

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended
Jun 30, 2019
2. SEC Identification Number
AS-093-8127
3. BIR Tax Identification No.
002-834-075
4. Exact name of issuer as specified in its charter
APC Group Inc.
5. Province, country or other jurisdiction of incorporation or organization
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
G/F MyTown New York Bldg. General E. Jacinto St. corner Capas St. Brgy Guadalupe
Nuevo, Makati City
Postal Code
1212
8. Issuer's telephone number, including area code
662-8888
9. Former name or former address, and former fiscal year, if changed since last report
NA
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---------------------|---|
| Common Stock | 7,504,203,997 |

11. Are any or all of registrant's securities listed on a 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

12. Indicate by check mark whether the registrant:

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

☒ Yes ☐ No

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

☒ Yes ☐ No

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



APC Group, Inc. APC

PSE Disclosure Form 17-2 - Quarterly Report References: SRC Rule 17 and Sections 17.2 and 17.8 of the Revised Disclosure Rules

| | |
|--|-----------------|
| For the period ended | Jun 30, 2019 |
| Currency (indicate units, if applicable) | Philippine Peso |

Balance Sheet

| | Period Ended | Fiscal Year Ended (Audited) |
|-------------------------------|----------------|-----------------------------|
| | Jun 30, 2019 | Dec 31, 2018 |
| Current Assets | 156,147,823 | 158,976,139 |
| Total Assets | 277,402,481 | 279,923,337 |
| Current Liabilities | 107,985,826 | 108,496,412 |
| Total Liabilities | 111,318,391 | 111,828,977 |
| Retained Earnings/(Deficit) | -7,798,605,478 | -7,796,603,339 |
| Stockholders' Equity | 166,084,090 | 168,094,360 |
| Stockholders' Equity - Parent | 172,926,154 | 174,928,293 |
| Book Value per Share | 0.02 | 0.02 |

Income Statement

| | Current Year (3 Months) | Previous Year (3 Months) | Current Year-To-Date | Previous Year-To-Date |
|---|----------------------------|-----------------------------|----------------------|-----------------------|
| Gross Revenue | 0 | 0 | 0 | 0 |
| Gross Expense | 0 | 0 | 0 | 0 |
| Non-Operating Income | 1,232,833 | 751,287 | 2,824,035 | 1,947,395 |
| Non-Operating Expense | 2,320,542 | 3,060,685 | 4,834,305 | 5,734,919 |
| Income/(Loss) Before Tax | -1,087,709 | -2,309,398 | -2,010,270 | -3,787,524 |
| Income Tax Expense | 0 | 0 | 0 | 0 |
| Net Income/(Loss) After Tax | -1,087,709 | -2,309,398 | -2,010,270 | -3,787,524 |
| Net Income Attributable to Parent Equity Holder | -1,087,411 | -2,275,076 | -2,002,139 | -3,750,861 |
| Earnings/(Loss) Per Share (Basic) | 0 | 0 | 0 | 0 |
| Earnings/(Loss) Per Share (Diluted) | 0 | 0 | 0 | 0 |

| | Current Year (Trailing 12 months) | Previous Year (Trailing 12 months) |
|-------------------------------------|-----------------------------------|------------------------------------|
| Earnings/(Loss) Per Share (Basic) | 0 | 0 |
| Earnings/(Loss) Per Share (Diluted) | 0 | 0 |

Other Relevant Information

None.

Filed on behalf by:

| | |
|-------------|-------------------|
| Name | JACKSON ONGSIP |
| Designation | President and CEO |



108082019002282

**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Information

SEC Registration No. AS93008127

Company Name APC GROUP INC.

