

COVER SHEET

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S.E.C. Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

Atty. Sharon T. Lim

Contact Person

8636-5411

Company Telephone Number

SEC Form 20-IS
Definitive Information Statement

FORM TYPE

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Number of Stockholders

Total Number of Stockholders

Total Amount of Borrowings

Domestic

none
Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

Document I.D.

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

COL FINANCIAL GROUP, INC.

24/F East Tower, Tektite Towers (formerly PSE Centre)
Exchange Road, Ortigas Center
Pasig City, Philippines

NOTICE OF SPECIAL STOCKHOLDERS' MEETING

Notice is hereby given that the Special Stockholders' Meeting of COL Financial Group, Inc. ("COL", the "Corporation", or the "Company"), will be conducted virtually on 27 September 2024, Friday, at 2:00 P.M. through <https://shareholders.colfinancial.com>.

The Agenda of the Meeting is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Previous Meeting of Stockholders
4. Ratification of the Declaration of Stock Dividends
5. Other Matters
6. Adjournment

Only stockholders of record at the close of business on 04 September 2024 are entitled to notice of, and to vote at, said meeting and any adjournment thereof. As per the Amended By-Laws, the Stock and Transfer Books of the Corporation will be closed from 04 September 2024 to 27 September 2024.

The stockholders may only attend the meeting by remote communication. The meeting will be streamed live, and stockholders who wish to attend the meeting must register at <https://shareholders.colfinancial.com> on or before 13 September 2024. Registration shall be subject to validation procedures.

Stockholders who wish to cast their votes may vote electronically in absentia using the same platform, or through proxy by appointing the Chairman of the meeting.

Stockholders may also send their duly accomplished proxies on or before the close of business hours on 13 September 2024 through email at corporatesecretary@colfinancial.com.

The procedures for attendance and voting during the 2024 SSM are set forth in the Information Statement.

The Corporation shall send written notice of the meeting to all stockholders as of record date at least twenty-one (21) calendar days prior to the date of the special stockholders' meeting. In addition, an electronic copy of the Information Statement, Management Report, and other pertinent documents will be made available through the Corporation's website (<https://www.colfinancial.com>) and through the PSE Edge Portal (<https://edge.pse.com.ph>).


SHARON T. LIM
Corporate Secretary

PROXY

The undersigned stockholder of COL FINANCIAL GROUP, INC. (the “Corporation”) hereby appoints _____ as attorney and proxy, with power of substitution, to represent and vote all shares registered in my name as proxy of the undersigned stockholder, at the Special Meeting of Stockholders of the Corporation on September 27, 2024, and at any adjournments thereof for the purpose of acting on the following matters:

Item		Vote		
1.	Approval of the Minutes of the Previous Meeting	<input type="radio"/> Yes	<input type="radio"/> No	<input type="radio"/> Abstain
2.	Ratification of the Declaration of Stock Dividends	<input type="radio"/> Yes	<input type="radio"/> No	<input type="radio"/> Abstain
3.	At the proxy’s discretion, the proxy is authorized to vote upon such other matters as may properly come before the meeting	<input type="radio"/> Yes	<input type="radio"/> No	<input type="radio"/> Abstain

This proxy supersedes any previous proxies executed by the undersigned and shall continue to be in effect until withdrawn by notice delivered to the Secretary of the Corporation, but shall not apply in instances wherein the undersigned personally attends the meeting.

Signature above Printed Name of Stockholder

Total No. of Shares Owned

Date

THIS PROXY MUST BE RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY THROUGH EMAIL AT CORPORATESECRETARY@COLFINANCIAL.COM ON OR BEFORE SEPTEMBER 13, 2024 (FRIDAY). FOR CORPORATE STOCKHOLDERS, PLEASE ATTACH A COPY OF THE SECRETARY’S CERTIFICATE ON THE AUTHORITY OF THE SIGNATORY TO APPOINT THE PROXY AND SIGN THIS FORM.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED ‘FOR’ THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED.

NOTARIZATION OF THIS PROXY IS NOT REQUIRED.

THIS PROXY IS NOT A SOLICITATION OR A REQUEST FOR A PROXY BY THE CORPORATION. LIKEWISE, TO THE BEST OF THE KNOWLEDGE OF THE CORPORATION, NO OTHER PERSON HAS MADE A SOLICITATION FOR A PROXY. THE CORPORATION HAS NOT BEEN INFORMED BY ANY OF ITS DIRECTORS OF ANY INTENT BY THE LATTER TO OPPOSE ANY ACTION INTENDED TO BE TAKEN BY THE CORPORATION.

SINCE NO SOLICITATION IS BEING MADE, THERE IS NO CONTRACT OR ARRANGEMENT,
OR COSTS OR ANTICIPATED COSTS TO BE DISCLOSED.

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

[] Preliminary Information Statement

[✓] Definitive Information Statement

2. Name of Registrant as specified in its charter: **COL Financial Group, Inc.**

3. **Metro Manila, Philippines**

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number: **A199910065**

5. BIR Tax Identification Code: **203-523-208**

6. **24/F East Tower, Tektite Towers (formerly PSE Centre), Exchange Road, Ortigas Center,**
Pasig City **1605**

Address of principal office

Postal Code

7. Registrant's telephone number, including area code: **(632) 8636-5411**

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

Date : 27 September 2024

Time : 2:00 PM

Place : <https://shareholders.colfinancial.com>

(shareholders may only attend by remote communication
subject to pre-registration procedures)

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **06 September 2024**

10. In case of Proxy Solicitations: **No proxy solicitation is being made.**

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

Title of Each Class

Number of Shares of Common Stock
Outstanding or Amount of Debt Outstanding
as of 28 August 2024

Common

4,760,000,000

12. Are any or all of registrant's securities listed in a Stock Exchange? Yes ☒ No ☐

Name of Exchange : **Philippine Stock Exchange**

Class : **Common shares**

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. DATE, TIME, AND PLACE OF MEETING OF SECURITY HOLDERS

- (a) Date: 27 September 2024
Time: 2:00 p.m.
Place: <https://shareholders.colfinancial.com>
(shareholders may only attend by remote communication subject to pre-registration procedures)
- (b) Approximate date on which copies of the information statement are first to be sent or given to security holders: 06 September 2024

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

Item 2. DISSENTERS' RIGHT OF APPRAISAL

Section 80, Title X of the Revised Corporation Code provides that a stockholder may exercise their right of appraisal in any of the following instances: (a) in case an amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; (b) in case of sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the corporate property and assets; (c) in case of merger or consolidation; and (d) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation. Section 81, Title X of the Revised Corporation Code further states that only a dissenting stockholder who voted against the proposed corporate action may exercise the right of appraisal.

COL Financial Group, Inc. ("COL", the "Corporation", or the "Company") adopts the procedures laid out in Title X of the Revised Corporation Code for a valid exercise of appraisal right.

Item 3. INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

- (a) No current director or officer of COL or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the Special Stockholders' Meeting.
- (b) The Corporation has not received any information in writing from any person who intends to oppose any action to be taken at the Special Stockholders' Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

- (a) **Class of Voting Securities** : Common shares
- Number of Shares Outstanding as of 28 August 2024** : 4,760,000,000
- Number of votes entitled** : One (1) vote per share

The Corporation's Amended By-Laws provide that one share entitles the holder thereof to one vote, except in the election of the members of the Board where any stockholder can cumulate their votes.

- (b) **Record Date**

Stockholders of record as of **04 September 2024** ("Record Date") are entitled to notice and to vote at the Corporation's Special Stockholders' Meeting.

- (c) **Manner of Voting**

A stockholder entitled to vote at a meeting has the right to vote in person or by proxy. With respect to the election of directors, in accordance with Section 23 of the Revised Corporation Code, a stockholder with the number of shares held in their name in the Corporation's stock books as of the Record Date may vote such number of shares for as many persons as there are directors to be elected or they may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of their shares, or they may distribute them on the same principle among as many candidates as they shall see fit: Provided, that the total number of votes cast by them shall not exceed the number of shares owned by them as shown in the books of the Corporation multiplied by the total number of directors to be elected; Provided, however, that no delinquent stocks shall be voted.

A stockholder may vote electronically in absentia using the web address <https://shareholders.colfinancial.com>. A stockholder voting electronically in absentia shall be deemed present for the purposes of quorum. Please refer to Annex "D" for information on electronic voting in absentia.

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(d) **Security Ownership of Record and Beneficial Owners of more than 5% of the Corporation's voting securities as of 16 August 2024 are as follows:**

Title of Class	Name, Address of Record Owner and Relationship with the Issuer	Name of Beneficial Owners and Relationship with Record Owner	Citizenship	No. of Shares Held Directly (D) or under PCD (P)	Percent (%)
Common	PCD Nominee Corp. G/F Makati Stock Exchange Bldg., 6767 Ayala Avenue, Makati	Various	Filipino	1,678,931,660 (D)	35.27
			Non-Filipino	186,571,290 (D)	3.92
	Daiwa Securities Group, Inc.¹ GranTokyo North Tower, 9-1, Marunouchi 1-chrome, Tokyo, Japan	Daiwa Securities Group, Inc.	Japanese	739,240,000 (P)	15.53
	Lee, Edward K. Mahogany St., Makati	Lee, Edward K.	Filipino	622,500,000 (D) 316,171,000 (P)	21.74
	Lee, Lydia C. Mahogany St., Makati			10,000,000 (D) 36,023,000 (P)	
	Lee, Edmund C. Mahogany St., Makati			20,400,000 (P)	
	Teo, Eleanore L. or Lee, Edmund C. Mahogany St., Makati			20,000,000 (P)	
	ELLEE & Co., Inc.² 2701C East Tower, PSE Centre, Exchange Rd, Ortigas Center, Pasig			9,535,000 (P)	
	Yu, Alexander C. Ortega St., San Juan	Yu, Alexander C.	Filipino	530,385,250 (P)	13.84
	Yu, Elizabeth N. Ortega St., San Juan			23,407,000 (P)	
	Yu, Adrian Alexander N. Ortega St., San Juan			34,560,000 (P)	
	Yu, Michelle Angeline N. Ortega St., San Juan			40,578,000 (P)	
	Yu, Tiffany Anne N. Ortega St., San Juan			30,000,000 (P)	
	Han, Paulwell G/F Broom Road, Happy Valley, Hong Kong	Han, Paulwell	Chinese	1,000,000 (D) 98,158,750 (P)	8.39
	Han, Kelvin J. G/F Broom Road, Happy Valley, Hong Kong			300,000,000 (P)	

*No other single individual has reached more than 5% - 10% of the total outstanding shares of COL.

¹ Mr. Kosuke Mizuno has been named and appointed by Daiwa Securities Group, Inc. ("Daiwa") to exercise Daiwa's voting power.

² Mr. Edward K. Lee, Chairman of the Board of ELEE & Co., Inc. ("Ellee"), has been named and appointed to exercise Ellee's voting power.

Security Ownership of Management (as of 16 August 2024)

Title of Class	Name of Owner	Position	Citizenship	Total No. of Shares	Percent (%)
Common	Edward K. Lee	Chairman	Filipino	1,034,629,000	21.74
Common	Alexander C. Yu	Vice-Chairman	Filipino	658,930,250	13.84
Common	Conrado F. Bate	Director/President/CEO	Filipino	198,732,598	4.18
Common	Hernan G. Lim	Director	Filipino	175,261,850	3.68
Common	Raymond C. Yu	Director	Filipino	206,805,400	4.34
Common	Wellington C. Yu	Director	Filipino	100,000	0.00
Common	Kosuke Mizuno	Director	Japanese	1	0.00
Common	Paulwell Han	Director	Chinese	399,158,750	8.39
Common	Arthur G. Gindap	Independent Director	Filipino	120,000	0.00
Common	Roberto C. Beñares	Independent Director	Filipino	1,000	0.00
Common	Betty C. Siy-Yap	Independent Director	Filipino	1,000	0.00
Common	Catherine L. Ong	SVP/Treasurer	Filipino	67,928,000	1.43
Common	Juan G. Barredo	FVP – Chief Customer Experience Officer	Filipino	8,017,500	0.17
Common	Nikos J. Bautista	FVP – Chief Technology Officer	Filipino	11,602,000	0.24
Common	Lorena E. Velarde	FVP – Chief Financial Officer	Filipino	4,500,000	0.09
Common	April Lynn L. Tan	FVP – Chief Investor Relations and Corporate Strategy	Filipino	12,180,000	0.26
Common	Melissa O. Ng	VP – Head of Operations	Taiwanese	2,587,500	0.05
Common	Sharon T. Lim	VP – Head of Legal & Compliance	Filipino	454,500	0.01
Common	Joyce G. Chan	VP – Head of Client Services	Filipino	4,025,000	0.08
Common	Gabriel Jose E. Mendiola	AVP - Software Development	Filipino	43,325,000	0.91
Common	Rea P. Orteza	AVP – Head of Accounting Operations	Filipino	7,000	0.00
Common	Key Officers and Directors (as a group)			2,828,366,348	59.42

(e) **Changes in Control**

There were no persons holding more than five percent (5%) of a class of shares under a voting trust or similar agreement.

The Corporation is not aware of any voting trust agreement or any other similar agreement, which may result in a change of control in the Corporation. No change in control of the Corporation has occurred since the beginning of its last fiscal year.

Item 5. DIRECTORS AND EXECUTIVE OFFICERS

No action will be taken with respect to Item 5 during the Special Stockholders' Meeting.

Item 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

No action will be taken with respect to Item 6 during the Special Stockholders' Meeting.

Item 7. INDEPENDENT PUBLIC ACCOUNTANTS

No action will be taken with respect to Item 7 during the Special Stockholders' Meeting.

Item 8. COMPENSATION PLANS

No action will be taken with respect to Item 8 during the Special Stockholders' Meeting.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE

Section 42 of the Revised Corporation Code prohibits stock corporations from retaining surplus profits in excess of one hundred percent (100%) of their paid-in capital stock except in certain instances. The same provision thus allows the board of directors of a corporation to declare dividends out of its unrestricted retained earnings, provided that the same is approved by stockholders representing at least two-thirds (2/3) of its outstanding capital stock.

The Corporation has determined that there are sufficient retained earnings available for dividend declaration. On August 16, 2024, the Board of Directors of the Corporation held a meeting approving the declaration of stock dividends to its stockholders as of October 23, 2024 ("Record Date"). A total of one billion one hundred ninety million (1,190,000,000) common shares will be issued as stock dividends which is equivalent to twenty-five percent (25%) of the total outstanding capital stock of the Corporation. Fractional shares will be paid in cash based on the closing price on Record Date.

The stock dividends will be issued from the unissued authorized capital stock of the Corporation. The Corporation will submit its application to list the one billion one hundred ninety million (1,190,000,000) common shares with the Philippine Stock Exchange ("PSE") and it will distribute the same to the stockholders only after the Corporation receives PSE's approval for its listing.

The shares will be entitled to receive future dividends to be declared by the Corporation and will have the same voting rights as those of the issued and outstanding common shares. Like all common shares of the Corporation, the shares will be subject to the following restrictions provided in the Corporation's Amended Articles of Incorporation: (a) Article Seventh which prescribes ownership restrictions for all shares of stock of the Corporation; (b) Article Eleventh which prohibits the transfer of stock or interest in the Corporation if it will reduce the ownership of Filipino citizens to less than the required percentage of capital stock; and (c) Article Twelfth which does not provide pre-emptive rights to stockholders.

Item 10. MODIFICATION OR EXCHANGE OF SECURITIES

No action will be taken by the Corporation with respect to the modification of any class of securities in exchange for outstanding securities of another class.

Item 11. FINANCIAL AND OTHER INFORMATION

The Corporation filed its SEC Form 17-Q (Quarterly Report) for the 2nd Quarter of 2024 with the SEC and PSE, a copy of which is attached hereto as **Annex "B"**. The same report is posted and made available in the Corporation's website and will be furnished by the Corporation upon the request of the stockholder. On the other hand, the Management's Discussion and Analysis of financial conditions and results of operations, market price of shares and dividends, and other information related to the Corporation's financial information is attached hereto as **Annex "C"**.

Representatives of SGV & Co. ("SGV") are expected to be present at the stockholders' meeting and will be available to respond to appropriate questions. They will have the opportunity to make a statement if they so desire. There are no disagreements with SGV on accounting and financial disclosure for the last five (5) years.

Item 12. MERGERS, CONSOLIDATIONS, ACQUISITIONS AND SIMILAR MATTERS

No action will be taken by the Corporation with respect to any merger, consolidation, or acquisition.

Item 13. ACQUISITION OR DISPOSITION OF PROPERTY

No action will be taken by the Corporation with respect to the acquisition or disposition of any property.

Item 14. RESTATEMENT OF ACCOUNTS

No action will be taken by the Corporation with respect to the restatement of any asset, capital, or surplus account.

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D. OTHER MATTERS

Item 15. ACTION WITH RESPECT TO REPORTS

The following matters are on the Agenda of the Special Stockholders' Meeting for the approval of the stockholders:

- (a) Approval of the Minutes of the 2024 Annual Stockholders' Meeting (*See Annex "A"*).

Item 16. MATTERS NOT REQUIRED TO BE SUBMITTED

There are no matters or actions to be taken up in the meeting that will not require the vote of the stockholders as of the record date.

Item 17. AMENDMENT OF CHARTER, BY-LAWS, OR OTHER DOCUMENTS

There are no actions to be taken with respect to the amendment of the Articles of Incorporation or By-laws of the Corporation.

Item 18. OTHER PROPOSED ACTION

No action will be taken with respect to Item 18 during the Special Stockholders' Meeting.

Item 19. VOTING PROCEDURES

- (a) **Vote required for approval and election**

Article II of the Amended By-Laws of the Corporation provides that in all regular or special meeting of stockholders, a majority of outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until requisite amount of stock shall be present.

A stockholder who participates through remote communication, in absentia, or such other alternative modes of communication shall be deemed present for purposes of the quorum.

