising from these transactions, which is unsecured, non-interest bearing and payable in cash to the related party, is shown as Accrued rental and utilities under Accrued Expenses and Other Payables account in the statements of financial position (see Note 5).

4.3 *Transaction with a Stockholder*

(a) *Accommodation of expenses*

Certain expenses were paid by a stockholder on behalf of the Company in previous years, while there were no similar transactions occurred in 2023, 2022 and 2021. The outstanding liability to the stockholder, which is non-interest bearing and payable in cash upon demand, amounted to P867,116 as of December 31, 2023 and 2022 and is presented as Due to a Stockholder in the statements of financial position.

(b) *Consultancy fees*

One of the stockholders, who previously served as part of the key management personnel, entered into a consultancy agreement to assist the Company in improving its business. Total amount paid to the stockholder is presented as part of Professional fees under Other Operating Expenses in the 2021 statement of comprehensive income (see Note 6). There was no similar transaction in 2023 and 2022. There was no outstanding balance related to this transaction as of December 31, 2023 and 2022.

4.4 *Key Management Personnel Compensation*

The compensation and benefits provided to key management personnel, which consist of short-term employee benefits, amounted to P1,164,000 in 2023, 2022, and 2021. These are presented as Salaries and employee benefits under the Operating Expenses section of the statements of comprehensive income. The Company does not provide any other form of benefits to its key management personnel. There was no outstanding balance related to this transaction as of end of both years.

5. ACCRUED EXPENSES AND OTHER PAYABLES

This account includes the following:

	<u>Note</u>	<u>2023</u>	<u>2022</u>
Accrued rental and utilities	4.2	P 3,499,330	P 3,803,050
Accrued professional fees		138,460	137,451
Accrued taxes and licenses		<u>9,604</u>	<u>9,604</u>
		<u>P 3,647,394</u>	<u>P 3,950,105</u>

6. OTHER OPERATING EXPENSES

Details of other operating expenses are as follows:

	<u>Note</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>
Professional fees	4.3(b)	P 462,500	P 450,750	P 808,750
PSE membership fees		250,000	250,000	250,000
Utilities	4.2	201,600	201,600	31,200
Trainings and seminars		80,357	80,357	80,357
Taxes and licenses		32,498	32,498	40,598
Directors' fee		22,000	22,000	22,000
Miscellaneous		42,440	79,986	14,280
		<u>P 1,091,395</u>	<u>P 1,117,191</u>	<u>P 1,247,185</u>

7. TAXES

The components of tax expense reported in profit or loss are as follows:

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Regular corporate income			
Tax (RCIT) at 25%	P 96,151	P 89,702	P 27,519
Application of MCIT	(19,901)	(89,702)	-
Final tax at 20%	30	23	67
Adjustment in 2020 income taxes			
due to change in income tax rate	-	-	(13,029)
Excess of MCIT over RCIT at 1%	<u>-</u>	<u>-</u>	<u>2,481</u>
	<u>P 76,280</u>	<u>P 23</u>	<u>P 17,038</u>

The reconciliation of tax on pretax profit computed at the applicable statutory rates to tax expense reported in profit or loss is presented below.

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Tax on pretax profit at 25%	P 96,189	P 89,731	P 102,288
Application of MCIT	(19,901)	(89,702)	-
Adjustment for income			
subjected to lower tax rate	(8)	(6)	(17)
Adjustment in 2020 income taxes			
due to change in income tax rate	-	-	(13,029)
Tax effects of:			
Applied NOLCO	-	-	(74,685)
Unrecognized deferred tax			
assets arising from			
MCIT	<u>-</u>	<u>-</u>	<u>2,481</u>
	<u>P 76,280</u>	<u>P 23</u>	<u>P 17,038</u>

The Company is subject to the MCIT which is computed at 1.5% and 1% in 2023 and 2022, respectively, as defined under the tax regulations or to the RCIT, whichever is higher.

As discussed in Note 3.2(b), the Company did not recognize the deferred tax asset arising from MCIT as of December 31, 2023 and 2022 since management believes that the Company will not have sufficient RCIT due within the periods against which the excess MCIT can be applied.