Industry Classification

Company Type Stock Corporation

Document Information

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Document Type 17-Q (FORM 11-Q: QUARTERLY REPORT/FS)

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Period Covered June 30, 2019

No. of Days Late 0

Department CFD

Remarks

COVER SHEET

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| A | S | 0 | 9 | 3 | - | 8 | 1 | 2 | 7 |
|---|---|---|---|---|---|---|---|---|---|

S. E. C. Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

JACKSON T. ONGSIP
Contact Person

662-8888
Company's Telephone Number

| | | | | |
|-------------|---|--|-----|---|
| 1 | 2 | | 3 | 1 |
| Month | | | Day | |
| Fiscal Year | | | | |

SEC Form 17Q
FORM TYPE

| | |
|-------|-----|
| | |
| Month | Day |

Annual Meeting

Secondary License Type, If Applicable

| | | |
|--|--|--|
| | | |
|--|--|--|

Dept. Requiring

Amended Articles Number/Section

Total Number of Stock

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

LCU

[illegible]

Cashier

STAMPS

SEC Number AS93008127

File Number _____

APC GROUP, INC.

(Company's Full Name)

**G/F MyTown New York Bldg.
General E. Jacinto St. cor. Capas St.
Brgy. Guadalupe Nuevo, Makati City**

(Company's Address)

(632) 662-8888

(Telephone Numbers)

30 June 2019

(Quarter Ending)

SEC FORM 17-Q

(Form Type)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the six months ended **30 June 2019**
2. SEC identification number: **AS93008127**
3. BIR Tax Identification No. **002-834-075-000**
4. Exact name of registrant as specified in its charter: **APC Group Inc.**
5. Province, country or other jurisdiction of incorporation or organization: **Philippines**
6. Industry Classification Code: (SEC Use Only)
7. Address of registrant's principal office:
**G/F MyTown New York Bldg. General E. Jacinto St. cor. Capas St.,
Brgy. Guadalupe Nuevo, Makati City, 1212**
8. Registrant's telephone number, including area code: **(632) 662-8888**
9. Former name, former address and former fiscal year, if changed since last report:
n/a
10. Securities registered pursuant to Sections in Securities Regulation Code

| <u>Title of each class</u> | <u>Number of shares outstanding</u> |
|--------------------------------------|-------------------------------------|
| Common Stock, ₱1.00 par value | 7,504,203,997 |

11. Are any or all of the Securities listed on the Philippine Stock Exchange? **Yes**
12. Indicate whether the registrant:
 - a) Has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the SRC and SRC Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding 12 months (or for such shorter period the registrant was required to file such reports).
Yes
 - b) Has been subject to such filing requirements for the past 90 days.
Yes

APC GROUP, INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

FOR THE SIX MONTHS ENDED

30 June 2019

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

APC GROUP INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

| | June 30, 2019 (Unaudited) | December 31, 2018 (Audited) |
|--|------------------------------|--------------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | ₱ 140,650,528 | ₱ 144,787,138 |
| Trade and other receivables - net | 1,445,115 | 300,718 |
| Financial assets at fair value through other comprehensive income | 5,172,121 | 5,172,121 |
| Other current assets | 8,880,059 | 8,716,162 |
| Total Current Assets | 156,147,823 | 158,976,139 |
| Noncurrent Assets | | |
| Property and equipment | 11,157 | 15,620 |
| Investment property | 10,028,870 | 10,028,870 |
| Deferred exploration costs and other noncurrent assets | 111,214,631 | 110,902,708 |
| Total Noncurrent Assets | 121,254,658 | 120,947,198 |
| | ₱ 277,402,481 | ₱ 279,923,337 |
| LIABILITIES AND EQUITY | | |
| Current Liabilities | | |
| Trade and other payables | ₱ 28,007,195 | ₱ 28,449,031 |
| Advances from a related party | 79,978,631 | 80,047,381 |
| Total Current Liabilities | 107,985,826 | 108,496,412 |
| Noncurrent Liabilities | | |
| Subscriptions payable | 161,959 | 161,959 |
| Accrued retirement costs | 3,170,606 | 3,170,606 |
| Total Noncurrent Liabilities | 3,332,565 | 3,332,565 |
| Total Liabilities | 111,318,391 | 111,828,977 |
| Equity Attributable to Equity Holders of the Parent Company | | |
| Capital stock | 6,388,078,749 | 6,388,078,749 |
| Additional paid-in capital | 1,613,942,096 | 1,613,942,096 |
| Unrealized gain on financial assets at fair value through other comprehensive income | 4,324,120 | 4,324,120 |
| Remeasurement loss on defined benefit obligation | (2,237,878) | (2,237,878) |
| Equity reserves | (3,140,235) | (3,140,235) |
| Deficit | (7,798,605,478) | (7,796,603,339) |
| Treasury shares - 7,606,000 shares | (29,435,220) | (29,435,220) |
| Total Equity Attributable to Equity Holders of the Parent Company | 172,926,154 | 174,928,293 |
| Equity Attributable to Non-controlling Interests | (6,842,064) | (6,833,933) |
| Total Equity | 166,084,090 | 168,094,360 |
| | ₱ 277,402,481 | ₱ 279,923,337 |