In accordance with Section 42 of the Revised Corporation Code, for the issuance of stock dividends to be ratified by the stockholders under Item 4 of the Agenda, stockholders representing at least two-thirds (2/3) of the outstanding capital stock must vote in favor of its issuance at a regular or special meeting duly called for the purpose.

- (b) **Method by which votes will be counted**

The method by which the votes will be counted shall be by shares and not per capita. Any stockholder may cumulate their votes as provided in the Revised Corporation Code. Only the personnel of the office of the Corporate Secretary and the Stock Transfer Agent are authorized to count the votes.

As approved by a majority of the Board of Directors, the Corporation will conduct the special stockholders' meeting by remote communication through its portal located at

<https://shareholders.colfinancial.com>. Voting shall be done by remote communication, electronically in absentia through the same platform, or by voting through the Chairman of the meeting as proxy. A stockholder voting electronically in absentia will be deemed present at the meeting for purposes of quorum.

To enable the Corporation to perform validation procedures, identify the shareholders participating by remote communication and record their presence for purposes of quorum, the shareholders must complete the registration requirements in said portal by 13 September 2024. Information on participation through remote communication and electronic voting in absentia are included in **Annex “D.”**

Proxies must be submitted by email to corporatesecretary@colfinancial.com on or before 13 September 2024.

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THE REGISTRANT WILL PROVIDE WITHOUT CHARGE TO EACH PERSON UPON WRITTEN REQUEST OF ANY SUCH PERSON, A COPY OF THE REGISTRANT'S QUARTERLY REPORT OR SEC FORM 17-Q FOR THE 2ND QUARTER OF 2024. SUCH WRITTEN REQUEST SHOULD BE ADDRESSED TO THE FOLLOWING:

ATTY. SHARON T. LIM
CORPORATE SECRETARY
24/F EAST TOWER, TEKTITE TOWERS (FORMERLY PSE CENTRE),
EXCHANGE ROAD, ORTIGAS CENTER, PASIG CITY

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on 29 August 2024.

COL Financial Group, Inc.

FOR THE BOARD OF DIRECTORS


SHARON T. LIM
Corporate Secretary

ANNEX "A"

COL FINANCIAL GROUP, INC.
Annual Stockholders' Meeting
26 April 2024, Friday, 2:00 P.M.
conducted virtually via <https://shareholders.colfinancial.com>

Shareholders Present:	No. of Outstanding and Voting Shares	Percentage of Total
	4,317,014,800	90.69%
Directors Present:	Edward K. Lee	Founder, Chairman and Director
	Alexander C. Yu	Vice-Chairman & Director
	Conrado F. Bate	Director
	Hernan G. Lim	Director
	Raymond C. Yu	Director
	Paulwell Han	Director
	Wellington C. Yu	Director
	Sohei Obara	Director
	Arthur Gerrard Gindap	Independent Director
	Roberto C. Benares	Independent Director
	Betty C. Siy-Yap	Independent Director
Also Present:	Sharon T. Lim	Corporate Secretary
	Stephanie Faye B. Reyes	Assistant Corporate Secretary

1. Call to Order and Proof of Notice

The Chairman of the Board called the meeting to order. The Corporate Secretary ("Secretary") reported that pursuant to the SEC Notice dated February 2024, stockholders as of record date of March 25, 2024 were notified of the meeting as follows:

- The Notice of the Meeting was published in the print and on-line business sections of two (2) newspapers of general circulation, namely the Daily Tribune and Manila Times, on 3 and 4 April 2024; and
- Digital copies of the Corporation's Information Statement, Management Report, 2023 Annual Report, Notice and Agenda for the Stockholders' Meeting, and other pertinent documents were also uploaded in the Corporation's website and the PSE Edge.

2. Determination of Quorum, Instruction on Rules of Conduct and Voting Procedures

The Secretary certified that there was a quorum for the meeting. Out of the total authorized capital stock of the Corporation of Four Billion Seven Hundred Sixty Million (4,760,000,000) common shares, Four Billion Three Hundred Seventeen Million Fourteen Thousand Eight Hundred (4,317,014,800) shares constituting ninety point sixty-nine percent (90.69%) of the subscribed and outstanding capital stock entitled to vote were present in the meeting.

Thereafter, the Secretary explained that the rules of conduct and voting procedures are set forth in the Definitive Information Statement. She highlighted, among others, the following points:

- Stockholders who registered in the ASM Portal by 12 April 2024 may send their questions or comments either by email to the corporate secretary or by inputting their questions or comments directly in the Portal in the space provided for in the tab marked as 'Legal'.
- There are five (5) resolutions, excluding the election of directors, proposed for adoption in the meeting.
- Stockholders who successfully registered in the ASM Portal may cast their votes on the proposed resolutions and in the election of directors through the ASM Portal until 3:00 pm of 26 April 2024.
- The votes cast as of 12 April 2024 after the end of the proxy validation process have been tabulated. These votes are from stockholders owning Four Billion Three Hundred Sixteen Million Nine Hundred Ninety-Six Thousand Eight Hundred (4,316,996,800) voting shares, representing approximately One Hundred percent (100%) of the total voting shares represented in this meeting and ninety point sixty-nine percent (90.69%) of the total outstanding voting shares. The results of the preliminary tabulation will be referred to throughout the meeting. However, the results of the final tabulation of votes with full details of the affirmative and negative votes and abstentions will be reflected in the minutes of the meeting.

3. Approval of the Minutes of the Previous Meeting

The Chairman presented the minutes of the previous stockholders' meeting held on 28 April 2023. The stockholders passed and approved the following resolution:

"RESOLVED, that the minutes of the meeting of the stockholders held on April 28, 2023 be, as it is hereby confirmed, ratified, and approved."

As tabulated by the Secretary, the votes on the motion for the approval of the minutes of the 28 April 2023 Stockholders' Meeting were as follows:

	Yes	No	Abstain
Approval of the Minutes of the Previous Meeting	4,316,996,800	-	18,000

4. President's Report for 2023

The stockholders passed and approved the following resolution:

"RESOLVED, that the stockholders of the Corporation hereby adopt the report of the President for the year 2023."

As tabulated by the Secretary, the votes on the motion for the adoption of the President's Report for 2023 were as follows:

	Yes	No	Abstain
Adoption of the 2023 President's Report	4,316,996,800	-	18,000

5. Ratification of all Acts and Proceedings of the Board of Directors and Management for the Year 2023

The stockholders passed and approved the following resolution:

"RESOLVED, that all acts, investments, and resolutions of the Board of Directors and Management for the calendar year 2023 are hereby confirmed, ratified, and approved."

As tabulated by the Secretary, the votes on the motion for the ratification of all acts, investments, and resolutions of the Board of Directors and Management were as follows:

	Yes	No	Abstain
Ratification of all acts, investments, and resolutions of the Board and Management for 2023	4,316,996,800	-	18,000

6. Approval of the 2023 Audited Financial Statements

The stockholders passed and approved the following resolution:

"RESOLVED, that the audited financial statements for the year ended December 31, 2023 be, as the same are, hereby approved."

As tabulated by the Secretary, the votes on the motion for the approval of the 2023 Audited Financial Statements were as follows:

	Yes	No	Abstain
Approval of the 2023 Audited Financial Statements	4,316,996,800	-	18,000

7. Election of Directors for the year 2024 – 2025

The next item in the agenda was the election of Directors for the year 2024-2025. On behalf of the Nomination Committee, the Secretary reported that the committee received nominations for and pre-screened the following persons as nominees of the Corporation's Board of Directors:

Mr. Edward K. Lee
Mr. Alexander C. Yu
Mr. Conrado F. Bate
Mr. Paulwell Han
Mr. Sohei Obara
Mr. Hernan G. Lim
Mr. Raymond C. Yu
Mr. Wellington C. Yu
Mr. Arthur Gerrard Gindap

Ms. Betty C. Siy-Yap; and
Mr. Roberto C. Benares

Three of the nominees were nominated as independent directors, namely, Mr. Arthur G. Gindap, Ms. Betty C. Siy-Yap and Mr. Roberto C. Benares.

The Chairman requested the Secretary to report on the results of the election. The Secretary reported that based on the partial tabulation of votes, each of the nominees for directors garnered at least Three Billion Four Hundred Twenty-Nine Million Five Hundred Fifty-Six Thousand Three Hundred and Fifty (3,429,556,350) votes which represent seventy-nine point forty-four percent (79.44%) of the total voting shares represented in the meeting. The Secretary certified that each nominee received sufficient votes for election to the Board.

The stockholders passed and approved the following resolution:

“RESOLVED, to elect the following as directors of the Corporation for the year 2024-2025:

Mr. Edward K. Lee
Mr. Alexander C. Yu
Mr. Conrado F. Bate
Mr. Paulwell Han
Mr. Sohei Obara
Mr. Hernan G. Lim
Mr. Raymond C. Yu
Mr. Wellington C. Yu
Mr. Arthur Gerrard Gindap
Ms. Betty C. Siy-Yap; and
Mr. Roberto C. Benares”

After final tabulation by the Secretary, it was determined that each nominee received the following number of votes:

1. Edward K. Lee	4,543,445,642
2. Alexander C. Yu	6,285,334,367
3. Conrado F. Bate	4,403,923,642
4. Paulwell Han	5,170,146,117
5. Sohei Obara	3,429,556,350
6. Hernan G. Lim	4,407,061,642
7. Raymond C. Yu	4,401,562,640
8. Wellington C. Yu	3,429,556,350
9. Arthur G. Gindap	3,431,917,350
10. Betty C. Siy-Yap	3,431,917,350
11. Roberto C. Benares	3,431,917,350

8. Appointment of External Auditor

The stockholders re-appointed Sycip, Gorres & Velayo as the Corporation’s external auditor by approving the following resolution:

"RESOLVED, that SGV & Company, Certified Public Accountants, be, as they are hereby, re-appointed as external auditors of the Company for the year 2024-2025."

As tabulated by the Secretary, the votes on the motion for re-appointment of the external auditor of the Corporation for the year 2024-2025 were as follows:

	Yes	No	Abstain
Appointment of External Auditor	4,293,872,800	-	23,142,000

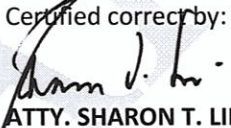
9. Other Matters and Adjournment

a. 2024 Regular and Special Cash Dividends

The Chairman informed the stockholders that the Board approved the declaration of cash dividends to all stockholders of record as of May 17, 2024, as follows: Php0.0186 per share as regular cash dividend and Php0.0465 per share as special cash dividend or a total of Php0.0651 per share for the year. The dividends will be paid on June 5, 2024.

No questions were raised by the stockholders. There being no other matters to take up, the meeting was adjourned.

Certified correct by:


ATTY. SHARON T. LIM
Corporate Secretary

Attested by:

(originally signed)

EDWARD K. LEE
Chairman

Annex A

**Attendance of Stockholders
COL Financial Group, Inc.
2024 Annual Stockholders' Meeting
26 April 2024**

- A. CTS GLOBAL EQUITY GROUP, INC.
- B. STANDARD CHARTERED BANK
- C. CITIBANK N.A.
- F. ANG, VALENTINA L.
- G. BATE, CONRADO F.
- H. LEE, EDWARD K.
- I. LEE, LYDIA
- J. LIM, HERNAN GO
- K. LITMAN, JOEL A.
- L. TAN, JESSALYNN L.
- M. GUERZON, ANTONIO GABRIEL R.
- N. GUERZON, MARIA CARMEN R.
- O. GUERZON, NICOLE THERESE R.
- P. HAN, PAULWELL
- Q. YU, RAYMOND C.
- R. OBARA, SOHEI
- S. YU, WELLINGTON C. OR YU, VICTORIA O.
- T. SIY-YAP, BETTY C.
- U. BENARES, ROBERTO C.
- V. COL FINANCIAL GROUP, INC. *(held for the following beneficial owners):*
 - 1. YU, A. N.
 - 2. GINDAP, A. G.
 - 3. LEE, L. C. OR TAN, A. L.
 - 4. TAN, A. L. OR TAN II, B. C.
 - 5. TAN II, B. C. OR TAN, A. L.
 - 6. TOLEDO, J. A.
 - 7. ARCELLANA, A. E.
 - 8. ARCELLANA, A. E. OR ARCELLANA, A. E.
 - 9. ANG, V. L.
 - 10. ANG, A. L.
 - 11. ANG, A. L. OR ANG, V. C.
 - 12. KAMIAS REALTY CORPORATION
 - 13. BATE, C. F. OR BATE, K. L.
 - 14. ANG, C. O. OR CHENG, J. C.
 - 15. BARRINGTON CARPETS
 - 16. CITIMEX, INC
 - 17. LIMBONHAI, M. G.

18. LINGAT, D. M.
19. LEE, E.C.
20. TEO, E. L. OR LEE, E. C.
21. ELLEE & CO., INC.
22. LEE, L. C.
23. LEE, E. K. OR LEE, L. C.
24. MENDIOLA, G. E.
25. MENDIOLA, J. E. OR MENDIOLA, G. E.
26. TANCHULING, P. M. OR TANCHULING, V. B.
27. CHING, J. B.
28. FISERV RESOURCES, INC.
29. HGL DEVELOPMENT CORP.
30. HOC PO FEEDS CORPORATION
31. LIM, N. T.
32. LIM, H. G. OR LIM, D. T.
33. LIM, B. T. OR LIM, H. G.
34. LIM, I. T. OR LIM, H. G.
35. CUAN, I. T. OR CUAN, B. U.
36. LITMAN, J. A. OR MONDIDO, A. R.
37. MARIPOSA, S. L.
38. MARIPOSA, T. C. OR MARIPOSA, A. C.
39. VELARDE, J. L. OR VELARDE, L. E.
40. REAZON, J. M.
41. BARREDO, J. G.
42. BARREDO, M. G. OR BARREDO, J. G.
43. TAN, R. C.
44. TAN, J. L.
45. TAN, R. C. OR TAN, J. L.
46. YU, A. C.
47. YU, A. C. OR MATEO, J. C.
48. LEE, K. O.
49. ONG, K. S.
50. PE, M. W.
51. TAN, M. B.
52. VIÑAS, M. C. OR VIÑAS, V. L.
53. YU, A. C.
54. YU, E. N.
55. YU, D. C. OR YU, J. L.
56. NG, M. O.
57. NG, R. O. OR NG, M. O.
58. GUERZON, M. R.
59. GUERZON, A. R.
60. FAUSTO, M. F.
61. FAUSTO, M. F. OR FAUSTO, M. V.
62. CANOY, A. S.

-
63. BAUTISTA, N. J. OR BAUTISTA, K. A.
 64. ANG, P. O.
 65. CHUA, R. A.
 66. YU, M. L.
 67. YU, J. L. OR YU, R. L.
 68. ORTEZA, J. P.
 69. LAÑEDA, R. G.
 70. LAÑEDA, R. A. OR LAÑEDA, R. L.
 71. YU, R. L.
 72. TEO, D. C.
 73. CHIKIAMCO, T. V. OR CHIKIAMCO, P. V.
 74. CHIKIAMCO, P. V. OR LIM, S. T.
 75. CHUA, N. D.
 76. CHAN, R. A.
 77. OBLEA, M. OR OBLEA, S. SR.
 78. ESTOLEYDES, V. M.
 79. YAO, E. C.
 80. FEGALQUIN, A. A.

ANNEX "B"

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

2	4	0	1	B		T	e	k	t	i	t	e		T	o	w	e	r	s	,		E	x	c	h	a	n	g	e		R	o
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(Business Address: No. Street City/Town/Province)

Ms. Catherine L. Ong

(Contact Person)

8636-5411

(Company Telephone Number)

1	2	3	1
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Month Day
(Calendar
Year)

17-Q
(Form Type)
June 30, 2024

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Month Day
(Annual
Meeting)

Broker

(Secondary License Type, If Applicable)

CFD

Dept. Requiring this Doc.

Not Applicable

Amended Articles
Number/section

32

Total No. of Stockholders

Total Amount of Borrowings	

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document ID

Cashier

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**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: **June 30, 2024**
2. Commission identification number **A199910065**
3. BIR Tax Identification No. **203-523-208-000**
4. Exact name of issuer as specified in its charter: **COL FINANCIAL GROUP, INC.**
5. Province, country or other jurisdiction of incorporation or organization: **Pasig City, Philippines**
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office: **2401-B East Tower, Tektite Towers, Exchange Road, Ortigas Center, Pasig City** Postal Code: **1605**
8. Issuer's telephone number, including area code: **(632) 8636-5411**
9. Former name, former address and former fiscal year, if changed since last report: **Not Applicable**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA:

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common	4,760,000,000 shares

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

Yes ☒ No ☐

12. Indicate by check mark whether the registrant:

- (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 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 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 ☐

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

The unaudited interim consolidated financial statements are filed as part of this Form 17-Q.

Item 2. Management Discussion and Analysis (MD&A) of Financial Conditions and Results of Operations.

The following is a discussion and analysis of the financial performance of COL Financial Group, Inc. (COL, COL Financial, or the Parent Company) and its subsidiaries collectively referred to as “the Group”. The discussion aims to provide readers with an appreciation of its business model and the key factors underlying its financial results. The MD&A should be read in conjunction with the unaudited interim consolidated financial statements of the Group filed as part of this report.

Company Overview

COL Financial Group, Inc. (COL, COL Financial or the Parent Company), is a publicly listed company in the Philippine Stock Exchange (PSE), incorporated on August 16, 1999 for a singular purpose: to help every Filipino achieve a richer life.

In its pursuit of making investing easy and convenient for everyone, COL launched its proprietary online trading platform in 2001, offering real-time market information and direct market access, while providing the comprehensive stock market research and analysis necessary for its clients to make well-informed investment decisions.