The details of the Company's excess MCIT over RCIT in 2021 and MCIT in 2020 with their corresponding availment periods are as follows:

<u>Year</u>	<u>Amount</u>	<u>Application in 2023</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
2021	P 2,481	(P 2,481)	P -	2024
2020	<u>17,420</u>	<u>(17,420)</u>	<u>-</u>	
	<u>P 19,901</u>	<u>(P 19,901)</u>	<u>P -</u>	

In 2023, 2022 and 2021 the Company opted to claim itemized deductions in computing for its income tax due.

8. CAPITAL STOCK

8.1 Capital Stock

Capital stock as of December 31, 2023 and 2022 consists of:

Common Class A – P100 par value	
Authorized – 700,000 shares	
Issued and outstanding – 350,000 shares	P 35,000,000
Common Class B – P100 par value	
Authorized – 300,000 shares	
Issued and outstanding – 150,000 shares	<u>15,000,000</u>
	<u>P 50,000,000</u>

Class A and Class B shares enjoy the same rights and privileges, except that Class A shares shall be issued solely to Philippine nationals, while Class B shares may be issued to either Philippine or foreign nationals.

8.2 Track Record of Registration of Securities

The Company's shares of stock were initially listed for trading with the PSE on April 2, 1973. As of December 31, 2023 and 2022, the Company has an outstanding capital stock of P50,000,000 covering 500,000 shares, of which 499,987 are listed shares which are held by 328 holders. Such listed shares closed at P680 and P662 per share as of the last trading day as at December 31, 2023 and 2022, respectively.

The Company has no other securities being offered for trading in any stock exchange. It has not listed any other securities since its first listing of its securities.

9. EARNINGS PER SHARE

Basic and diluted earnings per share for the years ended December 31, 2023, 2022 and 2021 are computed as follows:

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Net profit	P 308,476	P 358,902	P 392,113
Weighted average number of outstanding common shares	<u>500,000</u>	<u>500,000</u>	<u>500,000</u>
Basic and diluted earnings per share	<u>P 0.62</u>	<u>P 0.72</u>	<u>P 0.78</u>

The Company has no potentially dilutive common shares as of December 31, 2023, 2022 and 2021; accordingly, its basic and diluted earnings per share are equal.

10. COMMITMENTS AND CONTINGENCIES

10.1 Operating Lease Commitments – Company as Lessee

In prior years, the Company entered into a lease agreement with a related party under common ownership covering certain office space for a period of one year. Upon expiration of the lease period, the Company and the lessor shall amicably decide and agree to extend the lease under such terms and conditions as may be mutually agreed upon by the parties (see Note 4.2). The most recent lease renewal covered the period January 1, 2023 to December 31, 2023. Rent expense amounted to P360,000 in 2023 and 2022, and P180,000 in 2021 and was charged to profit or loss and presented as Rent under Operating Expenses section of the statements of comprehensive income.

10.2 Others

There are other commitments and contingent liabilities that may arise in the normal course of the Company's operations that are not reflected in the accompanying financial statements. As of December 31, 2023, 2022 and 2021, management is of the opinion that losses, if any, from these items will not have a material effect on the Company's financial statements.

11. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to certain financial risks which result from its operating and other cash flow activities. The Company's risk management is coordinated with the Parent Company, in close cooperation with the BOD, and focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to financial markets.

The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The relevant financial risks to which the Company is exposed to are described in the succeeding page.

11.1 Credit Risk

Credit risk is the risk that counterparty may fail to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example, by granting loans and receivables to a related party and a third party.

The maximum credit risk exposure of the financial assets is the carrying amount of the financial assets as shown in the statements of financial position or in the detailed analysis provided in the notes to the financial statements, as summarized below.

	<u>Note</u>	<u>2023</u>	<u>2022</u>
Cash		P 264,130	P 325,495
Due from a related party	4	<u>100,000,000</u>	<u>100,000,000</u>
		<u>P 100,264,130</u>	<u>P 100,325,495</u>

None of the Company's financial assets are secured by collateral or other credit enhancements except for cash as described below.