APC GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| | 2019 | | 2018 | |
|---|--------------------------------|-----------------------------------|--------------------------------|-----------------------------------|
| | 2nd Quarter (April to June) | Year-to-date (January to June) | 2nd Quarter (April to June) | Year-to-date (January to June) |
| INCOME | | | | |
| Interest income | P 1,232,833 | P 2,504,559 | P 751,287 | P 1,668,171 |
| Dividend income | - | 319,476 | - | 279,224 |
| | 1,232,833 | 2,824,035 | 751,287 | 1,947,395 |
| EXPENSES | | | | |
| General and administrative expenses | (2,320,542) | (4,834,305) | (3,060,685) | (5,734,919) |
| NET LOSS BEFORE AND AFTER INCOME TAX | (1,087,709) | (2,010,270) | (2,309,398) | (3,787,524) |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | | |
| Unrealized loss on financial assets at fair value through other comprehensive income | (317,950) | - | (1,335,390) | (3,052,320) |
| TOTAL COMPREHENSIVE LOSS | P (1,405,659) | P (2,010,270) | P (3,644,788) | P (6,839,844) |
| Net Loss Attributable to: | | | | |
| Equity holders of the Parent Company | | (2,002,139) | | (3,750,861) |
| Non-controlling interests | | (8,131) | | (36,663) |
| | | P (2,010,270) | | P (3,787,524) |
| Total Comprehensive Loss Attributable to: | | | | |
| Equity holders of the Parent Company | | (2,002,139) | | (6,803,181) |
| Non-controlling interests | | (8,131) | | (36,663) |
| | | P (2,010,270) | | P (6,839,844) |
| Basic/Diluted Loss Per Common Share | | | | |
| (P-2,010,270/7,504,203,997) June 30, 2019 | | P (0.000268) | | |
| (P-3,787,524/7,504,203,997) June 30, 2018 | | | P (0.000505) | |
| Weighted average number of common shares: | | | | |
| Total common shares | | 7,511,809,997 | | 7,511,809,997 |
| Less: Treasury shares | | 7,606,000 | | 7,606,000 |
| Weighted average common shares | | 7,504,203,997 | | 7,504,203,997 |

APC GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

| | For the Six Months Ended June 30 | |
|--|---|------------------------|
| | 2019 | 2018 |
| | (Unaudited) | (Unaudited) |
| Authorized: | | |
| Preferred stock - P1 par value | 6,000,000,000 shares | 6,000,000,000 shares |
| Common stock - P1 par value | 14,000,000,000 shares | 14,000,000,000 shares |
| Issued | ₱ 5,998,149,059 | ₱ 5,998,149,059 |
| Subscribed (net of subscription receivable) | 389,929,690 | 389,929,690 |
| Capital stock | 6,388,078,749 | 6,388,078,749 |
| Additional paid-in capital | 1,613,942,096 | 1,613,942,096 |
| Unrealized gain/loss on financial assets at fair value through other comprehensive income | | |
| Balance at the beginning of period | 4,324,120 | 7,821,570 |
| Other comprehensive income | - | (3,052,320) |
| Balance at the end of period | 4,324,120 | 4,769,250 |
| Remeasurement loss on defined benefit obligation | (2,237,878) | (2,237,878) |
| Equity Reserves | (3,140,235) | 226,304 |
| Deficit | | |
| Balance at the beginning of period | (7,796,603,339) | (7,785,133,308) |
| Net loss | (2,002,139) | (3,750,861) |
| Balance at the end of period | (7,798,605,478) | (7,788,884,169) |
| Treasury shares - 7,606,000 shares | (29,435,220) | (29,435,220) |
| Minority interest | (6,842,064) | (10,189,305) |
| | ₱ 166,084,090 | ₱ 176,269,827 |