COL established its wholly-owned foreign subsidiary COL Securities (HK) Limited (COLHK) on June 20, 2001 to provide investors with online access to the Hong Kong stock market. This reach was further expanded in August 2014 when COLHK entered into a non-disclosed broker account with Interactive Brokers (IB) which allowed its clients to electronically trade in global equity markets that included Japan, USA, Singapore, Germany, and China. However, due to challenging market conditions, including increased competition and market volatility, which have led to diminished returns and limited business prospects, COLHK ceased trading operations on May 30, 2024. It is currently undergoing deregistration procedures, which is expected to be completed by August 31, 2025.

In July 2015, continuing its drive to enable Filipinos to achieve their financial goals, COL launched the Philippines’ first online mutual fund supermarket, COL Fund Source, giving investors access to a wide selection of the country’s top mutual funds, with no sales-load or transaction fees.

In 2019, COL set up its own asset management firm, COL Investment Management, Inc. (CIMI), to create mutual funds that would address the different investment needs of COL’s customer base. CIMI serves as the fund manager of two mutual funds, namely, COL Equity Index Unitized Mutual Fund, Inc. (CEIUMF) and COL Strategic Growth Equity Unitized Mutual Fund, Inc. (CSGEUMF).

Today, COL is the leading online stockbroker in the Philippines, remaining committed to its objective of prosperity for the Filipino people, by providing easy access to the market and the knowledge they need to invest wisely.

Business Model

COL Financial is a full-service online broker. Whether the clients are individual investors or institutional, wherever they may fall on the spectrum of net worth, investing experience, or stages of life, COL provides them with the tools and guidance necessary to make informed

investment decisions. COL's tools, such as its online platform and other online services, have greatly facilitated access to the market for many Filipinos. COL also brings within easy reach the expertise of its professionals through regular research reports, technical guides, in addition to the educational support that it provides through its webinars, online market briefings, and social media outreach. One of the side effects of the pandemic has been to encourage the development of remote and scalable systems that allow the Parent Company to reach and assist more Filipinos, in line with its advocacy.

COL Financial derives a significant proportion of its revenues from its stock brokerage business in the Philippines. Most of the revenues generated from its Philippine operations include:

- (1) commission generated from stock trades,
- (2) interest income from margin financing,
- (3) trail fees arising from its fund distribution business, and
- (4) interest income made from short-term placements.

COL also derives revenues from commissions earned by its stock brokerage business in HK through its wholly-owned subsidiary COLHK.

Industry and Economic Review

After performing strongly in the first quarter, the stock market suffered from a steep sell-off in the second quarter. Consequently, the Philippine Stock Exchange index (PSEi) gave back all its gains, ending the first half of the year flat on a year-to-date basis.

While the market's strong performance during the early part of the year was due to expectations that the Federal Reserve System (Fed) and the Bangko Sentral ng Pilipinas (BSP) would start cutting rates soon, concerns that inflation was picking up again (both domestically and in the U.S.) coupled with the Fed's increasingly hawkish tone caused sentiment for Philippine stocks to deteriorate.

Note that oil and rice prices were trending higher during the first few months of the year, raising concerns that inflation would pick up again. In fact, the said concern prompted the BSP governor to announce a possible delay in rate cuts in April 2024.

Like the Philippines, there were concerns that inflation would trend higher in the United States of America as various indicators registered elevated first quarter numbers. This caused the Fed to reduce its guidance on the number of rate cuts for 2024 from three to one.

Because of the said developments, the Philippine 10-year bond rate jumped to as high as 7.0% in the second quarter of 2024 after falling to an average of 6.2% during the first quarter of the same year. Meanwhile, the peso weakened by 5.9% against the dollar to ₱58.87 as of end June 2024.

Lackluster trading resumed, with average daily value turnover in the Philippine Stock Exchange (PSE) falling by 10.7% year-on-year to only ₱6.23 billion. Foreign investors also turned back into net sellers after accumulating ₱9.10 billion worth of stocks during the first quarter of 2024. This brought their total net selling amount to ₱30.82 billion during the first half of 2024.

Business Review

Key Performance Indicators

COL is dedicated to optimizing profitability by efficiently utilizing its capital resources, with the ultimate goal of enhancing shareholder value. To this end, COL consistently monitors and evaluates the effectiveness of its corporate activities and key performance indicators (KPIs) to measure the success of its financial and operational strategies, along with accompanying action

plans. Presented below are some of the essential KPIs that COL utilizes for performance measurement:

	June 30, 2024	June 30, 2023
Number of Customer Accounts*	543,274	526,541
Customers' Net Equity (in millions)	₱111,639.58	₱108,676.37
Revenues (in millions)	₱572.82	₱571.54
Annualized Return on Equity	23.4%	27.8%
Risk Based Capital Adequacy Ratio*	628.5%	582.4%
Liquid Capital** (in millions)	HKD–	HKD28.61

* Parent Company only

**HK Subsidiary ceased its trading operations on May 30, 2024

COL's client base continued to grow, with the **number of customer accounts** for its Philippine operations increasing by 3.2% year-on-year to 543,274 as of end of June 2024. The number of accounts increased as a direct result of continued sales and marketing efforts, which include social media campaigns, online and in-person seminars, participation in financial forums and targeted win-back campaigns. The Parent Company also continued to promote and conduct advanced-level webinars on dividend investing, REITs and income-paying global funds to attract new and existing clients seeking quality investments for passive income.

Net equity of clients likewise improved by 2.7% to ₱111.64 billion as of end June 2024, largely driven by net new fund flows of clients. Net new cash inflows reached ₱1.57 billion during the past twelve months. On the other hand, there was minimal capital appreciation as the PSEi index ended the first half flat compared to the same period last year.

Despite the increase in COL's client base and their net equity, **revenues** during the first semester were flat at ₱572.82 million. Although interest income and trail fees increased, this was almost completely offset by the drop in commission revenues and the booking of trading losses.

Flattish revenues coupled with higher operating costs and provision for income taxes led to the 9.4% decline in net income to ₱250.24 million. Because of this, annualized **return on average equity** (ROE) fell to 23.4% in the first half of 2024 from 27.8% in the same period in 2023.

During the period in review, the Parent Company continued to meet the stringent rules of regulators in the Philippines. As of end June 2024, the Parent Company's **Risk Based Capital Adequacy Ratio** (RBCA) reached 628.5%, well above the minimum requirement of 110.0%.

Material Changes in Financial Condition (June 30, 2024 vs December 31, 2023)

COL's asset base was flat at ₱12.21 billion as of end June 2024 compared to its end December 2023 level.

Cash and cash equivalents, cash in a segregated account and short-term time deposits composed mainly of cash in banks and special time deposits were down by 1.99% at ₱9.47 billion as of end June 2024. The said amount was equivalent to 85.8% of COL's current assets. The drop was largely due to the payment of cash dividends amounting to ₱309.88 million. On the other hand, the value of investment securities held at amortized cost, which primarily consists of investments in Treasury bills and local government bonds, fell by 4.1% to ₱1.34 billion as of end June 2024 from ₱1.39 billion as of end December 2023. This occurred as Management continued to allocate more funds into short-term time deposits, with maturity of less than three months or less, to capitalize on their relatively higher yields compared to Treasury bills.

Total trade receivables grew by 16.7% to ₱1.03 billion. This was largely due to the significant increase in receivable from the Philippine clearing house to ₱145.34 million as of end June 2024 from ₱10.89 million as of end December 2023 as the Parent Company's customers were in a net selling position during the last two trading days of June 2024. Receivables from customers also

increased slightly by 2.8% to ₱881.96 million mainly due to more selling transactions from postpaid customers.

On the other hand, other receivables decreased by 5.7% to ₱86.78 million. This was mainly due to the 10.9% drop in accrued interest from time deposits and bonds to ₱68.94 million. The decline in accrued interest was partly offset by the 62.7% increase in receivables from fund houses to ₱7.11 million as the value of customer redemptions were higher as of end June 2024 compared to end December 2023.

Financial assets at fair value through profit or loss was flat at ₱89.78 million as no new funds were placed in longer-term financial assets. However, funds within the said account were reallocated as COL's mutual fund subsidiaries reduced their exposure to debt and equity securities in favor of mutual fund placements.

Prepayments fell by 9.4% to ₱7.98 million. The decline was partly due to the decrease in prepaid insurance by ₱1.41 million as the premiums are usually paid in July and August of the year. Other prepayments also decreased by ₱2.02 million because most of the server maintenance agreements which were paid in the previous year are fully amortized already. Similar to insurance premiums, these yearly maintenance costs are usually paid in the third quarter of the year. These were almost offset by the ₱2.57 million increase in prepaid taxes to ₱3.73 million as these are usually paid at the beginning of the year and are amortized over twelve months.

Other current assets increased by 11.4% to ₱24.13 million primarily attributed to a ₱1.77 million excess payment in the form of creditable withholding taxes for the first half of 2024, which can be utilized for future tax payments.

Property and equipment were flat at ₱72.25 million. The combined amount of capital expenditures and addition to right-of-use assets amounting to ₱20.61 million was only slightly more than the ₱19.83 million depreciation and amortization expense booked during the first half of 2024.

Trade payables were flat at ₱9.86 billion for the year-to-date period as payable to customers were hardly changed.

Other current liabilities were lower by 30.3% at ₱87.58 million. This reduction stemmed from the settlement of accrued expenses, taxes, and management bonuses in January of this year. This was partly offset by an increase in payables to the BIR due to the recognition of final taxes on cash dividends paid in June 2024 and increase mutual fund redemptions payable to customers.

Stockholders' equity was down slightly by 2.5% to ₱2.14 billion due to the payment of ₱309.88 million worth of cash dividends which was larger than the ₱250.24 million in net income booked during the first half of 2024.

Material Changes in the Results of Operations (June 30, 2024 vs June 30, 2023)

COL's consolidated revenues during the first half of 2024 were flat at ₱572.82 million. Although interest income and trail fees increased, this was almost completely offset by the drop in commission revenues and the booking of trading losses. Cost of services were also flat at ₱123.30 million as the drop in depreciation and amortization, and other expenses was offset by the increase in commission expenses, communication costs, personnel costs and professional fees. Meanwhile, operating expenses, which are largely fixed in nature, increased by 6.7% to ₱102.00 million. Provision for income taxes rose by 29.3% to ₱96.14 million largely due to the booking of ₱27.54 million worth of deferred taxes. Because of the foregoing movements, net income fell by 9.4% to ₱250.24 million in the first half of 2024.

COL's revenues were flat during the period in review. Commission revenues dropped by 4.2% to ₱184.59 million as investors remained cautious given the numerous uncertainties prevailing in the Philippine stock market. As discussed earlier, the PSEi index was barely changed compared to its level a year ago while average daily value turnover in the PSE decreased by 10.7% to ₱6.23 billion during the first half of 2024.

Also pulling down revenues was the booking of ₱1.01 million worth of trading losses from the Parent Company's dealer activities in the first half of 2024. In contrast, it booked ₱4.87 million worth of trading gains during the same period last year.

On the positive side, higher interest rates allowed interest income to increase by 3.8% to ₱364.76 million during the first half of 2024. Interest income from placements rose by 5.0%, more than offsetting the 6.7% drop in interest income from the margin lending business.

Meanwhile, trail fees rose slightly by 4.8% to ₱11.57 million, brought about by the higher value of mutual fund assets under administration (AUA).

Cost of services were flat at ₱123.30 million. The decrease in depreciation and amortization expenses classified as cost of services by 20.0% to ₱11.55 million and other cost of services by 14.8% to ₱5.98 million was almost completely wiped-out by higher commission expense, communication costs, personnel costs, and professional fees. Commission expense increased by 16.9% to ₱14.69 million as agent-managed accounts traded more actively despite the weak PSEi performance. Communication costs, personnel costs, and professional fees, which together account for 56.3% of total cost of services, also increased slightly by 1.7% to ₱69.36 million.

On a consolidated basis, personnel costs increased by 4.4% to ₱87.41 million largely due to pay adjustments. Meanwhile, consolidated professional fees dropped by 2.7% to ₱24.35 million mainly due to the non-renewal of selected consultancy contracts.

Consolidated communications expense, which includes the amount booked under cost of services and operating expenses, was flat at ₱20.61 million.

Advertising and marketing expenses jumped by 45.5% to ₱6.07 million mainly due to marketing expenses recorded from the Parent Company's foreign counterparties.

Membership fees and dues dropped by 16.3% to ₱701,293 in first half of 2024, mainly because of the reduction in the annual listing fee paid by the Parent Company. This reduction was a result of the lower market capitalization as of end 2023, which served as the basis for computing the listing fee.

Total expenses comprised of cost of services and operating expenses increased by 2.7% to ₱225.30 million. Since expenses grew faster than revenues, pre-tax profits declined 1.2% to ₱346.38 million.

Despite the drop in operating profits, provision for income taxes increased by 29.3% to ₱96.18 million. The increase was largely due to the booking of ₱28.10 million in deferred taxes based on the prospective gain the Parent Company would realize upon total liquidation of COLHK.

Net profits fell by 9.4% to ₱250.24 million from ₱276.30 million because of the said factors.

Other Matters

- a. COL is not aware of any known trends, demands, commitments, events or uncertainties that will have a material impact on the Group's liquidity. The Group has not defaulted in paying its obligations, which arise mostly from withdrawals made by customers. In addition, obligations of the Parent Company are fully funded in compliance with the Securities

Regulation Code (SRC) Rule 49.2 while COLHK Subsidiary maintains a fund for the exclusive benefit of its customers in compliance with the regulations of the Securities and Futures Commission of Hong Kong.

- b. COL is not aware of any events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.
- c. COL is not aware of any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Group with other persons created during the reporting period.
- d. COL is not aware of any material commitments for capital expenditures.
- e. COL is not aware of any known trends, events, or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations of the Group.
- f. COL is not aware of any significant elements of income or loss that did not arise from the Group's continuing operations.
- g. COL is not aware of any seasonal aspects that had a material effect on the financial condition or results of operations of the Group.

PART II – OTHER INFORMATION

Not applicable. There are no material disclosures that have not been reported under SEC Form 17-C covered by this period.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Pasig on August 19, 2024.

Registrant: **COL FINANCIAL GROUP, INC.**

By:



Conrado F. Bate
President and Chief Executive Officer



Catherine L. Ong
Senior Vice President and Treasurer



Lorena E. Velarde
First Vice President and Chief Financial Officer

COL FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	June 30, 2024 (Unaudited)			December 31, 2023 (Audited)		
	Money Balance	Security Valuation		Money Balance	Security Valuation	
		Long	Short		Long	Short
ASSETS						
Current Assets						
Cash and cash equivalents (Note 4)	₱9,471,606,250			₱9,438,980,073		
Cash in a segregated account (Notes 4 and 5)	872,036			25,603,100		
Short-term time deposits (Note 4)	–			200,000,000		
Financial assets at fair value through profit or loss (Note 6)	89,778,511	₱1,283,862		91,048,410	₱1,547,619	
Investment securities at amortized cost (Note 8)	335,270,751			392,290,753		
Trade receivables (Notes 7 and 20)	1,027,199,518	6,730,728,823		880,005,226	5,507,760,133	
Other receivables (Notes 7 and 20)	86,777,467			92,063,144		
Prepayments	7,980,337			8,810,191		
Other current assets (Note 12)	24,131,564			21,654,097		
Total Current Assets	11,043,616,434			11,150,454,994		
Noncurrent Assets						
Investment securities at amortized cost (Note 8)	1,000,700,773			1,000,015,465		
Property and equipment (Note 9)	72,250,674			71,713,990		
Investment property (Note 10)	11,819,071			12,256,814		
Intangibles (Note 11)	8,717,997			7,866,334		
Deferred income tax assets (Note 19)	14,572			2,217,584		
Other noncurrent assets (Note 12)	77,726,242			77,296,884		
Total Noncurrent Assets	1,171,229,329			1,171,367,071		
TOTAL ASSETS	₱12,214,845,763			₱12,321,822,065		
Securities in box, in Philippine Depository and Trust Corporation and Hong Kong Securities Clearing Company, Limited		₱102,661,990,265				₱98,073,710,631

(Forward)

	June 30, 2024 (Unaudited)			December 31, 2023 (Audited)		
	Money Balance	Security Valuation		Money Balance	Security Valuation	
		Long	Short		Long	Short
LIABILITIES AND EQUITY						
Current Liabilities						
Trade payables (Notes 13 and 20)	₱9,860,846,825	₱95,929,977,580		₱9,898,277,252	₱92,564,402,879	
Lease liabilities - current portion (Note 21)	20,842,824			19,662,395		
Other current liabilities (Note 14)	87,579,038			125,682,186		
Total Current Liabilities	9,969,268,687			10,043,621,833		
Noncurrent Liabilities						
Lease liabilities - net of current portion (Note 21)	15,463,622			19,484,158		
Retirement obligation (Notes 18 and 20)	54,387,374			54,387,374		
Deferred income tax liabilities (Note 19)	39,089,843			12,327,097		
Total Noncurrent Liabilities	108,940,839			86,198,629		
Total Liabilities	10,078,209,526			10,129,820,462		
Equity						
Capital stock (Note 15)	476,000,000			476,000,000		
Capital in excess of par value	53,219,024			53,219,024		
Accumulated translation adjustment	39,077,322			34,807,180		
Loss on remeasurement of retirement obligation (Note 18)	(35,499,705)			(35,499,705)		
Retained earnings: (Note 15)						
Appropriated	630,242,397			585,919,747		
Unappropriated	953,976,290			1,057,563,532		
Equity Attributable to the Equity Holders of the Parent Company	2,117,015,328			2,172,009,778		
Non-controlling Interest (Note 15)	19,620,909			19,991,825		
Total Equity	2,136,636,237			2,192,001,603		
TOTAL LIABILITIES AND EQUITY	₱12,214,845,763	₱102,661,990,265	₱102,661,990,265	₱12,321,822,065	₱98,073,710,631	₱98,073,710,631

See accompanying Notes to Consolidated Financial Statements.