(i) *Cash*

The credit risk for cash is considered negligible since the counterparty is a reputable bank with high quality external credit ratings. Cash in bank which are insured by the Philippine Deposit Insurance Corporation (PDIC) up to a maximum coverage of P0.5 million for every depositor per banking institution, as provided for under R.A. No. 9576, *Amendment to Charter of PDIC*, are still subjected to credit risk.

(ii) *Due from a Related Party*

In respect to due from related party, the Company applies PFRS 9 general approach in measuring ECL for all trade receivables and other receivables.

The Company is exposed to significant concentration credit risk to related parties under common ownership.

The management determines possible impairment based on the sufficiency of the related parties' highly liquid assets in order to repay the Company's receivables from related parties, including trade receivables, if demanded at the reporting date taking into consideration the historical defaults of the related parties (i.e., failure to settle upon demand).

On that basis, it was determined that no allowance is needed to be recognized as at December 31, 2023 and 2022 based on months past due. The Company's management continues to monitor counterparties default rates and macroeconomic factors affecting the ability of the related parties to settle the receivables. Management considers the credit quality of receivables from related parties, including trade receivables, that are no past due or impaired to be good.

11.2 Liquidity Risk

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

The Company's objectives to manage its liquidity profile are: (a) to ensure that adequate funding is available at all times; (b) to meet commitments as they arise without incurring unnecessary costs; and, (c) to be able to access funding when needed at the least possible cost. Operations of the Company are financed internally; however, in cases where there is substantial expenditures that is beyond the Company's capacity to finance, the Parent Company can provide the necessary funding requirement.

As of December 31, 2023 and 2022, the Company's financial liabilities which pertain to accrued expenses and other payables (excluding tax-related liabilities) and amounts due to a stockholder, totaling P4,504,906 and P4,807,617, respectively, have contractual maturities of within 12 months. The fair value of financial liabilities is not individually determined as the carrying amount is a reasonable approximation of fair value.

12. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

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

Disclosures of fair value are not required when the carrying amount of financial instrument is a reasonable approximation of fair value (e.g., short-term trade receivables and payables). For the Company's financial assets and financial liabilities at amortized cost as of December 31, 2023 and 2022, management considers that their carrying values approximate or equal their fair values, thus, no further comparison is presented. Fair value determination of such financial instruments is discussed in Note 14.

A description of the Company's risk management objectives and policies for financial instruments is provided in Note 11.

12.2 Offsetting of Financial Assets and Financial Liabilities

The Company has not set-off financial instruments in 2023 and 2022 and does not have relevant offsetting arrangements. Currently, financial assets and financial liabilities are settled on a gross basis; however, each party to the financial instrument (particularly related parties) will have the option to settle all such amounts on a net basis in the event of default of the other party through approval by both parties' BOD and stockholders or upon instruction by the parent company.

13. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Company's capital management objective is to ensure the Company's ability to continue as a going concern and provide an adequate return to its stockholders by entering only into profitable business undertakings. As indicated in Note 1, the Company's management, in the midst of certain unfavorable economic factors, continues to assess possible investment opportunities that it may undertake in the near future.

The Company monitors capital on the basis of the carrying amount of equity as presented in the statements of financial position. Capital for the reporting periods is summarized below.

	<u>2023</u>	<u>2022</u>
Total liabilities	P 4,514,510	P 4,817,221
Total equity	<u>98,901,139</u>	<u>98,592,663</u>
Debt-to-equity ratio	<u>0.05 : 1.00</u>	<u>0.05 : 1.00</u>

14. FAIR VALUE MEASUREMENT AND DISCLOSURES

14.1 Fair Value Hierarchy

In accordance with PFRS 13, *Fair value Measurement*, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value.

The fair value hierarchy has the following levels:

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

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

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

14.2 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed

The table below summarizes the fair value hierarchy of the Company's financial assets and financial liabilities which are not measured at fair value in the statements of financial position but for which fair value is disclosed.