APC GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

| | For the Six Months Ended June 30 | |
|--|---|----------------------|
| | 2019 | 2018 |
| | (Unaudited) | (Unaudited) |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Loss before income tax | ₱ (2,010,270) | ₱ (3,787,524) |
| Adjustments for: | | |
| Interest income | (2,504,559) | (1,668,171) |
| Dividend income | (319,476) | (279,224) |
| Depreciation and amortization | 4,463 | 4,463 |
| Operating loss before working capital changes | (4,829,842) | (5,730,456) |
| Decrease (increase) in: | | |
| Trade and other receivables | (1,144,397) | 550,448 |
| Other current assets | (163,897) | (145,181) |
| Decrease in: | | |
| Trade and other payables | (441,836) | (3,324,611) |
| Advances from a related party | (68,750) | (25,905) |
| Cash used in operations | (6,648,722) | (8,675,705) |
| Interest received | 2,504,559 | 1,668,171 |
| Dividends received | 319,476 | 279,224 |
| Net cash used in operating activities | (3,824,687) | (6,728,310) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Increase in deferred exploration costs and noncurrent assets | (311,923) | (50,629,836) |
| Net cash used in investing activities | (311,923) | (50,629,836) |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | (4,136,610) | (57,358,146) |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 144,787,138 | 196,586,234 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | ₱ 140,650,528 | ₱ 139,228,088 |

Item 2. Management Discussion and Analysis of Financial Condition and Results of Operations

Consolidated Statements of Comprehensive Income

| | 2019 | | 2018 | | Horizontal Analysis | | Vertical Analysis | |
|--|--------------------------------|-----------------------------------|--------------------------------|-----------------------------------|-------------------------------|-------------|-------------------|--------------|
| | 2nd Quarter (April to June) | Year-to-date (January to June) | 2nd Quarter (April to June) | Year-to-date (January to June) | Increase (Decrease) Amount | % | 2019 % | 2018 % |
| INCOME | | | | | | | | |
| Interest income | P 1,232,833 | P 2,504,559 | P 751,287 | P 1,668,171 | 836,388 | 50% | 89% | 86% |
| Dividend income | - | 319,476 | - | 279,224 | 40,252 | 14% | 11% | 14% |
| | 1,232,833 | 2,824,035 | 751,287 | 1,947,395 | 876,640 | 45% | 100% | 100% |
| EXPENSES | | | | | | | | |
| General and administrative expenses | (2,320,542) | (4,834,305) | (3,060,685) | (5,734,919) | 900,614 | -16% | -171% | -294% |
| NET LOSS BEFORE AND AFTER INCOME TAX | (1,087,709) | (2,010,270) | (2,309,398) | (3,787,524) | 1,777,254 | -47% | -71% | -194% |
| OTHER COMPREHENSIVE INCOME (LOSS) | | | | | | | | |
| Unrealized loss on financial assets at fair value through other comprehensive income | (317,950) | - | (1,335,390) | (3,052,320) | 3,052,320 | -100% | 0% | -157% |
| TOTAL COMPREHENSIVE LOSS | P (1,405,659) | P (2,010,270) | P (3,644,788) | P (6,839,844) | 4,829,574 | -71% | -71% | -351% |

APC Group, Inc. and its subsidiaries (the Company) ended the second quarter of 2019 with total net loss of P2.0 million, 47% lower than the net loss in the same period in 2018. This is attributable to the increase in total income and decrease in general and administrative expenses in 2019.

The Company earned a total income of P2.8 million as of June 30, 2019 which is 45% higher than in 2018. This movement was due to the higher interest income from the money market placements and higher dividend income received from the equity investments of the Company.

As of June 30, 2019, the general and administrative expenses of the Company amounted to P4.8 million, 16% lower than P 5.7 million in the comparable period in 2018. This is primarily due to the one-time payment made for the documentary stamp tax for the additional shares issued by Aragorn Power and Energy Corporation (APEC), a subsidiary, in 2018.