COL FINANCIAL GROUP, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF INCOME

	For the Six Months Ended June 30		For the Quarter Ended June 30	
	2024	2023	2024	2023
REVENUES (Note 16)				
Commissions	P184,586,719	P192,708,363	P90,638,582	P65,041,672
Others:				
Interest income (Notes 4, 5, 6, 7, 8 and 20)	364,764,154	351,433,267	182,600,301	179,353,917
Trail fees	11,565,417	11,035,038	5,808,515	5,521,097
Trading gains (losses) - net (Note 6)	(1,014,694)	4,866,052	(398,053)	(204,364)
Others (Note 6)	12,920,916	11,496,875	6,483,803	4,123,508
	572,822,512	571,539,595	285,133,148	253,835,830
COST OF SERVICES (Note 28)				
Personnel costs (Notes 17, 18 and 20)	28,415,415	28,014,769	14,972,418	14,416,133
Professional fees (Note 20)	20,801,537	20,481,537	10,560,769	10,240,769
Communications	20,142,818	19,725,515	10,081,384	9,703,813
Commission expense (Note 20)	14,693,684	12,565,566	6,993,144	3,934,141
Stock exchange dues and fees (Note 16)	14,246,626	14,507,592	7,061,351	4,913,046
Depreciation and amortization (Notes 9, 10, 11 and 21)	11,546,572	14,437,725	5,692,985	7,612,610
Central depository fees	5,054,391	4,891,280	2,537,386	2,423,891
Research	2,420,237	2,113,832	1,295,559	1,072,641
Others	5,982,912	7,018,305	2,839,112	3,632,892
	123,304,192	123,756,121	62,034,108	57,949,936
GROSS PROFIT	449,518,320	447,783,474	223,099,040	195,885,894
OPERATING EXPENSES				
Administrative expenses:				
Personnel costs (Notes 17, 18 and 20)	58,995,063	55,751,865	31,298,394	28,837,509
Advertising and marketing	6,065,223	4,168,953	3,737,856	2,339,089
Professional fees (Note 20)	3,546,126	4,550,188	2,252,704	1,991,018
Power, light and water	3,248,048	4,199,661	2,066,164	2,017,511
Insurance	3,041,915	2,797,119	1,442,504	1,314,700
Trainings, seminars and meetings	2,597,013	704,476	888,205	78,906
Security and messengerial services	2,491,132	2,252,168	1,246,285	1,143,328
Taxes and licenses	2,074,065	2,473,840	1,055,064	1,095,107
Rentals (Note 21)	1,604,688	148,748	811,357	78,000
Repairs and maintenance	1,447,722	1,154,228	834,229	543,736
Condominium dues	1,405,581	1,339,336	706,105	641,936
Directors' fees (Note 20)	1,360,000	1,425,000	660,000	825,000
Periodicals and other subscriptions	878,885	1,494,882	332,134	747,782
Office supplies	808,279	862,357	323,634	364,385
Membership fees and dues	701,293	837,701	366,118	421,878
Communications	470,522	486,052	237,197	243,052
Others	1,803,819	1,799,210	965,920	849,437
	92,539,374	86,445,784	49,223,870	43,532,374
Depreciation and amortization (Notes 9, 10, 11 and 21)	9,602,008	10,083,927	4,854,443	4,734,394
Recovery from credit losses (Note 7)	(141,522)	(953,144)	(1,254,623)	(1,890,989)
	101,999,860	95,576,567	52,823,690	46,375,779
OTHER LOSSES				
Interest expense (Note 21)	(614,607)	(1,337,206)	(348,961)	(519,356)
Foreign exchange losses – net	(277,243)	(244,512)	(134,942)	(336,344)
Loss on disposal of property and equipment (Note 9)	(248,171)	–	(248,171)	–
	(1,140,021)	(1,581,718)	(732,074)	(855,700)
INCOME BEFORE INCOME TAX	346,378,439	350,625,189	169,543,276	148,654,415
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 19)				
Current				
Final income tax	66,095,515	63,010,857	33,166,903	32,463,166
Regular corporate income tax	2,502,924	11,026,267	1,202,988	(1,748,919)
Deferred	27,539,508	292,600	1,070,440	(102,721)
	96,137,947	74,329,724	35,440,331	30,611,526
NET INCOME	P250,240,492	P276,295,465	P134,102,945	P118,042,889
Attributable to:				
Equity holders of the Parent Company	P250,611,408	P276,708,880	P134,277,120	P118,311,647
Non-controlling interest (Note 15)	(370,916)	(413,415)	(174,175)	(268,758)
	P250,240,492	P276,295,465	P134,102,945	P118,042,889
Earnings Per Share (Note 25)				
Basic and diluted	P0.05	P0.06	P0.03	P0.02

See accompanying Notes to Consolidated Financial Statements.

COL FINANCIAL GROUP, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the Six Months Ended June 30		For the Quarter Ended June 30	
	2024	2023	2024	2023
NET INCOME	P250,240,492	P276,295,465	P134,102,945	P118,042,889
OTHER COMPREHENSIVE INCOME (LOSS)				
<i>Items that may be reclassified subsequently to consolidated statements of income:</i>				
Translation adjustments - net of tax	4,270,142	(3,827,443)	3,409,966	3,559,037
TOTAL COMPREHENSIVE INCOME	P254,510,634	P272,468,022	P137,512,911	P121,601,926
Attributable to:				
Equity holders of the Parent Company	P254,881,550	P272,881,437	P137,687,086	P121,870,684
Non-controlling interest (Note 15)	(370,916)	(413,415)	(174,175)	(268,758)
	P254,510,634	P272,468,022	P137,512,911	P121,601,926

See accompanying Notes to Consolidated Financial Statements.

COL FINANCIAL GROUP, INC. AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED JUNE 30, 2024

(With Comparative Figures for the Six Months Ended June 30, 2023)

Equity Attributable to the Equity Holders of the Parent Company

	Capital Stock (Note 15)	Capital In Excess of Par Value	Accumulated Translation Adjustment	Loss on Remeasurement of Retirement Obligation (Note 18)	Retained Earnings		Total	Non-controlling Interest (Note 15)	Total Equity
					Appropriated (Note 15)	Unappropriated			
Balances at January 1, 2024	P476,000,000	P53,219,024	P34,807,180	(P35,499,705)	P585,919,747	P1,057,563,532	P2,172,009,778	P19,991,825	P2,192,001,603
Total comprehensive income (loss)	—	—	4,270,142	—	—	250,611,408	254,881,550	(370,916)	254,510,634
Appropriation of retained earnings (Note 15)	—	—	—	—	44,322,650	(44,322,650)	—	—	—
Declaration of cash dividends (Note 15)	—	—	—	—	—	(309,876,000)	(309,876,000)	—	(309,876,000)
Balances at June 30, 2024	P476,000,000	P53,219,024	P39,077,322	(P35,499,705)	P630,242,397	P953,976,290	P2,117,015,328	P19,620,909	P2,136,636,237
Balances at January 1, 2023	P476,000,000	P53,219,024	P35,110,604	(P23,403,468)	P585,722,237	P831,101,681	P1,957,750,078	P16,445,346	P1,974,195,424
Total comprehensive income (loss)	—	—	(3,827,443)	—	—	276,708,880	272,881,437	(413,415)	272,468,022
Appropriation of retained earnings (Note 15)	—	—	—	—	27,332,658	(27,332,658)	—	—	—
Declaration of cash dividends (Note 15)	—	—	—	—	—	(199,920,000)	(199,920,000)	—	(199,920,000)
Balances at June 30, 2023	P476,000,000	P53,219,024	P31,283,161	(P23,403,468)	P613,054,895	P880,557,903	P2,030,711,515	P16,031,931	P2,046,743,446

See accompanying Notes to Consolidated Financial Statements.

COL FINANCIAL GROUP, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Six Months Ended June 30	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	P346,378,439	P350,625,189
Adjustments for:		
Interest income (Notes 4, 5, 6, 7, 8, 16, and 20)	(364,764,154)	(351,433,267)
Depreciation and amortization (Notes 9, 10, 11 and 21)	21,148,580	24,521,652
Interest expense (Notes 18 and 21)	1,208,878	1,554,760
Amortization of premium (discount) on investment securities at amortized cost	(318,912)	44,191
Loss on disposal of property and equipment (Note 9)	248,171	—
Dividend income (Notes 6 and 16)	(3,683)	(91,022)
Operating income before working capital changes	3,897,319	25,221,503
Decrease (increase) in:		
Cash in a segregated account	24,731,064	47,919,980
Financial assets at fair value through profit or loss	1,269,899	(14,971,450)
Trade receivables	(139,626,367)	244,267,702
Other receivables	62,991,578	52,929,050
Prepayments	836,705	(4,129,641)
Other assets	(5,181,747)	(4,109,412)
Decrease in:		
Trade payables	(39,026,064)	(1,139,661,621)
Other current liabilities	(38,621,505)	(32,128,149)
Net cash used in operations	(128,729,118)	(824,662,038)
Interest received	307,058,253	278,104,665
Income taxes paid	(66,095,515)	(63,010,857)
Dividends received	3,683	91,022
Net cash provided by (used in) operating activities	112,237,303	(609,477,208)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from maturity of investment securities at amortized cost	692,318,282	200,200,000
Additions to investment securities at amortized cost	(635,664,676)	—
Increase in short-term time deposits	200,000,000	—
Acquisitions of property and equipment (Note 9)	(12,031,601)	(1,335,527)
Acquisitions of software and licenses (Note 11)	(1,730,623)	(52,943)
Net cash provided by investing activities	242,891,382	198,811,530
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash dividends declared and paid (Note 15)	(309,876,000)	(199,920,000)
Payment of lease liabilities (Note 21)	(12,626,508)	(13,738,745)
Net cash used in financing activities	(322,502,508)	(213,658,745)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	32,626,177	(624,324,423)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	9,438,980,073	10,427,435,769
CASH AND CASH EQUIVALENTS AT END OF PERIOD (Note 4)	P9,471,606,250	P9,803,111,346

See accompanying Notes to Consolidated Financial Statements.

COL FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

COL Financial Group, Inc. (the Parent Company or COL Financial) was registered with the Philippine Securities and Exchange Commission (SEC) on August 16, 1999, primarily to engage in the business of broker of securities and to provide stockbrokerage services through innovative internet technology. The registered address of the Parent Company is Unit 2401-B East Tower, Tektite Towers, Exchange Road, Ortigas Center, Pasig City, Philippines.

COL Financial and its subsidiaries are collectively referred hereinto as the “Group”. The Group is engaged in offering stock brokerage and fund distribution services. The Group is also engaged in providing financial advice, in the gathering and distribution of financial and investment information and statistics and in acting as financial, commercial or business representative.

The Parent Company is a public company listed in the Philippine Stock Exchange (PSE).

On August 15, 2006, the Board of Directors (BOD) of the Parent Company approved the acquisition of the exchange trading right of Mark Securities Corporation for the purpose of making the Parent Company a PSE Trading Participant. On December 13, 2006, the BOD of PSE approved the application of the Parent Company as a Corporate Trading Participant in PSE through the transfer of the exchange trading right registered in the name of Mark Securities Corporation and the designation of Mr. Conrado F. Bate as its Nominee Trading Participant (Note 11).

The Parent Company became a clearing member of the Securities Clearing Corporation of the Philippines (SCCP) and started operating its own seat in the PSE on February 16, 2009.

In 2015, the Parent Company was registered and authorized by the SEC to distribute various mutual funds issued by the top six (6) fund providers in the Philippines.

In 2019, the Parent Company has set up its own asset management firm to diversify its portfolio as a one-stop shop online platform for capital market products. The Parent Company has unitized funds, a type of fund structure that uses pooled funds to invest, with individually reported unit values for investors and which are different from the equity-laced mutual funds that it now distributes through its platform.

On February 16, 2024, the BOD of the Parent Company approved the intention of COLHK’s management to cease its stockbrokerage operations on May 30, 2024.

2. Basis of Preparation, Statement of Compliance and Summary of Significant Accounting Principles

Basis of Preparation

The accompanying interim consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). The Group’s interim consolidated financial statements have been prepared in accordance with Philippine Accounting Standards (PAS) 34, *Interim Financial Reporting*.

The interim consolidated financial statements have been prepared on a historical cost basis, except for financial assets at fair value through profit or loss (FVTPL) which have been measured at fair value. The Group’s interim consolidated financial statements are presented in Philippine peso (PHP), which is the presentation currency under PFRS. Based on the economic substance of the underlying

circumstances relevant to the Group, the functional currency of the Group has been determined to be Philippine peso, except for COL Securities (HK) Limited (COLHK) whose functional currency has been determined to be HK dollar (HK\$). All values are rounded to the nearest peso, except when otherwise indicated.

Basis of Consolidation

The interim consolidated financial statements comprise the accounts of the Parent Company and its subsidiaries as at June 30, 2024, after eliminating significant intercompany balances and transactions. The following are the wholly and majority-owned foreign and domestic subsidiaries of COL Financial:

Name of Subsidiaries	Principal Place of Business and Country of Incorporation	Effective Percentage of Ownership	Functional Currency
COLHK	Hong Kong	100%	HK\$
COL Investment Management, Inc. (CIMI)	Philippines	70%	PHP
COL Equity Index Unitized Mutual Fund, Inc. (CEIUMF)	Philippines	100%	PHP
COL Strategic Growth Equity Unitized Mutual Fund, Inc. (CSGEUMF)	Philippines	100%	PHP

CEIUMF and CSGEUMF started offering its Units of Participation on October 4, 2022 and October 6, 2023, respectively. The assets and liabilities held by CEIUMF and CSGEUMF in relation to the investment of the unitholders as at June 30, 2024 and December 31, 2023 are presented in Note 27.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect the amount of the Parent Company's returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the interim consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resulting gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

Non-Controlling Interest

Non-controlling interest represents the portion of profit or loss and net assets not owned, directly or indirectly, by the Parent Company and are presented in the consolidated statements of income, consolidated statements of comprehensive income, and within equity in the consolidated statements of financial position, separately from equity attributable to the Parent Company.

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective in 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these new standards did not have a significant impact on the interim consolidated financial statements of the Group.

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

Standards and Interpretations Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. The Group does not expect that the future adoption of the said pronouncements will have a significant impact on its interim consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of exchangeability*

Deferred effectivity

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

Summary of Material Accounting Policies

Foreign Currency Translation

Transactions in foreign currencies are initially recorded in the prevailing functional currency spot rate at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the closing functional currency rate of exchange at the reporting period. All differences are taken to the consolidated statement of income.

On consolidation, the assets and liabilities of the consolidated foreign subsidiary are translated into Philippine Peso at the rate of exchange prevailing at the reporting date and their statement of income is translated at the average exchange rates for the year. The exchange differences arising on translation for consolidation are recognized in equity (under 'Accumulated translation adjustment'). Upon disposal of the foreign subsidiary, the component of OCI relating to the foreign subsidiary is recognized in the consolidated statement of income.

Current versus Non-current Classification

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

- Expected to be realized or intended to be sold or consumed in a normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve (12) months after reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve (12) months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in a normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve (12) months after the reporting period.

All other liabilities are classified as non-current.

Net deferred tax assets (liabilities) are classified as non-current.

Cash and Cash Equivalents and Time Deposits

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from dates of acquisition and that are subject to insignificant risk of changes in value.

Cash in a Segregated Account

Cash in a segregated account represents clients' monies maintained by COLHK with a licensed bank arising from its normal course of business.

The asset is recognized to the extent that COLHK bears the risks and rewards related to the clients' monies deposited in the bank. Similarly, the accompanying liability is recognized to the extent that COLHK has the obligation to deliver cash to its customers upon withdrawal and is liable for any loss or misappropriation of clients' monies.

Financial Instruments - Initial Recognition and Subsequent Measurement

Date of recognition

Financial instruments are any contracts that give rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognized in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the trade date.

Financial instruments at FVTPL

Financial assets and financial liabilities at FVTPL are recorded in the consolidated statement of financial position at fair value. Changes in fair value are recorded in 'Trading gains (losses) - net' in the consolidated statement of income. Interest earned or incurred is recorded in interest income or expense, respectively, while dividend income is recorded in other revenues according to the terms of the contract, or when the right of the payment has been established.

Initial recognition and classification of financial instruments

Financial assets are measured at FVTPL unless these are measured at fair value through other comprehensive income (FVOCI) or at amortized cost. Financial liabilities are classified as either financial liabilities at FVTPL or financial liabilities at amortized cost. The classification of financial assets depends on the contractual terms and the business model for managing the financial assets. Subsequent to initial recognition, the Group may reclassify its financial assets only when there is a change in its business model for managing these financial assets. Reclassification of financial liabilities is not allowed.

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios. As a second step of its classification process, the Group assesses the contractual terms of financial assets to identify whether they pass the contractual cash flows test (SPPI test).

Investment securities at FVOCI

Investment securities at FVOCI include debt and equity securities. After initial measurement, investment securities at FVOCI are subsequently measured at fair value. The unrealized gains and losses arising from the fair valuation of investment securities at FVOCI are excluded, net of tax as applicable, from the reported earnings and are included in the consolidated statement of comprehensive income as 'Change in net unrealized loss on investment securities at FVOCI'.

Debt securities at FVOCI are those that meet both of the following conditions: (i) the asset is held within a business model whose objective is to hold the financial assets in order to both collect contractual cash flows and sell financial assets; and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the outstanding principal amount. The effective yield component of debt securities at FVOCI, as well as the impact of restatement on foreign currency-denominated debt securities at FVOCI, is reported in the statement of income. Interest earned on holding debt securities at debt securities at FVOCI are reported as 'Interest income' using the effective interest rate (EIR) method. When the debt securities at FVOCI are disposed of, the cumulative gain or loss previously recognized in the statement of comprehensive income is recognized as 'Trading and securities gain (loss) - net' in the consolidated statement of income. The expected credit losses (ECL) arising from impairment of such investments are recognized in OCI with a corresponding charge to 'Provision for credit losses' in the consolidated statement of income.