	Notes	Level 1	Level 2	Level 3	Total
2023					
Financial assets:					
Cash		P 264,130	P -	P -	P 264,130
Due from a related party	4.1	-	-	100,000,000	100,000,000
		P 264,130	P -	P 100,000,000	P 100,264,130
Financial liabilities:					
Accrued expenses and other payables	5	P -	P -	P 3,637,790	P 3,637,790
Due to a stockholder	4.3	-	-	867,116	867,116
		P -	P -	P 4,504,906	P 4,504,906
2022					
Financial assets:					
Cash		P 325,495	P -	P -	P 325,495
Due from a related party	4.1	-	-	100,000,000	100,000,000
		P 325,495	P -	P 100,000,000	P 100,325,495
Financial liabilities:					
Accrued expenses and other payables	5	P -	P -	P 3,940,501	P 3,940,501
Due to a stockholder	4.3	-	-	867,116	867,116
		P -	P -	P 4,807,617	P 4,807,617

For financial assets with fair values included in Level 1, management considers that the carrying amounts of these financial instruments approximate their fair values due to their short-term duration.

The fair values of the financial assets and financial liabilities included in Level 3, which are not traded in an active market, are determined based on the expected cash flows of the underlying net asset or liability based on the instrument where the significant inputs required to determine the fair value of such instruments are not based on observable market data. As of December 31, 2023 and 2022, there were no transfer of financial assets and financial liabilities within said levels.

15. SUPPLEMENTARY INFORMATION REQUIRED BY THE BUREAU OF INTERNAL REVENUE

Presented in the succeeding page is the supplementary information on taxes, duties and license fees paid or accrued during the taxable year, which is required by the Bureau of Internal Revenue (BIR) under RR No. 15-2010 to be disclosed as part of the notes to financial statements. This supplementary information is not a required disclosure under PFRS.

(a) Output Value-added Tax (VAT)

The Company does not have output VAT in 2023.

(b) *Input VAT*

The movements in input VAT in 2023 are summarized below.

Balance at beginning of year	P	3,004,075
Services lodged under other accounts		<u>139,573</u>
Balance at end of year	P	<u>3,143,648</u>

(c) *Taxes on Importation*

The Company did not have any importations in 2023.

(d) *Excise Tax*

The Company does not have excise tax in 2023 since it did not have any transactions, which are subject to excise tax during the year.

(e) *Documentary Stamp Tax (DST)*

DST on the loan agreements are paid by the counterparty. Also, as per agreement, the lessor shoulders the DST in the case of the lease contract.

(f) *Taxes and Licenses*

Details of taxes and licenses in 2023 are shown below.

Municipal license and permits	P	22,740
SEC filing fees		7,575
Annual VAT registration		500
Others		<u>1,683</u>
	P	<u>32,498</u>

(g) *Withholding Taxes*

Details of total withholding taxes reported for the year ended December 31, 2023 are shown below.

Compensation and benefits	P	116,400
Expanded		<u>18,000</u>
	P	<u>134,400</u>

In 2023, the Company has no income payments subject to final withholding tax. The outstanding balance of taxes subject to withholding is presented as part of Accrued expenses and other payables in the 2023 statement of financial position.

(h) *Deficiency Tax Assessment and Tax Cases*

As of December 31, 2023, the Company does not have any final deficiency tax assessments from the BIR nor does it have tax cases outstanding or pending in courts or bodies outside of the BIR in any of the open taxable years.

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

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6766 Ayala Avenue
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The Board of Directors and Stockholders
BHI Holdings, Inc.
(A Subsidiary of Bulk Handlers, Inc.)
22nd Floor, The Pearl Bank Centre
146 Valero Street, Salcedo Village
Makati City

We have audited, in accordance with Philippine Standards on Auditing, the financial statements of BHI Holdings, Inc. for the year ended December 31, 2023, on which we have rendered our report dated April 12, 2024. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) is presented for purposes of additional analysis in compliance with the requirements of the Revised Securities Regulation Code Rule 68 and is not a required part of the basic financial statements prepared in accordance with Philippine Financial Reporting Standards. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PUNONGBAYAN & ARAULLO


By: **Niccolo Ian N. Unera**
Partner

CPA Reg. No. 0146692
TIN 428-513-274
PTR No. 10076156, January 3, 2024, Makati City
SEC Group A Accreditation
Firm - No. 0002 (until financial period 2024)
BIR AN 08-002551-052-2023 (until Nov. 23, 2026)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