The total comprehensive loss as of June 30, 2019 totaled to P2.0 million which is 71% lower compared to P6.8 million as of June 30, 2018. There was no unrealized mark-to-market gain/(loss) in 2019 as there is no movement in the market value of the financial assets at fair value through other comprehensive income (FVOCI) from December 31, 2018 to June 30, 2019.

As of June 30, 2019, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- Known trends, demands, commitments, events or uncertainties that would have a material impact on the Company;
- Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- Known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations;
- Significant elements of income or loss that did not arise from the Company's continuing operations;
- Seasonal aspects that had a material impact on the Company's results of operations; and
- Material changes in the financial statements of the Company for the periods ended June 30, 2019 and June 30, 2018 except those mentioned above.

Consolidated Statements of Financial Position

| | June 30, 2019 (Unaudited) | December 31, 2018 (Audited) | Horizontal Analysis Increase (Decrease) | | Vertical Analysis | |
|--|------------------------------|--------------------------------|--|-----------|-------------------|------------|
| | | | Amount | % | 2019 % | 2018 % |
| ASSETS | | | | | | |
| Current Assets | | | | | | |
| Cash and cash equivalents | P 140,650,528 | P 144,787,138 | (4,136,610) | -3% | 51% | 52% |
| Trade and other receivables - net | 1,445,115 | 300,718 | 1,144,397 | 381% | 0% | 0% |
| Financial assets at fair value through other comprehensive income | 5,172,121 | 5,172,121 | - | 0% | 2% | 2% |
| Other current assets | 8,880,059 | 8,716,162 | 163,897 | 2% | 3% | 3% |
| Total Current Assets | 156,147,823 | 158,976,139 | (2,828,316) | -2% | 57% | 57% |
| Noncurrent Assets | | | | | | |
| Property and equipment | 11,157 | 15,620 | (4,463) | -29% | 0% | 0% |
| Investment property | 10,028,870 | 10,028,870 | - | 0% | 4% | 4% |
| Deferred exploration costs and other noncurrent assets | 111,214,631 | 110,902,708 | 311,923 | 0% | 40% | 40% |
| Total Noncurrent Assets | 121,254,658 | 120,947,198 | 307,460 | 0% | 43% | 43% |
| | P 277,402,481 | P 279,923,337 | (2,520,856) | -1% | 100% | 100% |
| LIABILITIES AND EQUITY | | | | | | |
| Current Liabilities | | | | | | |
| Trade and other payables | P 28,007,195 | P 28,449,031 | (441,836) | -2% | 10% | 10% |
| Advances from a related party | 79,978,631 | 80,047,381 | (68,750) | 0% | 29% | 29% |
| Total Current Liabilities | 107,985,826 | 108,496,412 | (510,586) | 0% | 39% | 39% |
| Noncurrent Liabilities | | | | | | |
| Subscriptions payable | 161,959 | 161,959 | - | 0% | 0% | 0% |
| Accrued retirement costs | 3,170,606 | 3,170,606 | - | 0% | 1% | 1% |
| Total Noncurrent Liabilities | 3,332,565 | 3,332,565 | - | 0% | 1% | 1% |
| Total Liabilities | 111,318,391 | 111,828,977 | (510,586) | 0% | 40% | 40% |
| Equity Attributable to Equity Holders of the Parent Company | | | | | | |
| Capital stock | 6,388,078,749 | 6,388,078,749 | - | 0% | 2291% | 2282% |
| Additional paid-in capital | 1,613,942,096 | 1,613,942,096 | - | 0% | 579% | 577% |
| Unrealized gain on financial assets at fair value through other comprehensive income | 4,324,120 | 4,324,120 | - | 0% | 2% | 2% |
| Remeasurement loss on defined benefit obligation | (2,237,878) | (2,237,878) | - | 0% | -1% | -1% |
| Equity reserves | (3,140,235) | (3,140,235) | - | 0% | -1% | -1% |
| Deficit | (7,798,605,478) | (7,796,603,339) | (2,002,139) | 0% | -2797% | -2785% |
| Treasury shares - 7,606,000 shares | (29,435,220) | (29,435,220) | - | 0% | -11% | -11% |
| Total Equity Attributable to Equity Holders of the Parent Company | 172,926,154 | 174,928,293 | (2,002,139) | -1% | 63% | 62% |
| Equity Attributable to Non-controlling Interests | (6,842,064) | (6,833,933) | (8,131) | 0% | -2% | -2% |
| Total Equity | 166,084,090 | 168,094,360 | (2,010,270) | -1% | 60% | 60% |
| | P 277,402,481 | P 279,923,337 | (2,520,856) | -1% | 100% | 100% |