Equity securities designated at FVOCI are those that the Group made an irrevocable election to present in OCI the subsequent changes in fair value. Dividends earned on holding equity securities at FVOCI are recognized in the consolidated statement of income as 'Dividends' when the right of the payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Gains and losses on disposal of these equity securities are never recycled to profit or loss, but the cumulative gains or losses previously recognized in the consolidated statement of comprehensive income is reclassified to 'Retained earnings' or any other appropriate equity account upon disposal. Equity securities at FVOCI are not subject to impairment assessment.

The Group had no investment securities at FVOCI as at June 30, 2024 and December 31, 2023.

Financial assets at amortized cost

Financial assets at amortized cost are debt financial assets that meet both of the following conditions: (i) these are held within a business model whose objective is to hold the financial assets in order to collect contractual cash flows; and (ii) the contractual terms give rise on specified dates to cash flows that are SPPI on the outstanding principal amount. This accounting policy mainly relates to the consolidated statement of financial position captions 'Cash and cash equivalents', 'Cash in a segregated account', 'Short-term time deposits', 'Trade receivables', 'Other receivables', 'Investment securities at amortized cost' and deposit and refundable contributions to Clearing and Trade Guarantee Fund (CTGF) and

refundable deposits under 'Other noncurrent assets', which arise primarily from service revenues and other types of receivables.

After initial measurement, financial assets at amortized cost are subsequently measured at amortized cost using the EIR method, less impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the EIR. The amortization is included in 'Interest income' in the consolidated statement of income. Gains and losses are recognized in statement of income when these investments are derecognized or impaired, as well as through the amortization process. The ECL are recognized in the statement of income under 'Provision for credit losses'. The effects of revaluation on foreign currency-denominated investments are recognized in the consolidated statement of income.

Fair Value Measurement

The Group measures financial instruments, such as financial assets at FVTPL, at fair value at each end of the reporting period. Also, fair values of financial instruments measured at amortized cost are disclosed in Note 24.

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

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

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

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

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

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

The fair value of equity financial instruments that are actively traded in organized financial markets is determined by reference to quoted market close prices at the close of business of the reporting period.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include comparison to similar investments for which market observable prices exist and discounted cash flow analysis or other valuation models.

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

Trade Receivables and Payables

Trade receivables from customers, which include margin accounts, and payable to clearing house and other brokers arise from securities purchased (in a regular way transaction) that have been contracted for but not yet delivered and settled at the end of the reporting period. Payable to customers and receivable from clearing house and other brokers arise from securities sold (in a regular way transaction) that have been contracted for but not yet delivered and settled at the end of the reporting period. Refer to the accounting policy for 'Financial assets' and 'Financial liabilities' for recognition and measurement. The related security valuation shows all positions as of clearance date.

Derecognition of Financial Instruments

Financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

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

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

Financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

Impairment of Financial Assets

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

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit

exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Group calculates ECL either on an individual or a collective basis. The Group performs collective impairment by grouping exposures into smaller homogeneous portfolios based on a combination of borrower and account characteristics. Accounts with similar risk attributes (i.e. facility, security, credit rating, months-on-books, utilization and collateral type, etc.) are pooled together for calculation provisions based on the ECL models.

The Group assesses on a forward-looking basis the ECL associated with its debt instrument asset carried at amortized cost and the exposure arising from unutilized margin trading facility.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group uses a provision matrix that estimates provision rates per days past due bucket based on the SEC requirements, which considers the collateral securities with market value adjusted by certain factor, as required in the Group's risk-based capital calculation and incorporates forward-looking information. A broad range of forward-looking factors are considered as economic inputs, such as growth of the gross domestic product, inflation rates, unemployment rates, interest rates and Philippine Stock Exchange Composite Index (PSEi) statistical indicators.

For cash and cash equivalents, cash in a segregated account and short-term time deposits, the Group applies the low credit risk simplification.

Generally, the Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. Investment securities at amortized cost are considered in default upon occurrence of a credit event such as but not limited to bankruptcy of counterparty, restructuring, failure to pay on an agreed settlement date, or request for moratorium.

Offsetting of Financial Assets and Liabilities

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

Prepayments and Other Assets

The Group's prepayments are composed of prepaid insurance, prepaid taxes, prepaid rent and other prepayments. Other current assets are composed of creditable withholding tax (CWT) and input value-added tax (VAT). Other noncurrent assets are composed of deposit and refundable contributions to CTGF, refundable deposits, receivable from Bureau of Internal Revenue (BIR), deferred input VAT and intangible assets under development. These assets are classified as current when it is probable to be realized within one (1) year from the end of the reporting period. Otherwise, these are classified as noncurrent assets.

Property and Equipment

Property and equipment is stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation and amortization and any accumulated impairment losses, if any.

Such cost includes the cost of replacing part of such property and equipment, if the recognition criteria are met.

The initial cost of property and equipment comprises its purchase price, including import duties, non-refundable taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance, are normally charged against income in the period when the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property and equipment.

Each part of an item of property and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

Depreciation and amortization is computed on the straight-line basis over the following estimated useful lives of the assets:

Category	Number of Years
Online trading equipment and facilities	3-10
Furniture, fixtures and equipment	3-10
Transportation equipment	5
Leasehold improvements	5 or term of lease, whichever is shorter

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of income in the year the asset is derecognized. The asset's residual values, if any, useful lives and methods are reviewed and adjusted if appropriate, at each end of the reporting period.

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are initially measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The initial cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful life of five (5) years and lease term. Right-of-use assets are subject to impairment.

Investment Property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are carried at cost less accumulated depreciation (for depreciable investment properties) and impairment in value.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The

difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

Expenditures incurred after the investment properties have been put into operations, such as repairs and maintenance costs, are normally charged to operations in the year in which the costs are incurred. Depreciation is calculated on a straight-line basis using the remaining useful lives from the time of acquisition of the investment properties based on appraisal reports but not to exceed 50 years for buildings and condominium units.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property and equipment up to the date of change in use.

Intangibles

Exchange trading rights

Exchange trading rights are carried at cost less any allowance for impairment losses and are reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying values may be impaired. The exchange trading rights are deemed to have indefinite useful lives as there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the Group. The assessment of indefinite life is reviewed annually to determine whether the indefinite useful life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. The Parent Company does not intend to sell its exchange trading right in the near future while COLHK's exchange trading right is a nontransferable right.

Software costs

Costs related to software purchased by the Group for use in operations are amortized on a straight-line basis over the estimated life of three (3) to ten (10) years.

Impairment of Non-Financial Assets

The Group assesses at each end of the reporting period whether there is an indication that its prepayments, property and equipment, intangibles and other assets may be impaired. If any such indication exists or when the annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of the asset's value-in-use (VIU) or its fair value less costs to sell. The fair value less costs to sell is the amount obtainable from the sale of an asset at an arm's length transaction, while VIU is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. An impairment loss is recognized by a charge against current operations for the excess of the carrying amount of an asset over its recoverable amount in the year in which it arises.

Intangibles with indefinite useful lives are tested for impairment annually at end of the reporting period either individually or at the cash generating unit level, as appropriate. Intangibles with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. A previously recognized impairment loss is reversed by a credit to current operations to the extent that it does not restate the asset to a carrying amount in excess of what would have been determined (net of any accumulated depreciation and amortization) had no impairment loss been recognized for the asset in prior years.

Leases

Group as a lessee

The Group recognized right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for leases of low-value assets. The right-of-use assets for all leases were recognized based on the amount equal to the lease liabilities, adjusted for any related prepaid and

accrued lease payments previously recognized. Lease liabilities were recognized based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Leases of low-value assets

The Group applies the leases of low-value assets recognition exemption to leases of office equipment that are considered of low value. Lease payments on leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Provisions

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

Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement.

Capital Stock and Capital Paid-in Excess of Par Value

The Parent Company has issued capital stock that is classified as equity. Incremental costs directly attributable to the issue of new capital stock are shown in equity as a deduction, net of any related tax benefit, from the proceeds.

Where the Group purchases the Parent Company's capital stock (treasury shares), the consideration paid, including any directly attributable incremental costs (net of applicable taxes) is deducted from equity attributable to the Parent Company's stockholders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related tax effects, is included in equity.

Amount of contribution in excess of par value is accounted for as a capital in excess of par value. Capital in excess of par value also arises from additional capital contribution from the stockholders.

Retained Earnings

Retained earnings are accumulated profits realized out of normal and continuous operations of the business after deducting therefrom distributions to stockholders and transfers to capital or other accounts. Cash dividends are recognized as a liability and a deduction from equity when approved by the Parent Company's BOD while stock dividends are recognized as a deduction from retained earnings when approved by the Parent Company's BOD and stockholders. Dividends for the year that are approved after the end of the reporting period are dealt with as an event after the end of the reporting period.

Retained earnings may also include retrospective effect of changes in accounting policy as may be required by the transitional provisions of the new or revised accounting policy.

Unappropriated retained earnings represent the accumulated profits and gains realized out of the normal and continuous operations of the Group after deducting therefrom distributions to stockholders and transfers to capital stocks or other accounts, and which is:

- Not appropriated by its BOD for corporate expansion projects or programs;
- Not covered by a restriction for dividend declaration under a loan agreement;
- Not required under special circumstances obtaining in the Group such as when there is a need for a special reserve for probable contingencies.

Appropriated retained earnings represent that portion which has been restricted and, therefore, not available for dividend declaration.

Revenue Recognition

Revenue from contracts with customers is recognized upon transfer of services to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services.

The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as a principal or agent. The Group has concluded that it is the principal in all of its revenue arrangements except for its brokerage transactions. The following specific recognition criteria must also be met before revenue is recognized:

Commissions

Commissions are recognized as income upon confirmation of trade deals. These are computed for every trade transaction based on a flat rate or a percentage of the amount of trading transaction, whichever is higher.

Trail fees

Trail fees are recognized as income as they are earned. These pertain to the revenue earned by the Parent Company from the distribution of mutual funds of various fund houses to its customers and are computed daily as a percentage of the total assets under administration for each fund.

Revenues outside the scope of PFRS 15

Interest

For all financial instruments measured at amortized cost, interest income is recorded at the EIR, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. The calculation takes into account all contractual terms of the financial instrument, including any fees or incremental costs that are directly attributable to the instrument and are an integral part of the EIR. The adjusted carrying amount is calculated based on the original EIR. The change in carrying amount is recorded as 'Interest income'.

Under PFRS 9, when a financial asset becomes credit-impaired, the Group calculates interest income by applying the EIR to the net amortized cost of the financial asset. If the financial asset cures and is no longer credit-impaired, the Group reverts to calculating interest income on a gross basis.

Trading gains - net

Results arising from trading activities include all gains and losses from changes in fair value for financial assets and financial liabilities at FVTPL and gains and losses from disposal of investment securities at FVTPL.

Unrealized trading gains and losses comprise changes in the fair value of financial instruments for the period and from reversal of prior period's unrealized gains and losses for financial instruments which were realized in the reporting period. Realized gains and losses on disposals of financial instruments classified as at FVTPL are calculated using the first-in, first-out (FIFO) method. They represent the difference between an instrument's initial carrying amount and disposal amount.

Dividend

Dividend income is recognized when the right to receive payment is established, which is the date of declaration.

Other income

Revenue is recognized in the consolidated statement of income as they are earned.

Costs and Expenses

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Cost of services such as commissions, direct personnel costs, stock exchange dues and fees, central depository fees, research costs, and communication costs are recognized when the related revenue is earned or when the service is rendered. The majority of operating expenses incurred by the Group such as indirect personnel costs, professional fees, computer services, and other operating expenses are overhead in nature and are recognized with regularity as the Group continues its operations.

Retirement Costs

Defined benefit plan

The Parent Company has a noncontributory defined benefit retirement plan.

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning the employees' projected salaries.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service cost, past service costs and gains or losses on non-routine settlements are recognized as 'Retirement costs' under 'Personnel costs'. Past service costs are recognized when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as 'Interest expense' in the consolidated statement of income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to the consolidated statement of income in subsequent periods. Remeasurements recognized in OCI are retained in OCI which are presented as 'Gain (loss) on remeasurement of retirement obligation' under equity.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Defined contribution plan

The retirement plan of COLHK is a defined contribution retirement plan. Under a defined contribution retirement plan, the entity's legal and constructive obligation is limited to the amount that it agrees to contribute to the fund. Thus, the amount of the post-employment benefits received by the employee is determined by the amount of contributions paid by an entity to a post-employment benefit plan, together with investment returns arising from the contributions. Consequently, actuarial risk (that benefits will be less than expected) and investment risk (that assets invested will be sufficient to meet expected benefits) fall on the employee.

The standard requires an entity to recognize short-term employee benefits when an employee has rendered service in exchange of those benefits.

Earnings per Share (EPS)

Basic EPS is computed by dividing earnings applicable to common stock by the weighted average number of common shares outstanding, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the year.

Diluted EPS is computed by dividing net income by the weighted average number of common shares outstanding during the year, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the year, and adjusted for the effect of dilutive options.

Outstanding share options plan (SOP) shares will have a dilutive effect under the treasury stock method only when the average market price of the underlying common share during the period exceeds the exercise price of the option. Where the effect of the exercise of all outstanding options has anti-dilutive effect, basic and diluted EPS are stated at the same amount.

Potential ordinary shares are weighted for the period they are outstanding. Potential ordinary shares that are converted into ordinary shares during the period are included in the calculation of diluted EPS

from the beginning of the period to the date of conversion; from the date of conversion, the resulting ordinary shares are included in both basic and diluted EPS.

Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The income tax rates and income tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided, using the balance sheet liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets and liabilities are recognized for all taxable temporary differences. With respect to investments in foreign subsidiaries, deferred income tax liabilities are recognized except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences including net loss carry-over to the extent that it is probable that sufficient future taxable income will be available against which the deductible temporary differences can be utilized. Deferred income tax, however, is not recognized on temporary differences that arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor the taxable income or loss.

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

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

Deferred income tax relating to items recognized directly in equity is also recognized in equity. Deferred income tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

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

Contingencies

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

Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Financial information on business segments is presented in Note 26.

Events After the End of the Reporting Period

Post year-end events that provide additional information about the Group's position at the end of the reporting period (adjusting events) are reflected in the interim consolidated financial statements. Post year-end events that are not adjusting events are disclosed when material.

3. **Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the interim consolidated financial statements in accordance with PFRS requires the Group to make judgments and estimates that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the judgments and assumptions used in arriving at the estimates to change. The effects of any change in judgments and estimates are reflected in the interim consolidated financial statements as they become reasonably determinable.

Judgments and estimates and assumptions 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. However, actual outcome can differ from these estimates.

The following are the critical judgments and key assumptions that have a significant risk of material adjustment to the carrying amounts of assets and liabilities within the next financial year:

Judgments

Offsetting of financial assets and liabilities

The Group considers its compliance with the offsetting criteria as a significant judgment in presenting financial assets and liabilities in its consolidated statements of financial position. In making such assessment, the Group determines at each financial asset and liability the existence of an enforceable legal right to offset and if there is an intention to settle on a net basis and to realize the assets and settle the liabilities simultaneously.

Estimates and Assumptions

Impairment of the intangibles

Intangibles include exchange trading rights which are carried at cost less any allowance for impairment loss. Exchange trading rights are reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying values may be impaired. The exchange trading rights are deemed to have indefinite useful lives as there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the Group.

The Management's impairment test for the exchange trading rights is based on the higher of fair value less costs to sell and VIU. The assumptions used in the calculation of the VIU are sensitive to estimates of future cash flows from the cash-generating unit, discount rate and revenue growth rate used to project the cash flows.

The key assumptions used to determine the recoverable amount of the Group's exchange trading rights are further explained in Note 11. The Parent Company does not intend to sell its exchange trading right in the near future. COLHK's right is nontransferable with an indefinite useful life. As at June 30, 2024 and December 31, 2023, the carrying values of intangibles are disclosed in Note 11.

Estimating recoverability of deferred income tax assets

The Group reviews the carrying amounts of deferred income tax assets at each end of the reporting period and reduces deferred income tax assets to the extent that it is no longer probable that sufficient future taxable income will be available to allow all or part of the deferred income tax assets to be utilized. Significant management judgment is required to determine the amount of deferred income tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. In the case of the Parent Company, management has to assess annually, for income tax purposes, the method of deduction that it should use in order to determine the impact of the temporary differences and the applicable effective tax rate. As of June 30, 2024, the Parent Company expected that it will be applying the itemized deduction in determining its taxable income in 2025, which resulted in the recognition of certain deferred income tax assets. The deferred income tax assets (liabilities) as at June 30, 2024 and December 31, 2023 are disclosed in Note 19.

Determining retirement obligation

The costs of defined retirement obligation as well as the present value of the defined benefit obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future retirement increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligation are highly sensitive to changes in these assumptions.

In determining the appropriate discount rate, Management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation.

4. Cash and Cash Equivalents and Short-term Time Deposits

Cash and Cash Equivalents

This account consists of:

	June 30, 2024	December 31, 2023
	(Unaudited)	(Audited)
Cash on hand and in banks	₱389,815,913	₱318,657,092
Short-term cash investments	9,081,790,337	9,120,322,981
	₱9,471,606,250	₱9,438,980,073

Cash in banks earn interest at the respective bank deposit rates. Short-term cash investments are made for varying periods of up to three (3) months depending on the Group's immediate cash requirements, and earn interest at 2.75% to 6.50% per annum during the six-month period in 2024 and 3.00% to 6.38% per annum during the twelve-month period in 2023. The Parent Company has United States dollar (US\$)-denominated cash in banks amounting to US\$1,053 and US\$50,677 as at June 30, 2024 and December 31, 2023, respectively, while COLHK has US\$-denominated cash in banks amounting to US\$248,378 and US\$39,364 as at June 30, 2024 and December 31, 2023, respectively.