April 12, 2024

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
22nd Floor, The Pearl Bank Centre, 146 Valero Street, Salcedo Village, Makati City
Reconciliation of Retained Earnings Available for Dividend Declaration
December 31, 2023

Unappropriated Retained Earnings at Beginning of Year	P	41,071,908
Net Income for the Current Year		<u>308,476</u>
Unappropriated Retained Earnings Available for Dividend Distribution at End of Year	P	<u>41,380,384</u>

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
List of Supplementary Information
December 31, 2023

<u>Schedule</u>	<u>Content</u>	<u>Page No.</u>
Schedules Required under Annex 68-J of the Revised Securities Regulation Code Rule 68		
A	Financial Assets Financial Assets at Amortized Cost Financial Assets at Fair Value Through Profit or Loss Financial Assets at Fair Value Through Other Comprehensive Income	1
B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	2
C	Amounts Receivable from/ Payable to Related Parties which are Eliminated during the Consolidation of Financial Statements	3
D	Long-term Debt	4
E	Indebtedness to Related Parties (Long-term Loans from Related Companies)	5
F	Guarantees of Securities of Other Issuers	6
G	Capital Stock	7
Other Required Information		
	Reconciliation of Retained Earnings Available for Dividend Declaration	8
	Map Showing the Relationship Between the Company and its Related Entities	9

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
 SEC Released Revised SRC Rule 68
 Annex 68-J
Schedule A
Financial Assets

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet	Valued based on market quotation at end of reporting period	Income received and accrued
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Financial Assets at Amortized Cost

Due from related party - Aqua Rich, Inc.		P 100,000,000	P 100,000,000	P -
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Financial Assets at Fair Value Through Profit or Loss

		P -	P -	P -
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Financial Assets at Fair Value Through Other Comprehensive Income

		P -	P -	P -
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BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
 SEC Released Revised SRC Rule 68
 Annex 68-J
Schedule B

Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)

Name and Designation of debtor	Balance at beginning of period	Additions	Deductions		Ending Balance		Balance at end of period
			Amounts collected	Amounts written off	Current	Non-current	
NOTHING TO REPORT							

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
 SEC Released Revised SRC Rule 68
 Annex 68-J
Schedule C

Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Not Current	Balance at end of period
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NOTHING TO REPORT

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
SEC Released Revised SRC Rule 68
Annex 68-J
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 balance sheet	Amount shown under caption "Long-Term Debt" in related balance sheet
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NOTHING TO REPORT

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule E

Indebtedness to Related Parties (Long-Term Loans from Related Companies)

Name of related party	Balance at beginning of period	Balance at end of period
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NOTHING TO REPORT

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
SEC Released Revised SRC Rule 68
Annex 68-J
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 statement is filed	Nature of guarantee
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NOTHING TO REPORT

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
 SEC Released Revised SRC Rule 68
 Annex 68-J
Schedule G
Capital Stock

Title of Issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
Common Shares						
Class A Shares	700,000	350,000	-	288,624	1,336	60,027
Class B Shares	<u>300,000</u>	<u>150,000</u>	<u>-</u>	<u>150,000</u>	<u>-</u>	<u>-</u>
Common Shares	<u>1,000,000</u>	<u>500,000</u>	<u>-</u>	<u>438,624</u>	<u>1,336</u>	<u>60,027</u>

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)

**MAP SHOWING THE RELATIONSHIP BETWEEN THE COMPANY
AND ITS RELATED ENTITIES**





Report of Independent Auditors on Components of Financial Soundness Indicators

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T +63 2 8988 2288

The Board of Directors and Stockholders
BHI Holdings, Inc.
(A Subsidiary of Bulk Handlers, Inc.)
22nd Floor, The Pearl Bank Centre
146 Valero Street, Salcedo Village
Makati City

We have audited, in accordance with Philippine Standards on Auditing, the financial statements of BHI Holdings, Inc. (the Company), for the year ended December 31, 2023 and 2022, on which we have rendered our report dated April 12, 2024. 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 purposes of complying with the Revised Securities Regulation Code Rule 68 issued by the Philippine 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, 2023 and 2022 and for the years then ended and no material exceptions were noted.