As of June 30, 2019, consolidated assets of the Company amounted to P277.4 million, P2.5 million lower compared to the December 31, 2018 balance of P279.9 million.

Cash and cash equivalents decreased by 3% primarily due to the payment of accrued and other liabilities and expenses during the period ended.

The Company's consolidated liabilities amounted to P111.3 million. The minimal decrease pertains to the payment of the accrued and other payables.

Total equity as of June 30, 2019 and December 31, 2018 amounted to P166.1 million and P168.1 million, respectively. The decline, amounting to P2.0 million, is attributable to the net loss incurred during the period.

There were no off-balance sheet transactions.

KEY PERFORMANCE INDICATORS

Management uses the following key performance indicators to evaluate the performance of the Company and its subsidiaries. Except for Net Income, these key performance indicators are not measurements in accordance with Philippine Financial Reporting Standards (PFRS) and should not be considered as an alternative to net income or any other measure of performance which are in accordance with PFRS.

1. **Return on Assets Ratio (ROA).** Return on Assets is an indicator of how profitable a company is relative to its total assets. ROA gives an idea as to how efficient management is at using its assets to generate earnings and is calculated by dividing the Company's annual earnings by its total assets.
2. **Return on Equity Ratio (ROE).** Return on Equity measures how much profit is generated with the money shareholders have invested in the Company. It is expressed as a percentage and calculated by dividing net income by total Stockholders' Equity.
3. **Current Ratio.** Current ratio is computed by dividing current assets by current liabilities. This indicates the liquidity of the Company in the short term and measures the peso amount of current asset available to cover a peso amount of current liability.
4. **Debt-to-Equity Ratio (DER).** DER gives an indication of the Company's leverage position and is computed by dividing total liabilities with total stockholders' equity.
5. **Asset-to-Equity Ratio (AER).** Asset-to-Equity Ratio is computed using total assets divided by the total stockholders' equity. This ratio shows the relationship of the total assets of the firm owned by shareholders and an indicator of the leverage used to finance the Company.

The table below shows the comparative figures of the key performance indicators for the period in review.

| | YTD June 30, 2019 | YTD December 31, 2018 | YTD June 30, 2018 |
|------------------------|----------------------|--------------------------|----------------------|
| Return on Assets Ratio | (0.01) | (0.01) | (0.01) |
| Return on Equity Ratio | (0.01) | (0.02) | (0.02) |
| Current Ratio | 1.45 | 1.47 | 1.43 |
| Debt to Equity Ratio | 0.67 | 0.67 | 0.63 |
| Asset to Equity Ratio | 1.67 | 1.67 | 1.63 |

Discussion on the key performance indicators

Return on Assets Ratio and Return on Equity Ratio

The Company's ROA and ROE as of June 30, 2019 and 2018 are negative due to the reported net loss for both years.

There is no significant change in the ROA and ROE of the Company as of June 30, 2019 and 2018.

Current Ratio

There is no significant change in the current ratio of the Company as of June 30, 2019 and as of December 31, 2018.

Debt to Equity Ratio

There is no significant change in the debt to equity ratio of the Company as of June 30, 2019 and as of December 31, 2018.

Assets to Equity Ratio

There is no significant change in the asset to equity ratio of the Company as of June 30, 2019 and as of December 31, 2018.

PART II OTHER INFORMATION

Other than what has been reported, no event has since occurred.