In compliance with Securities Regulation Code (SRC) Rule 49.2 covering customer protection and custody of securities, the Parent Company maintains special reserve accounts for its customers amounting to ₱9,233,264,412 and ₱9,532,993,408 as at June 30, 2024 and December 31, 2023, respectively. The special reserve accounts consist of cash in banks and short-term cash investments which are recorded as 'Cash and cash equivalents'. The Parent Company's reserve requirement is determined based on the SEC's prescribed computations. As at June 30, 2024 and December 31, 2023, the Parent Company's reserve accounts are adequate to cover its reserve requirements.

Interest income of the Group from cash and cash equivalents and cash in segregated account amounted to ₱290,070,153 and ₱293,065,711 for the six-month period ended June 30, 2024 and 2023, respectively (Note 16).

Short-term Time Deposits

As of December 31, 2023, this account pertains to the Parent Company's time deposits in local banks that have original maturities of more than three (3) months but less than a year and earn interest at 6.00% to 6.25% per annum in 2023. These time deposits matured in January 2024.

5. Cash in a Segregated Account

COLHK receives and holds money deposited by clients in the conduct of the regulated activities of its ordinary business. These clients' monies are maintained with a licensed bank. The Group has classified the clients' monies under current assets in the consolidated statements of financial position and recognized a corresponding payable to customers on grounds that it is liable for any loss or misappropriation of clients' monies (Note 13). It is also not allowed to use the clients' monies to settle its own obligations.

Interest income from cash in segregated account is included under 'Interest income - banks' (Notes 4 and 16).

6. Financial Assets at FVTPL

This account consists of:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Government debt securities	₱73,176,700	₱89,500,791
Mutual funds	15,977,661	640,013
Listed equity securities	624,150	907,606
	₱89,778,511	₱91,048,410

The peso-denominated government Treasury bills bear nominal annual interest rate of 6.22% per annum during the six-month period in 2024 and ranging from 3.15% to 6.23% per annum during the twelve-month period in 2023. Interest income earned from these investments amounted to ₱346,297 and ₱9,289 for the six-month period ended June 30, 2024 and 2023, respectively (Note 16).

The Group also invested in peso-denominated bonds which bear a nominal interest rate ranging from 4.63% to 9.25% per annum during the six-month period in 2024 and 2.84% to 9.25% per annum during the twelve-month period in 2023. Interest income earned from the investments amounted to ₱2,093,072 and ₱2,325,236 for the six-month period ended June 30, 2024 and 2023, respectively (Note 16).

The dividend income included under 'Other revenues' received from investments in mutual funds and shares of stocks of companies listed in the PSE amounted to ₱3,683 and ₱91,022 for the six-month period ended June 30, 2024 and 2023, respectively (Note 16).

The Group's net trading gains (losses) follow:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Unrealized trading gains (losses)	(₱1,568,358)	₱2,514,125
Trading gains from sale	553,664	2,351,927
	(₱1,014,694)	₱4,866,052

7. Trade Receivables and Other Receivables

Trade Receivables

This account consists of:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Customers (Note 20)	P881,964,856	P857,875,951
Clearing house	145,342,731	10,886,128
Trail fee receivables	1,942,784	1,896,052
Other broker	23,753	11,563,223
	1,029,274,124	882,221,354
Less allowance for credit losses on trade receivables from customers	2,074,606	2,216,128
	P1,027,199,518	P880,005,226

The Group's trade receivables from customers and its security valuation follow:

	June 30, 2024 (Unaudited)		December 31, 2023 (Audited)	
	Money Balance	Security Valuation	Money Balance	Security Valuation
Fully secured accounts:				
More than 250%	P586,412,100	P6,150,895,689	P410,417,172	P4,556,186,564
Between 200% and 250%	193,817,247	430,754,811	386,094,596	858,980,775
Between 150% and 200%	45,196,615	87,069,328	32,710,395	64,050,537
Between 100% and 150%	56,538,588	62,008,995	—	—
Less than 100%	—	—	28,653,482	28,542,257
Unsecured accounts	306	—	306	—
	881,964,856	P6,730,728,823	857,875,951	P5,507,760,133
Less allowance for credit losses on receivable from customers	2,074,606		2,216,128	
	P879,890,250		P855,659,823	

As at June 30, 2024 and December 31, 2023, the total credit line facility offered by the Parent Company to its customers who qualified for margin accounts. amounted to P5,624,613,950 and P5,682,964,950, respectively.

Interest income from customers who availed of this margin facility amounted to P33,983,945 and P36,413,427 for the six-month period ended June 30, 2024 and 2023, respectively (Note 16).

Trade receivables from margin customers have no specific credit terms but customers are required to maintain the value of their collateral within a specific level. Once the value of the collateral falls down this level, customers may either deposit additional collateral or sell stocks to cover the deficiency in their account balance. Meanwhile, receivables from post-paid customers are required to be settled on two (2) trading days' term for the Parent Company and COLHK. The trade receivables balances become demandable upon failure of the customer to duly comply with these requirements. As at June 30, 2024 and December 31, 2023, P881,964,550 and P829,222,163, respectively, of the total trade receivables from customers are fully covered by collateral.

Trade receivables from clearing house as at June 30, 2024 and December 31, 2023, were fully collected in July and January 2024, respectively. These are noninterest-bearing and are collected on two (2) trading days' term following the settlement convention of the Philippine and HK clearing houses.

Receivables from other brokers pertain to clients' monies deposited to Interactive Brokers (IB) LLC through COLHK. In June 2014, COLHK opened an account with the said broker to enable its retail customers to trade in other foreign markets.

Trail fee receivables pertain to the amount due from the mutual fund managers representing the trail fees earned by the Parent Company for distributing mutual funds to its customers. The fee is computed daily and collected on a monthly basis.

Other Receivables

This account consists of:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Accrued interest on investments	₱68,936,715	₱77,326,329
Mutual fund redemption proceeds (Note 14)	7,114,604	4,374,111
Employee salary loan and advances (Note 20)	1,702,384	1,918,322
Others	9,023,764	8,444,382
	₱86,777,467	₱92,063,144

Allowance for Credit Losses

Movements in the allowance for credit losses follow:

	June 30, 2023 (Unaudited)	December 31, 2023 (Audited)
Balances at beginning of period	₱2,216,128	₱2,058,749
Provision for (recovery from) credit losses	(141,522)	157,379
Balances at end of period	₱2,074,606	₱2,216,128

8. Investment securities at amortized cost

This account consists of:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Current government debt securities	₱335,270,751	₱392,290,753
Noncurrent government debt securities	1,000,700,773	1,000,015,465
	₱1,335,971,524	₱1,392,306,218

The peso-denominated government debt securities bear nominal annual interest rate of 2.63% to 6.63% per annum during the six-month period in 2024 and twelve-month period in 2023, with an EIR of 3.27% to 6.38% per annum during the six-month period in 2024 and twelve-month period in 2023.

The Group's investments in government securities are considered of low credit risk since these are rated as Baa2 by an international credit rating company. This credit rating is still considered as 'Investment Grade.'

The outstanding investments in short-term government debt securities amounting to nil and ₱295,379,790 as at June 30, 2024 and December 31, 2023, respectively, are included in the Parent Company's special reserve accounts in compliance with SRC Rule 49.2 (Note 4).

Interest income earned from these investments amounted to ₱38,270,524 and ₱19,619,441 for the six-month period ended June 30, 2024 and 2023, respectively (Note 16).

9. Property and Equipment

The composition of and movements in this account follow:

	June 30, 2024 (Unaudited)						
	Online Trading Equipment and Facilities	Furniture, Fixtures and Equipment	Transportation Equipment	Leasehold Improvements	Construction in Progress	Right-of-Use Asset - Office Premises	Total
Cost							
At beginning of period	P207,510,276	P39,521,892	P3,696,429	P72,125,877	P66,000	P76,486,996	P399,407,470
Additions	2,712,618	816,957	4,236,287	–	4,265,740	8,577,523	20,609,125
Disposals	(8,984,858)	(4,789,806)	–	(1,078,944)	–	(11,558,465)	(26,412,073)
Translation adjustments	511,415	270,925	–	61,022	–	–	843,362
At end of period	201,749,451	35,819,968	7,932,716	71,107,955	4,331,740	73,506,054	394,447,884
Accumulated depreciation							
At beginning of period	182,543,969	37,533,400	61,905	66,765,245	–	40,788,961	327,693,480
Depreciation and amortization (Note 21)	3,474,310	946,839	620,783	3,397,357	–	11,392,589	19,831,878
Disposals	(8,984,858)	(4,789,806)	–	(1,078,944)	–	(11,558,465)	(26,412,073)
Translation adjustments	511,415	511,488	–	61,022	–	–	1,083,925
At end of period	177,544,836	34,201,921	682,688	69,144,680	–	40,623,085	322,197,210
Net book value	P24,204,615	P1,618,047	P7,250,028	P1,963,275	P4,331,740	P32,882,969	P72,250,674

	December 31, 2023 (Audited)						
	Online Trading Equipment and Facilities	Furniture, Fixtures and Equipment	Transportation Equipment	Leasehold Improvements	Construction in Progress	Right-of-Use Asset - Office Premises	Total
Cost							
At beginning of period	P202,256,395	P39,212,071	P–	P70,520,497	P1,279,968	P74,509,063	P387,777,994
Additions	5,823,398	340,908	3,696,429	169,479	258,965	11,575,896	21,865,075
Reclassification	–	24,509	–	1,448,424	(1,472,933)	–	–
Disposals	(465,229)	–	–	–	–	(9,533,266)	(9,998,495)
Translation adjustments	(104,288)	(55,596)	–	(12,523)	–	(64,697)	(237,104)
At end of period	207,510,276	39,521,892	3,696,429	72,125,877	66,000	76,486,996	399,407,470
Accumulated depreciation							
At beginning of period	173,502,654	35,108,655	–	58,783,377	–	25,563,326	292,958,012
Depreciation and amortization (Note 21)	9,610,813	2,473,181	61,905	7,994,391	–	24,802,123	44,942,413
Disposals	(465,210)	–	–	–	–	(9,533,266)	(9,998,476)
Translation adjustments	(104,288)	(48,436)	–	(12,523)	–	(43,222)	(208,469)
At end of period	182,543,969	37,533,400	61,905	66,765,245	–	40,788,961	327,693,480
Net book value	P24,966,307	P1,988,492	P3,634,524	P5,360,632	P66,000	P35,698,035	P71,713,990

As at June 30, 2024 and December 31, 2023, the cost of the Group's fully depreciated property and equipment still in use amounted to P236,427,635 and P237,130,749, respectively. Disposal of property and equipment resulted in losses amounting to P248,171 for the six-month period ended June 30, 2024.

The depreciation and amortization during the reporting period were distributed as follows:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Cost of services	P10,963,096	P13,731,828
Operating expenses	8,868,782	9,548,886
	P19,831,878	P23,280,714

10. Investment Property

This account pertains to an office space purchased by the Parent Company. Movements in the account follow:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Cost		
At beginning period (Forward)	P17,509,736	P17,509,736

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Accumulated depreciation		
At beginning of period	₱5,252,922	₱4,377,435
Depreciation	437,743	875,487
At end of period	5,690,665	5,252,922
Net book value	₱11,819,071	₱12,256,814

The office space is held for capital appreciation. As at June 30, 2024 and December 31, 2023, the fair value of investment property amounted to ₱38,816,150 and ₱38,413,490, respectively.

The depreciation of investment property recorded in 'Depreciation and amortization' in the consolidated statements of income amounted to ₱437,743 for the six-month period ended June 30, 2024 and 2023.

Collaterals

As at June 30, 2024 and December 31, 2023, the Group's investment property is not pledged as collateral.

11. Intangibles

Stock Exchange Trading Rights

Philippine Operations

As at June 30, 2024 and December 31, 2023, the fair value of the exchange trading right less costs to sell amounted ₱8,000,000, representing the last transacted price of the exchange trading right (as provided by the PSE). As at June 30, 2024 and December 31, 2023, the carrying value of the exchange trading right amounted to ₱5,000,000.

Hong Kong Operations

COLHK's exchange trading right is carried at its cost net of accumulated impairment losses. The carrying value of the exchange trading right is reviewed annually to ensure that this does not exceed the recoverable amount, whether or not an indicator of impairment is present. The stock exchange trading right is a non-transferable right with an indefinite useful life. It is closely associated with COLHK's business activities to have a right to trade the shares in the Hong Kong Stock Exchange (HKEX) in its continuing operation.

The Group has fully impaired the exchange trading right of COLHK amounting to HK\$2,860,000 in 2017.

Software Costs and Licenses

Movements in the software costs and licenses account follow:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Cost		
At beginning of period	₱49,286,669	₱49,143,634
Additions	1,730,622	143,035
At end of period	51,017,291	49,286,669
Accumulated amortization		
At beginning of period	46,420,335	44,849,389
Amortization	878,959	1,570,946
At end of period	47,299,294	46,420,335
Net book value	₱3,717,997	₱2,866,334

The amortization of software costs and licenses recorded in ‘Depreciation and amortization’ in the consolidated statements of income were distributed as follows:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Cost of services	P583,476	P705,897
Operating expenses	295,483	97,298
	P878,959	P803,195

As at June 30, 2024 and December 31, 2023, the costs of the Group’s fully amortized software still in use amounted to P36,114,579 and P36,014,846, respectively.

12. Other Assets

Other Current Assets

This account consists of:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Income tax overpayment	P22,341,420	P20,574,493
Deferred input VAT	1,790,144	1,079,604
	P24,131,564	P21,654,097

Other Noncurrent Assets

This account consists of:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Deposit to CTGF	P56,392,241	P55,242,230
Intangible assets under development	7,849,571	7,849,571
Refundable deposits:		
Rental and utility deposits	8,121,829	8,108,533
Other refundable deposits	4,324,506	4,186,124
	76,688,147	75,386,458
Deferred input VAT	1,038,095	1,910,426
	P77,726,242	P77,296,884

Deposit and refundable contributions to CTGF

The Parent Company, as a clearing member, is required to pay monthly contributions to the CTGF maintained by the SCCP equivalent to 1/500 of 1% of the clearing member’s total monthly turnover value less block sales and cross transactions of the same flag.

These are refundable upon cessation of the Clearing Members’ business and/or termination of their membership with SCCP, provided that all liabilities owing to SCCP at the time of termination, whether actual or contingent, shall have been satisfied or paid in full. The Parent Company recognized total refundable contributions as of June 30, 2024 and December 31, 2023 as ‘Other noncurrent assets’ amounting to P56,392,241 and P55,242,230, respectively.

Refundable deposits

Other refundable deposits include statutory deposits made to HKEX, admission fees for HK’s SFC and for HK Securities Clearing Company Ltd., and contributions to Central Clearing and Settlement System Guarantee Fund.

13. Trade Payables

This account consists of:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Customers (Note 20)	P9,860,842,714	P9,898,277,252
Others	4,111	–
	P9,860,846,825	P9,898,277,252

The Group's trade payables to customers and their security valuation follow:

	June 30, 2024 (Unaudited)		December 31, 2023 (Audited)	
	Money Balance	Security Valuation-Long	Money Balance	Security Valuation-Long
Payable to customers:				
With money balances	P9,860,842,714	P90,523,286,679	P9,898,277,252	P87,523,830,009
No money balances	–	5,406,690,901	–	5,040,572,870
	P9,860,842,714	P95,929,977,580	P9,898,277,252	P92,564,402,879

Generally, trade payables to customers are noninterest-bearing and have no specific credit terms.

Payable to customers with money balances amounting to P869,948 and P26,614,280 as at June 30, 2024 and December 31, 2023, respectively, were payable to COLHK's clients in respect of the trust and segregated bank balances received and held for clients in the course of conduct of regulated activities. These balances are payable on demand.

14. Other Current Liabilities

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Due to BIR	P49,367,073	P30,266,567
Accrued expenses	8,336,134	37,788,771
Unposted customers' deposits	7,797,761	7,633,627
Mutual fund redemption proceeds (Note 7)	7,129,659	4,374,110
Trading fees	1,658,029	1,626,500
Accrued management bonus	–	31,657,492
Others	13,290,382	12,335,119
	P87,579,038	P125,682,186

Due to BIR consists of stock transaction, withholding and output taxes payable to the Philippine BIR.

Accrued expenses and accrued management bonus pertain to accruals of operating expenses that were incurred but not yet paid and accruals made for the officers and employees' performance bonus.

Unposted customers' deposits represent additional funding, remittances and initial deposits made by customers that were either unconfirmed or were received beyond the cut-off time for the back-office processing of collections. Confirmed and verified deposits are credited to the customers' trading accounts on the next business day following the end of the reporting period.

Trading fees pertain to transaction costs and clearing fees on the purchase and sale of stocks that are payable to the regulatory bodies.

'Others' consist mostly of withdrawal proceeds in the form of check, issued and released to the customers of the Parent Company which are outstanding beyond six (6) months.

15. Equity

Capital Stock

The details and movements of the Parent Company's capital stock (number and amounts of shares in thousands) follow:

	Shares	Amount
Common stock - ₱0.10 per share		
Authorized	10,000,000	₱1,000,000
Issued and outstanding		
Balances at beginning and end of period	4,760,000	₱476,000

All issued and outstanding shares of the Parent Company are listed with the PSE (Note 1). As at June 30, 2024 and December 31, 2023, there were 32 holders of the listed shares of the Parent Company, with a its share price closing at ₱2.31 and ₱2.66 per share, respectively.

Retained Earnings

In compliance with SRC Rule 49.1 B, *Reserve Fund*, the Parent Company appropriates annually ten percent (10%) of its audited net income and transfers the same to appropriated retained earnings account. Minimum appropriation shall be 30.00%, 20.00% and 10.00% of profit after tax for broker dealers with unimpaired paid-up capital between ₱10.00 million to ₱30.00 million, between ₱30.00 million to ₱50.00 million and more than ₱50.00 million, respectively. It is intended that in the event that the Parent Company's paid-up capital is impaired, the Parent Company will be required to transfer from the appropriated retained earnings to the capital account an amount equivalent to the impairment. Such amount so transferred out shall not be made available for payment of dividend.