PUNONGBAYAN & ARAULLO

By: 
Niccolo Ian N. Unera
Partner

CPA Reg. No. 0146692
TIN 428-513-274
PTR No. 10076156, January 3, 2024, Makati City
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Firm - No. 0002 (until financial period 2024)
BIR AN 08-002551-052-2023 (until Nov. 23, 2026)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

April 12, 2024

BHI HOLDINGS, INC.
(A Subsidiary of Bulk Handlers, Inc.)
Supplemental Schedule of Financial Soundness Indicators
December 31, 2023 and 2022

Ratio	Formula	2023	Formula	2022
Current ratio	Total Current Assets divided by Total Current Liabilities Total Current Assets P 3,415,649 Divide by: Total Current Liabilities 4,514,510 Current ratio 0.76	0.76	Total Current Assets divided by Total Current Liabilities Total Current Assets P 3,409,884 Divide by: Total Current Liabilities 4,817,221 Current ratio 0.71	0.71
Acid test ratio	Quick assets (Total Current Assets less Prepayments and Other Current Assets) divided by Total Current Liabilities Total Current Assets P 3,415,649 Less: Prepayments and other current assets 3,151,519 Quick Assets 264,130 Divide by: Total Current Liabilities 4,514,510 Acid test ratio 0.06	0.06	Quick assets (Total Current Assets less Prepayments and Other Current Assets) divided by Total Current Liabilities Total Current Assets P 3,409,884 Less: Prepayments and other current assets 3,084,389 Quick Assets 325,495 Divide by: Total Current Liabilities 4,817,221 Acid test ratio 0.07	0.07
Solvency ratio	Total Assets divided by Total Liabilities Total Assets P 103,415,649 Divide by: Total Liabilities 4,514,510 Solvency ratio 22.91	22.91	Total Assets divided by Total Liabilities Total Assets P 103,409,884 Divide by: Total Liabilities 4,817,221 Solvency ratio 21.47	21.47
Debt-to-equity ratio	Total Liabilities divided by Total Equity Total Liabilities P 4,514,510 Divide by: Total Equity 98,901,139 Debt-to-equity ratio 0.05	0.05	Total Liabilities divided by Total Equity Total Liabilities P 4,817,221 Divide by: Total Equity 98,592,663 Debt-to-equity ratio 0.05	0.05
Assets-to-equity ratio	Total Assets divided by Total Equity Total Assets P 103,415,649 Divide by: Total Equity 98,901,139 Assets-to-equity ratio 1.05	1.05	Total Assets divided by Total Equity Total Assets P 103,409,884 Divide by: Total Equity 98,592,663 Assets-to-equity ratio 1.05	1.05
Interest rate coverage	Earnings before interest and taxes (EBIT) divided by Interest expense EBIT P 384,756 Divide by: Interest expense - Interest rate coverage ratio -	0.00	Earnings before interest and taxes (EBIT) divided by Interest expense EBIT P 358,925 Divide by: Interest expense - Interest rate coverage ratio -	0.00
Return on equity	Net Profit divided by Total Equity Net Profit P 308,476 Divide by: Total Equity 98,901,139 Return on equity 0.003	0.003	Net Profit divided by Total Equity Net Profit P 358,902 Divide by: Total Equity 98,592,663 Return on equity 0.004	0.004
Return on assets	Net Profit divided by Total Assets Net Profit P 308,476 Divide by: Total Assets 103,415,649 Return on assets 0.003	0.003	Net Profit divided by Total Assets Net Profit P 358,902 Divide by: Total Assets 103,409,884 Return on assets 0.003	0.003
Net Profit Margin	Net Profit divided by Total Revenue Net Profit P 308,476 Divide by: Total Revenue 3,000,151 Return on assets 0.103	0.10	Net Profit divided by Total Revenue Net Profit P 358,902 Divide by: Total Revenue 3,000,116 Return on assets 0.120	0.12