ANNEX TO THE MD&A SECTION

1. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of the Parent Company and the following subsidiaries (collectively referred to as the “Company”):

| Subsidiaries | Percentage of Ownership | | |
|--|-------------------------|----------|--------|
| | Direct | Indirect | Total |
| Aragorn Power & Energy Corporation (APEC) ⁽¹⁾ | 95.6% | - | 95.6% |
| PRC Magma Energy Resources Inc. (PRC-Magma) ⁽²⁾ | - | 85.0% | 85.0% |
| APC Cement Corporation (APC Cement) ⁽²⁾ | 100.0% | - | 100.0% |
| APC Energy Resources, Inc. (APC Energy) ⁽²⁾ | 100.0% | - | 100.0% |
| APC Mining Corporation (APC Mining) ⁽²⁾ | 83.0% | - | 83.0% |

(1) Still in exploration stage

(2) Still in the pre-operating stage

2. RISK EXPOSURES

Financial Risk Management

The Company’s principal financial instruments comprise advances from related parties. The main purpose of these financial liabilities is to finance the Company’s operations. The Company has cash and cash equivalents, trade and other receivables, deposits and trade and other payables that arise directly from its operations. Other financial instruments consists of financial assets at fair value through other comprehensive income (FVOCI) and advances from a related party.

The main risks arising from the Company’s financial instruments are credit risk, liquidity risk and equity price risk. The BOD and the management review and approve policies of managing each of the risks and they are summarized below.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss.

Exposure to credit risk is monitored on an ongoing basis, credit checks are performed on all clients requesting credit over certain amounts. Credit granted is subject to regular review, to ensure it remains consistent with the customers’ current credit worthiness and appropriate to the anticipated volume of business. The investment of the Company’s cash resources is managed so as to minimize risk while seeking to enhance yield. The Company is exposed to credit risk, if the counterparty is unwilling or unable to fulfill its obligations and the Company consequently suffers financial loss. Credit risk management involves entering into financial transactions only with counterparties with acceptable credit rating.

There are no significant concentrations of credit risk within the Company. Since the Company trades only with recognized third parties, there is no requirement for collateral. The carrying values of the Company’s financial assets represent the maximum exposure to credit risk as at the reporting date.

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 objective is to maintain continuity of funding. The Company’s policy is to maximize the use of suppliers’ credit for all its major purchases and limit major capital expenditures at a reasonable level.

The Company monitors its cash position by a system of cash forecasting. All expected collections, check disbursements and other payments are determined on a weekly basis to arrive at the projected cash position to cover its obligations.

Equity Price Risk

The Company's investments in equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification and placing limits on individual and total equity instruments. Reports on equity portfolio are submitted to the Company's senior management on a regular basis. The Company's BOD reviews and approves all equity investment decisions.

There is no material change in the financial risk exposures of the company and its subsidiaries particularly on currency, interest, credit, market and liquidity risks on its June 30, 2019 interim financial statements compared to the December 31, 2018 audited consolidated financial statements of APC Group Inc.

Fair value of Financial Instruments

A comparison by category of the carrying values and estimated fair values of the Company's financial instruments that are carried in the consolidated financial statements as of June 30, 2019 and December 31, 2018 are as follows:

| | June 30, 2019 | | December 31, 2018 | |
|------------------------------------|----------------------|----------------------|----------------------|----------------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Financial assets: | | | | |
| Loans and receivables: | | | | |
| Cash and cash equivalents* | ₱ 140,640,528 | ₱ 140,640,528 | ₱ 144,777,138 | ₱ 144,777,138 |
| Trade and other receivables | 1,167,264 | 1,167,264 | 254,550 | 254,550 |
| Advances to officers and employees | 277,851 | 277,851 | 46,168 | 46,168 |
| Deposits** | 2,585 | 2,585 | 23,821 | 23,821 |
| Financial assets at FVOCI | 5,172,121 | 5,172,121 | 5,172,121 | 5,172,121 |
| Total financial assets | ₱ 147,260,349 | ₱ 147,260,349 | ₱ 150,273,798 | ₱ 150,273,798 |
| Financial liabilities: | | | | |
| Other financial liabilities: | | | | |
| Trade and other payables*** | ₱ 27,913,397 | ₱ 27,913,397 | ₱ 28,423,954 | ₱ 28,423,954 |
| Advances from related parties | 79,978,631 | 79,978,631 | 80,047,381 | 80,047,381 |
| Subscriptions payable | 161,959 | 161,959 | 161,959 | 161,959 |
| Total financial liabilities | ₱ 108,053,987 | ₱ 108,053,987 | ₱ 108,633,294 | ₱ 108,633,294 |