In April 2024 and March 2023, the BOD approved the appropriation of retained earnings amounting to ₱44.32 million and ₱27.33 million, respectively, in compliance with such requirement.

On November 15, 2022, the BOD approved the appropriation of ₱100.00 million from the Parent Company's unrestricted retained earnings as of December 31, 2021 to support its IT development plan and expansion project, which will run until December 2027. On December 27, 2023, the BOD approved the reversal of the utilized portion of appropriated retained earnings earmarked for IT development amounting to ₱27.14 million.

On April 26, 2024, the BOD declared a regular and a special dividend amounting to ₱0.0186 per share held or ₱88,536,000 (4,760,000,000 shares multiplied by ₱0.0186 cash dividend per share) and ₱0.0465 per share held or ₱221,340,000 (4,760,000,000 shares multiplied by ₱0.0465 cash dividend per share), respectively, to stockholders as of record date of May 17, 2024. These dividends will be paid on June 5, 2024.

On April 28, 2023, the BOD declared a regular and a special dividend amounting to ₱0.0114 per share held or ₱54,264,000 (4,760,000,000 shares multiplied by ₱0.0114 cash dividend per share) and ₱0.0306 per share held or ₱145,656,000 (4,760,000,000 shares multiplied by ₱0.0306 cash dividend per share), respectively, to stockholders as of record date of May 16, 2023. These dividends were paid on June 2, 2023.

As at June 30, 2024 and December 31, 2023, the consolidated retained earnings includes the retained earnings of COLHK amounting to ₱54,341,707 and ₱72,233,769, respectively, which are not available for dividend declaration.

Non-Controlling Interest

The Parent Company formed CIMI in 2019 and as at June 30, 2024 and December 31, 2023, 30.00% of its equity interest is being held by non-controlling interest.

The summarized financial information of CIMI is provided below. This information is based on amounts before inter-company eliminations.

Summarized statements of financial position as of June 30, 2024 (Unaudited) and December 31, 2023 (Audited)

	2024	2023
Cash and cash equivalents (current)	P48,876,277	P49,462,512
Financial assets at FVTPL	14,333,940	14,460,441
Other receivables (current)	560,048	845,429
Other assets (current)	1,829,437	1,141,903
Property and equipment (non-current)	1,761,873	2,511,704
Other assets (non-current)	273,584	479,322
Trade payables (current)	(355,814)	(234,633)
Accrued expenses (current)	(79,018)	(181,000)
Other liabilities (current)	(486,720)	(224,393)
Lease liability (current)	(682,076)	(643,931)
Lease liability (non-current)	(628,501)	(977,938)
Total equity	P65,403,030	P66,639,416
Attributable to:		
Equity holders of the Parent Company	P45,782,121	P46,647,591
Non-controlling interest	19,620,909	19,991,825

Summarized statements of income for the six months ended June 30, 2024 and 2023 (Unaudited)

	2024	2023
Management fees	P2,836,088	P878,942
Interest income	1,781,544	1,218,128
Trading gains (losses) - net	(126,501)	405,577
Operating expenses	(5,221,691)	(3,550,144)
Loss before income tax	(730,560)	(1,047,497)
Provision for income tax	505,826	330,554
Net loss	(P1,236,386)	(P1,378,051)
Attributable to:		
Equity holders of the Parent Company	(P865,470)	(P964,636)
Non-controlling interest	(370,916)	(413,415)

Summarized cash flow information for the six months ended June 30, 2024 and 2023 (Unaudited)

	2024	2023
Operating activities	(P153,014)	(P1,262,810)
Investing activities	(74,821)	—
Financing activities	(358,400)	(372,856)
Net decrease in cash and cash equivalents	(P586,235)	(P1,635,666)

Closure of COLHK

On February 16, 2024, the BOD of the Parent Company approved the intention of COLHK's management to cease its stockbrokerage operations on May 30, 2024.

16. Revenues

Breakdown of the Group's revenues are as follows:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Revenue from contracts with customers		
Commissions	₱184,586,719	₱192,708,363
Trail fees	11,565,417	11,035,038
Others	12,917,233	11,375,735
	209,069,369	215,119,136
Other revenues		
Interest income	364,764,154	351,433,267
Trading gains (losses)- net	(1,014,694)	4,866,052
Others	3,683	121,140
	363,753,143	356,420,459
	₱572,822,512	₱571,539,595

'Others' presented in the consolidated statements of income consists of:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Trading charges billed to customer	₱9,071,782	₱9,498,829
Management fee	2,836,089	878,942
Dividend income	3,683	91,022
Miscellaneous	1,009,362	1,028,082
	₱12,920,916	₱11,496,875

Trading charges billed to customer pertains to the regular transaction fees that are normally charged to customers upon execution and completion of trade orders. Since the Parent Company is primarily responsible to its counterparties for the settlement of trading fees charged to its customers, it has concluded that it is acting as a principal and accordingly presents the fees collected from its customers as revenue under 'Others' and to treat the subsequent remittance as expense recognized as part of 'Stock exchange dues and fees.'

Stock exchange dues and fees consists of:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Stock trading costs charged to customers	₱9,071,782	₱9,498,829
Membership fees and dues	4,763,129	4,607,403
Dealer trades and other transaction costs	59,251	45,106
Miscellaneous	352,464	356,254
	₱14,246,626	₱14,507,592

Set out below is the disaggregation of the Group's revenue from contracts with customers:

	June 30, 2024 (Unaudited)			
	Commissions	Trail fees	Other income	Total
Primary geographical markets				
Philippines	₱184,418,070	₱11,565,417	₱12,387,062	₱208,370,549
Hong Kong	168,649	–	530,171	698,820
	₱184,586,719	₱11,565,417	₱12,917,233	₱209,069,369

	June 30, 2023 (Unaudited)			Total
	Commissions	Trail fees	Other income	
Primary geographical markets				
Philippines	P190,603,745	P11,035,038	P10,877,044	P212,515,827
Hong Kong	2,104,618	—	498,691	2,603,309
	P192,708,363	P11,035,038	P11,375,735	P215,119,136

Interest income earned consists of income from:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Banks (Notes 4 and 5)	P290,070,153	P293,065,711
Debt securities (Note 8)	38,270,524	19,619,441
Customers (Note 7)	33,983,945	36,413,427
Financial assets at FVTPL (Note 6)	2,439,369	2,334,525
Others	163	163
	P364,764,154	P351,433,267

17. Personnel Costs

This account consists of:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Salaries and wages	P75,834,331	P72,967,402
Other benefits	11,576,147	10,799,232
	P87,410,478	P83,766,634

Other benefits include monetized leave credits of employees and other regulatory benefits.

The above accounts were distributed as follows:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Cost of services	P28,415,415	P28,014,769
Operating expenses	58,995,063	55,751,865
	P87,410,478	P83,766,634

18. Employee Benefits

Retirement Benefits

The Parent Company has a funded, noncontributory defined benefit retirement plan covering substantially all of its regular employees. The benefits are based on a certain percentage of the final monthly basic salary for every year of credited service of the employees. The defined retirement benefit obligation is determined using the projected unit credit method. There was no plan termination, curtailment or settlement as of June 30, 2024 and December 31, 2023.

Under the existing regulatory framework, RA 7641, The Retirement Pay Law, requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan.

COLHK makes monthly contribution to a fund under the mandatory provident fund schemes ordinance enacted by the Hong Kong Government. The plan is defined contribution. Under the plan COLHK should contribute 5% of the monthly relevant income of all its qualified employees. The contribution recognized as expense amounted to ₱130,903 and ₱173,396 for the six-month period ended June 30, 2024 and 2023, respectively.

19. Income Taxes

Income taxes include the corporate income tax, as discussed below, and final taxes paid at the rate of 20.00% for interest income on Peso cash deposits and short-term placements and 15.00% for interest income on foreign currency cash deposits and short-term placements. These income taxes, as well as the deferred tax benefits and provisions, are presented as 'Provision for income tax' in the consolidated statements of income.

Provision for income tax consists of:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Current:		
Final	₱66,095,515	₱63,010,857
RCIT	2,502,924	11,026,267
Deferred	27,539,508	292,600
	₱96,137,947	₱74,329,724

In 2024 and 2023, the Parent Company availed of the itemized deduction method in calculating the allowed deductions for income tax purposes.

Deferred Income Taxes

The components of the Group's net deferred income tax assets (liabilities) follow:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Deferred income tax assets		
Retirement obligation	₱1,246,126	₱1,326,887
Leases under PFRS 16	852,226	859,800
Others	—	59,935
	2,098,352	2,246,622
Deferred income tax liabilities		
Unrealized gain on disposal of COLHK	(28,026,050)	—
Accumulated translation adjustment	(13,025,774)	(11,602,393)
Unrealized trading gains	(117,417)	(626,414)
Others	(4,382)	(127,328)
	(41,173,623)	(12,356,135)
	(₱39,075,271)	(₱10,109,513)

Realization of the future tax benefits related to the net deferred tax assets is dependent on many factors, including the Group's ability to generate taxable income, within the carry-over period (see Note 3).

Unrecognized deferred income tax assets

The Group did not recognize deferred income tax assets on the following temporary differences since Management believes that it is not probable that the related benefits will be realized in the future:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Unused tax losses*	P318,608,712	P318,608,712
Retirement obligation	73,009,135	76,934,497
NOLCO*	45,073,329	45,073,329
Allowance for credit losses (Note 7)	2,074,606	2,216,128
MCIT*	2,657,283	2,657,283
	P441,423,065	P445,489,949

**To be quantified at year-end*

The unused tax losses pertain to COLHK which can be carried forward indefinitely to offset future profits.

20. Related Party Disclosures

a. The summary of significant transactions and account balances with related parties are as follows:

Category	Commission income	Interest income	Trail Fees	Professional fees	Directors' fees	Capital Expenditures	Condominium dues	Rental Payments	Other Expenses
Key management personnel									
June 30, 2024 (Unaudited)	P667,046	P857,315	P–	P–	P–	P–	P–	P–	P–
June 30, 2023 (Unaudited)	539,498	442,978	–	–	–	–	–	–	–
Subsidiaries									
June 30, 2024 (Unaudited)	–	–	1,867,505	–	–	–	–	–	–
June 30, 2023 (Unaudited)	12,316	–	615,217	–	–	–	–	–	–
Companies with common officers, directors and stockholders									
June 30, 2024 (Unaudited)	1,037,861	2,276,026	–	1,163,584	–	201,600	220,500	1,738,800	45,255
June 30, 2023 (Unaudited)	2,689,832	1,877,938	–	1,203,902	–	–	220,500	1,663,200	44,531
Directors									
June 30, 2024 (Unaudited)	334,114	1,867,854	–	–	1,360,000	–	–	–	–
June 30, 2023 (Unaudited)	799,571	1,874,513	–	–	1,425,000	–	–	–	–

Category	Trade payables	Trade receivables	Terms	Conditions
Key management personnel				
June 30, 2024 (Unaudited)	P4,665,690	P27,839,956	3-day; non-interest bearing/Collectible or payable on demand; interest bearing	Secured; no impairment; no guarantee
December 31, 2023 (Audited)	2,306,155	35,850,008		
Subsidiaries				
June 30, 2024 (Unaudited)	145,110,602	150,770,000	3-day; non-interest bearing/ Collectible or payable on demand; interest bearing/Payable upon billing; non-interest bearing	Secured; no impairment; no guarantee
December 31, 2023 (Audited)	145,110,602	143,701,321		
Companies with common officers, directors and stockholders				
June 30, 2024 (Unaudited)	4,414	61,811,835	3-day; non-interest bearing/ Collectible or payable on demand; interest bearing/Payable upon billing; non-interest bearing	Secured; no impairment; no guarantee
December 31, 2023 (Audited)	131,581	54,817,047		
Directors				
June 30, 2024 (Unaudited)	37,120,693	5,622,412	3-day; non-interest bearing/ Collectible or payable on demand; interest bearing	Secured; no impairment; no guarantee
December 31, 2023 (Audited)	41,437,991	54,317,388		

- a. Trade receivables from and payables to related parties are due to be settled in two (2) trading days in the Philippines and HK, except for trade receivables under margin accounts. Trade receivables from related parties under margin accounts are interest-bearing, not guaranteed, and secured by shares of stocks (except for trade receivables amounting to ₱306, which was unsecured as of June 30, 2024 and December 31, 2023 (Note 7). The trade receivables from related parties are not impaired.
- b. As of June 30, 2024 and December 31, 2023, the Group also has unsecured noninterest-bearing employee salary loans and advances amounting to ₱1,702,384 and ₱1,918,322 with remaining terms ranging from six months to one year, which are included under 'Other receivables' (Note 7)
- c. Compensation of key management personnel of the Group follows:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Short-term employee benefits	₱23,228,161	₱24,354,146
Retirement costs	32,726	63,437
Other benefits	523,613	507,500
	₱23,784,500	₱24,925,083

21. Leases

The Group leases its office premises under separate operating lease agreements expiring on various dates and whose lease terms are negotiated every one (1) to three (3) years.

The Group applied a single recognition and measurement approach for all leases. Set-out below are the carrying amount of lease liabilities and the movements during the period:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
At beginning of period,	₱39,146,553	₱51,401,522
Additions	8,577,523	11,575,896
Accretion of interest	1,208,878	2,941,183
Payments	(12,626,508)	(26,751,409)
Translation adjustment	—	(20,639)
At end of period	₱36,306,446	₱39,146,553
Current	₱20,842,824	₱19,662,395
Non-current	15,463,622	19,484,158
	₱36,306,446	₱39,146,553

The following are the amounts recognized in the consolidated statements of income:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Depreciation expense of right-of-use assets included in property and equipment (Note 9)	₱11,392,589	₱12,872,415
Interest expense on lease liabilities	1,208,878	1,554,760
	₱12,601,467	₱14,427,175

The Group also has lease contracts on low-value assets. The Group applies the recognition exemption for these leases. Rental costs charged to operations pertaining to leases of low-value assets amounted to ₱1,604,688 and ₱148,748 for the six-month period ended June 30, 2024 and 2023, respectively.

Shown below is the maturity analysis of the undiscounted lease payments:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Within one (1) year	₱22,981,325	₱24,197,975
More than 1 years to 2 years	8,729,857	18,189,379
More than 2 years to 3 years	3,541,500	5,376,810
More than 3 years to 4 years	3,175,200	3,175,200
More than 4 years to 5 years	1,587,600	3,175,200
After five (5) years	–	1,587,600
	₱40,015,482	₱55,702,164

22. Capital Management

The primary objective of the Group's capital management is to ensure that the Group maintains healthy capital ratios in order to support its business, pay existing obligations and maximize shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. No changes were made in the objectives, policies or processes during the periods ended June 30, 2024 and December 31, 2023.

The Amended Implementing Rules and Regulations of the SRC effective March 6, 2004 include, among others, revisions in the terms and conditions for registration and subsequent renewal of license applicable to both exchange trading participants and non-exchange broker dealers as follows: (a) to allow a net capital of ₱2.50 million or 2.50% of aggregate indebtedness, whichever is higher, for broker dealers dealing only in proprietary shares and not holding securities, (b) to allow the SEC to set a different net capital requirement for those authorized to use the Risk-Based Capital Adequacy (RBCA) model, and (c) to require unimpaired paid-up capital of ₱100.00 million for broker dealers, which are either first time registrants or those acquiring existing broker dealer firms and will participate in a registered clearing agency; ₱10.00 million plus a surety bond for existing broker dealers not engaged in market making transactions; and ₱2.50 million for broker dealers dealing only in proprietary shares and not holding securities.

The SEC approved Memorandum Circular No. 16 dated November 11, 2004 which provides the guidelines on the adoption in the Philippines of the RBCA Framework for all registered brokers dealers in accordance with SRC. These guidelines cover the following risks: (a) position or market risk, (b) credit risks such as counterparty, settlement, large exposure, and margin financing risks, and (c) operational risk.

The Parent Company being a registered broker dealer in securities is subject to the stringent rules of the SEC and other regulatory agencies with respect to the maintenance of specific levels of RBCA ratios. RBCA is a ratio that compares the broker dealer's total measured risk to its liquid capital. As a rule, the Parent Company must maintain an RBCA ratio of at least one hundred ten percent (110.00%) and a net liquid capital (NLC) of at least ₱5.00 million or five percent (5.00%) of its aggregate indebtedness, whichever is higher. Also, the Aggregated Indebtedness (AI) of every broker dealer should not exceed two thousand percent (2,000.00%) of its NLC. In the event that the minimum RBCA ratio of one hundred ten percent (110.00%) or the minimum NLC is breached, the Parent Company shall immediately cease doing business as a broker dealer and shall notify the PSE and SEC. As at June 30, 2024 and December 31, 2023, the Parent Company is compliant with the foregoing requirements.

The Parent Company's capital pertains to equity per books adjusted for deferred income tax assets and assets not readily convertible into cash.

The RBCA ratio of the Parent Company as of June 30, 2024 and December 31, 2023 are as follows:

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Equity eligible for net liquid capital	₱2,066,588,342	₱2,114,630,498
Less: Ineligible Assets	512,011,278	505,607,811
NLC	₱1,554,577,064	₱1,609,022,687
Position risk	₱35,716,214	₱35,087,692
Operational risk	194,611,489	199,229,777
Large exposure risk	17,027,664	20,251,104
Total Risk Capital Requirement (TRCR)	₱247,355,367	₱254,568,573
AI	₱9,991,007,381	₱10,049,963,285
5.00% of AI	₱499,550,369	₱502,498,164
Required NLC	₱499,550,369	₱502,498,164
Net Risk-Based Capital Excess	₱1,055,026,695	₱1,106,524,523
Ratio of AI to NLC	643%	625%
RBCA ratio (NLC/TRCR)	628%	632%

The following are the definition of terms used in the above computation:

1. Ineligible assets

These pertain to fixed assets and assets which cannot be readily converted into cash.