*Excluding cash on hand amounting to ₱10,000 as at June 30, 2019 and December 31, 2018

** Included in "Other noncurrent assets" account

***Excluding statutory liabilities.

Cash and Cash Equivalents, Trade and Other Receivables, Trade and Other Payables and Advances from Related Parties

Due to the short-term nature of the transactions, the carrying values approximate the fair values at reporting dates.

Financial Assets at FVOCI

The fair values of quoted equity securities were determined by reference to market bid quotes as of reporting dates.

Deposits and Subscription Payable

Due to non-availability of definite payment terms, there is no reliable source of fair values as of reporting dates.

The following tables provide the fair value measurement hierarchy of the Company's assets and liabilities as at June 30, 2019 and December 31, 2018:

| | June 30, 2019 | | |
|--------------------------------|---------------|-------------|--------------|
| | Total | Level 1 | Level 3 |
| Assets measured at fair value: | | | |
| Investment properties | ₱ 10,028,870 | ₱ – | ₱ 10,028,870 |
| Financial assets at FVOCI | 5,172,121 | 5,172,121 | – |
| Total financial assets | ₱ 15,200,991 | ₱ 5,172,121 | ₱ 10,028,870 |

| | December 31, 2018 | | |
|--------------------------------|-------------------|-------------|--------------|
| | Total | Level 1 | Level 3 |
| Assets measured at fair value: | | | |
| Investment properties | ₱ 10,028,870 | ₱ – | ₱ 10,028,870 |
| Financial assets at FVOCI | 5,172,121 | 5,172,121 | – |
| Total financial assets | ₱ 15,200,991 | ₱ 5,172,121 | ₱ 10,028,870 |

There were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements during the period ended June 30, 2019 and year ended December 31, 2018.

3. OTHER REQUIRED DISCLOSURES

- A.) The attached interim financial reports were prepared in accordance with accounting standards generally accepted in the Philippines. The accounting policies and methods of computation followed in these interim financial statements are the same compared with the audited financial Statements for the period ended December 31, 2018.
- B.) Except as reported in the Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), there were no unusual items affecting assets, liabilities, equity, net income or cash flows for the interim period.
- C.) There were no material changes in estimates of amounts reported in prior periods that have material effects in the current interim period.
- D.) Except as disclosed in the MD&A, there were no other issuance, repurchase and repayments of debt and equity securities.
- E.) There were no material events that occurred subsequent to June 30, 2019 and up to the date of this report that need disclosure herein.
- F.) There were no changes in the composition of the Company during the interim period such as business combinations, acquisition or disposals of subsidiaries and long-term investments, restructuring and discontinued operations.
- G.) There were no changes in contingent liabilities or contingent assets since December 31, 2018 and as of June 30, 2019.
- H.) There exist no material contingencies and other material events or transactions affecting the current interim period.



APC GROUP INC.

SIGNATURES

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

Registrant: **APC Group, Inc.**

By:


JACKSON T. ONGSIP
President and Chief Executive Officer

August 8, 2019

APPENDIX 1**APC GROUP INC. and SUBSIDIARIES****Aging of Accounts Receivables****As of June 30, 2019**

| Trade and Other Receivables | Total | 1 Month | 2 - 3 Months | 4 - 6 Months | 7 Months to 1 Year | More than 1 year |
|------------------------------------|------------------|----------------|---------------------|---------------------|-------------------------------|-------------------------|
| Trade receivables | 1,125,976 | 809,019 | 271,515 | - | - | 45,442 |
| Advances to officers and employees | 277,851 | 159,000 | 106,213 | - | - | 12,638 |
| Other receivables | 41,288 | - | - | - | - | 41,288 |
| TOTAL | 1,445,115 | 968,019 | 377,728 | - | - | 99,368 |