2. Operational risk requirement

The amount required to cover a level of operational risk which is the exposure associated with commencing and remaining in business arising separately from exposures covered by other risk requirements. It is the risk of loss resulting from inadequate or failed internal processes, people and systems which include, among others, risks of fraud, operational or settlement failure and shortage of liquid resources, or from external events.

3. Position risk requirement

The amount necessary to accommodate a given level of position risk which is the risk a broker dealer is exposed to and arising from securities held by it as a principal or in its proprietary or dealer account.

4. AI

Total money liabilities of a broker dealer arising in connection with any transaction whatsoever, and includes, among other things, money borrowed, money payable against securities loaned and securities failed to receive, the market value of securities borrowed to the extent to which no equivalent value is paid or credited (other than the market value of margin securities borrowed from customers and margin securities borrowed from non-customers), customers' and non-customers' free credit balances, and credit balances in customers' and non-customers' account having short positions in securities subject to the exclusions provided in the said SEC Memorandum.

On May 28, 2009, the SEC approved the PSE's Rules Governing Trading Rights and Trading Participants, which supersede the Membership Rules of the PSE. Section 8(c) of Article III of the said rules requires trading participants to have a minimum unimpaired paid-up capital, as defined by the SEC, of ₱20.00 million effective December 31, 2009, and ₱30.00 million effective December 31, 2011 and onwards. As at December 31, 2023, the Parent Company is compliant with this capital requirement. On May 30, 2024, COLHK has ceased its stockbrokerage operations.

The Parent Company's regulated operations have complied with all externally-imposed capital requirements as at June 30, 2024 and December 31, 2023.

COLHK monitors capital using liquid capital as provided for under HK's Securities and Futures Ordinance (Cap. 571) and Securities and Futures (Financial Resources) Rules (Cap. 571N). COLHK's policy is to keep liquid capital at the higher of the floor requirement of HK\$3.00 million and computed variable required capital. As at December 31, 2023, COLHK is compliant with the said requirement.

23. Financial Risk Management Objectives and Policies

The main purpose of the Group's financial instruments is to fund its operations. The Group's principal financial instruments consist of cash and cash equivalents, cash in a segregated account, short-term time deposits, financial assets at FVTPL, investment securities at amortized cost, trade receivables, other receivables, refundable deposits under other noncurrent assets, trade payables and other current liabilities, which arise from operations.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, equity price risk and foreign currency risk.

The BOD reviews and agrees on the policies for managing each of these risks which are summarized below:

Credit risk

Credit risk refers to the potential loss arising from any failure by counterparties to fulfill their obligations, as and when they fall due. It is inherent to the stock brokerage business as potential losses may arise due to the failure of its customers and counterparties to fulfill their trading obligations on settlement dates or the possibility that the value of collateral held to secure obligations becoming inadequate due to adverse market conditions.

The business model of the Group minimizes its exposure to credit risk. The Group's customers, except those granted with a credit line facility by the Parent Company, are required to deposit funds to their accounts and their purchases are limited to their cash deposit. In order to manage the potential credit risk associated with the Parent Company's margin lending activities, the Group has established policies and procedures in evaluating and approving applications for margin financing as well as the review of credit performance and limits. In addition, the Parent Company requires its margin customers a Two Peso (P2) security cover for every One Peso (P1) exposure. The security cover can either be in cash or a combination of cash and marginable stock identified by the Parent Company using a set of criteria.

The Group utilizes an internal credit rating system based on its assessment of the quality of its financial assets. The Group classifies its financial assets into the following credit grades:

- *High grade* - This pertains to accounts with a very low probability of default as demonstrated by the counterparty's long history of stability, profitability and diversity. This applies to highly rated financial obligors, strong corporate counterparties and personal borrowers with whom the Group has excellent repayment experience.
- *Standard grade* – This pertains to counterparties with no history of default. This applies to financial assets that are performing as expected.

Financial assets at amortized cost

The Group's financial assets at amortized cost, which are neither past due nor impaired, are classified as high grade and are in stage 1 of the ECL model, due to its high probability of collection (i.e. the counterparty has the evident ability to satisfy its obligation).

Cash and cash equivalents, cash in a segregated and short-term time deposits account are considered high grade and are in stage 1 of the ECL model. These are deposited with reputable banks duly

approved by the BOD and have low probability of insolvency. These are considered to be low credit risk investments.

Trade receivables from margin customers have no specific credit terms but customers are required to maintain the value of their collateral within a specific level. Once the value of the collateral falls down this level, customers may either deposit additional collateral or sell stock to cover any shortfall. Meanwhile, receivables from post-paid customers are required to be settled on two (2) trading days' term for the Parent Company and COLHK. The receivable balances become demandable upon failure of the customer to duly comply with these requirements. As at June 30, 2024 and December 31, 2023, P881,964,550 and P857,875,645 of the total receivables from customers is secured by collateral comprising of equity securities of listed companies with a total market value of P6,730,728,823 and P5,507,760,133, respectively (Note 7).

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses, while also considering the regulatory requirements under SRC Rule 52.1. The provision matrix is based on the Group's historical observed default rates. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The aging analyses of the Group's trade receivables as at June 30, 2024 and December 31, 2023 are summarized in the following table (gross of allowance for credit losses):

	Days after trade date				
	T+0 to T+1	T+2 to T+12	T+13 to T+30	T+31 to T+365	Total
June 30, 2024 (Unaudited)					
Expected loss rate	0.00%	2.00%	0.00%	0.00%	0.24%
Trade receivables	₱107,555,882	₱103,714,995	₱136,276,625	₱534,417,354	₱881,964,856
Expected credit loss	–	2,074,300	–	306	2,074,606
December 31, 2023 (Audited)					
Expected loss rate	0.00%	2.00%	0.00%	0.00%	0.26%
Trade receivables	₱67,801,196	₱110,791,099	₱91,183,589	₱588,100,067	₱857,875,951
Expected credit loss	–	2,215,822	–	306	2,216,128

Past due accounts pertain to margin accounts of the Parent Company that are charged an interest rate ranging from 6.50% to 10.00%. A margin account has no due date and becomes demandable only when the equity percentage of the customers falls below 33.33%. The loss rate for trade receivables is considered minimal.

Transactions through the stock exchange are covered by the guarantee fund contributed by member brokers and maintained by the clearing house.

Refundable deposits under other noncurrent assets is classified as high grade and is in stage 1 of the ECL model since the amount shall be kept intact by: (1) the lessor throughout the term of the contract and shall be returned after the term; and (2) the government institutions as a requirement to conduct stock brokerage business and shall be returned after the Group ceases to operate its business.

Investment securities at amortized cost

The investments are classified as high grade. The Group's investments in government securities are considered of low credit risk since these are rated as Baa2 by an international credit rating company. This credit rating is still considered as 'Investment Grade.'

Deposit and refundable contributions to CTGF

Deposit and refundable contributions to CTGF pertains to contribution made by the Parent Company to a guarantee fund as required by the SCCP and is classified as high grade. The Parent Company does not expect significant exposure on the balance as the amount shall be kept intact by the SCCP as a requirement to conduct stock brokerage business and shall be returned after the Parent Company ceases to operate its business.

Other receivables

These receivables from counterparties with no history of default and are not past due as at the end of the reporting period are classified as standard grade.

Collateral and other credit enhancement

Margin customers are required to maintain the value of their collateral within a specific level. Once the value of the collateral falls down this level, customers may either deposit additional collateral or sell stock to cover their shortfall.

Collateral comes in the form of financial assets. This pertains to securities listed and traded in the PSE and lodged with the Philippine Depository and Trust Corporation under the account of the Parent Company. The market value of the securities is closely monitored to ensure compliance with the required levels of collaterals.

The Group's exposure to credit risk arising from default of the counterparty has a maximum exposure equal to the carrying amount of the particular instrument plus any irrevocable loan commitment or credit facility.

There are no significant concentrations of credit risk within the Group.

Maximum exposure to credit risk and collateral and other credit enhancements

Except for receivable from customers, the carrying values of the Group's financial assets as reflected in the consolidated statements of financial position as of June 30, 2024 and December 31, 2023 represent the financial asset's maximum exposure to credit risk as there are no collateral held or other credit enhancements related to these financial assets.

June 30, 2024 (Unaudited)				
	Gross Carrying Amount	Fair Value of Collateral*	Maximum Exposure to Credit Risk	Financial effect of collateral and other credit enhancements
Receivable from customers				
Unsecured	P306	P–	P306	P306
Fully secured	881,964,550	6,730,728,823	–	881,964,550
	P881,964,856	P6,730,728,823	P306	P881,964,856
December 31, 2023 (Audited)				
	Gross Carrying Amount	Fair Value of Collateral*	Maximum Exposure to Credit Risk	Financial effect of collateral and other credit enhancements
Receivable from customers				
Unsecured	P306	P–	P306	P306
Partially secured	28,653,482	28,542,257	111,225	28,542,257
Fully secured	829,222,163	5,479,217,876	–	829,222,163
	P857,875,951	P5,507,760,133	P111,531	P857,764,726

Liquidity Risk

Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial instruments or that a market for derivatives may not exist in some circumstances.

The Group manages its liquidity profile to meet the following objectives: 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.

As at June 30, 2024 and December 31, 2023, all of the Group's financial liabilities, which consist of trade payables and other current liabilities (except statutory payables), are contractually payable on demand and up to sixty (60) days' term.

Correspondingly, the financial assets that can be used by the Group to manage its liquidity risk as at June 30, 2024 and December 31, 2023 consist of cash and cash equivalents, short-term time deposits, financial assets at FVTPL and trade receivables.

Market Risk

Market risk is the risk of loss to future earnings, to fair values or to future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchanges rates, commodity prices, equity prices and other market changes. The Group's market risk originates from its holdings of equity instruments and foreign currency-denominated financial instruments.

Equity price risk

Equity price risk is the risk to earnings or capital arising from changes in stock exchange indices relating to its quoted equity securities. The Group's exposure to equity price risk relates primarily to its financial assets at FVTPL which pertain to investments in shares of stock of companies listed in the PSE and in mutual fund shares. The Group's policy is to maintain the risk within an acceptable level. Movement in share price is monitored regularly to determine the impact on its financial position.

Since the carrying amount of financial assets subject to equity price risk is immaterial relative to the consolidated financial statements, Management believes that disclosure of equity price risk sensitivity analysis as at June 30, 2024 and December 31, 2023 is not significant.

Foreign currency risk

The Group's policy is to maintain foreign currency exposure within acceptable limits and within existing regulatory guidelines. The Group believes that its profile of foreign currency exposure on its assets and liabilities is within conservative limits for a financial institution engaged in the type of business in which the Group is engaged.

The Group's exposure to foreign currency exchange risk arises from its US\$-denominated cash in banks amounting to US\$249,431 and US\$90,041 as at June 30, 2024 and December 31, 2023, respectively (Note 4).

Since the amount of US\$-denominated cash in bank subject to foreign currency risk is immaterial relative to the consolidated financial statements, Management believes that disclosure of foreign currency risk analysis as at June 30, 2024 and December 31, 2023 is not significant.

Offsetting of Financial Assets and Liabilities

The table below presents information about rights to offset related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreements or similar agreements.

June 30, 2024 (Unaudited)						
Financial Instruments Recognized at End of Reporting Period by Type	Gross Carrying Amounts (Before Offsetting)	Gross Amounts Offset in Accordance with the Offsetting Criteria	Net Amount Presented in Consolidated Statements of Financial Position	Effect of Remaining Rights of Set-Off (Including Rights to Set Off Financial Collateral) that do not Meet PAS 32 Offsetting Criteria		
				Financial Instruments	Fair Value of Financial Collateral	Net Exposure
	[a]	[b]	[c] = [a-b]	[d]	[e]	[f] = [c-d-e]
Financial Assets						
Receivable from customers	P881,964,856	P-	P881,964,856	P392,826	P881,571,724	P306
Due from clearing house	145,342,731	-	145,342,731	-	-	-
	P1,027,307,587	P-	P1,027,307,587	P392,826	P881,571,724	P306
Financial Liabilities						
Payable to customers	P9,860,842,714	P-	P9,860,842,714	P392,826	P-	P9,860,449,888
	P9,860,842,714	P-	P9,860,842,714	P392,826	P-	P9,860,449,888
December 31, 2023 (Audited)						
Financial Instruments Recognized at End of Reporting Period by Type	Gross Carrying Amounts (Before Offsetting)	Gross Amounts Offset in Accordance with the Offsetting Criteria	Net Amount Presented in Consolidated Statements of Financial Position	Effect of Remaining Rights of Set-Off (Including Rights to Set Off Financial Collateral) that do not Meet PAS 32 Offsetting Criteria		
				Financial Instruments	Fair Value of Financial Collateral	Net Exposure
	[a]	[b]	[c] = [a-b]	[d]	[e]	[f] = [c-d-e]
Financial Assets						
Receivable from customers	P857,875,951	P-	P857,875,951	P229,318	P857,535,102	P111,531
Due from clearing house	10,886,128	-	10,886,128	-	-	10,886,128
	P868,762,079	P-	P868,762,079	P229,318	P857,535,102	P10,997,659
Financial Liabilities						
Payable to customers	P9,898,277,252	P-	P9,898,277,252	P229,318	P-	P9,898,047,934
	P9,898,277,252	P-	P9,898,277,252	P229,318	P-	P9,898,047,934

24. Fair Value Measurement

The following table shows the carrying value and fair value of the Group's refundable deposits, investment securities at amortized cost and investment property, whose carrying value does not approximate its fair value as at June 30, 2024 and December 31, 2023:

	Carrying Values		Fair Values	
	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
<i>Financial assets</i>				
Investment securities at amortized cost	P1,335,971,524	P1,392,306,218	P1,177,510,816	P1,242,965,655
<i>Non-financial assets</i>				
Refundable deposits	12,446,335	12,294,657	10,841,164	10,709,047
Investment property	11,819,071	12,256,814	38,816,150	38,413,490

The carrying amounts of cash and cash equivalents, cash in a segregated account, trade receivables, other receivables, trade payables and other current liabilities, which are all subject to normal trade credit terms and are short-term in nature, approximate their fair values.

Financial assets at FVTPL

The Group's financial assets at FVTPL are carried at their fair values as at June 30, 2024 and December 31, 2023. Fair value of financial assets at FVTPL is based on the closing quoted prices of stock investments published by the PSE. Fair value of mutual funds is based on net asset values computed and published by the mutual fund providers. Fair value of debt securities is based on the quoted market price in an active market as at June 30, 2024 and December 31, 2023.

Refundable deposits

The fair value of the refundable deposits is based on the present value of the future cash flows discounted using credit adjusted risk-free rates for a similar type of instrument using 2.80% as at June 30, 2024 and December 31, 2023. There are no changes in the valuation techniques in 2024 and 2023.

Investment securities at amortized cost

The fair value of the investment is based on the quoted market price in an active market as at June 30, 2024 and December 31, 2023.

Investment property

The fair value of the investment property has been based on highest and best use of property being appraised. Valuations were derived on the basis of recent sales of similar properties in the same areas as the investment property and taking into account the economic conditions prevailing at the time the valuations were made and comparability of similar properties sold with the property being valued.

Fair Value Hierarchy

All assets and liabilities for which fair value is measured or disclosed in the interim consolidated financial statements are categorized within the fair value hierarchy as follows:

	June 30, 2024 (Unaudited)			
	Carrying Value	Level 1	Level 2	Level 3
<i>Asset measured at fair value:</i>				
Financial assets at FVTPL	₱89,778,511	₱73,800,850	₱15,977,661	₱–
<i>Asset for which fair values are disclosed:</i>				
Refundable deposits	12,446,335	–	–	10,841,164
Investment securities at amortized cost	1,335,971,524	155,513,237	1,021,997,579	–
Investment property	11,819,071	–	–	38,816,150

	December 31, 2023 (Audited)			
	Carrying Value	Level 1	Level 2	Level 3
<i>Asset measured at fair value:</i>				
Financial assets at FVTPL	₱91,048,410	₱90,408,397	₱640,013	₱–
<i>Asset for which fair values are disclosed:</i>				
Refundable deposits	12,294,657	–	–	10,709,047
Investment securities at amortized cost	1,392,306,218	154,286,072	1,088,679,583	–
Investment property	12,256,814	–	–	38,413,490

During the period ended June 30, 2024 and the year ended December 31, 2023, there were no transfers among levels 1, 2 and 3 of fair value measurements.

25. EPS Computation

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Net income attributable to the equity holders of the Parent Company	₱250,611,408	₱276,708,880
Weighted average number of shares for earnings per share (Note 15)	4,760,000,000	4,760,000,000
Basic and diluted earnings per share	₱0.05	₱0.06

26. Segment Information

Business Segments

The Group's business segments follow:

- Stockbrokerage services pertaining to the Group's stockbrokerage companies, mainly the Parent Company and COLHK; and
- Others pertaining to the Group's subsidiaries other than COLHK. This includes CIMI which is an asset management firm and CEIUMF and CSGEUMF which are unitized funds.

The following table presents certain information regarding the Group's business segments:

	June 30, 2024 (Unaudited)			
	Stockbrokerage services	Others	Elimination	Total
Revenue from external customers:				
Commissions	P184,586,781	P–	(P62)	P184,586,719
Interest	360,030,141	4,734,013	–	364,764,154
Trail fees	13,432,922	–	(1,867,505)	11,565,417
Others	10,559,950	1,346,240	32	11,906,222
Segment revenue	568,609,794	6,080,253	(1,867,535)	572,822,512
Cost of services	(123,300,323)	(1,871,404)	1,867,535	(123,304,192)
Operating expenses	(89,835,355)	(2,704,019)	–	(92,539,374)
Depreciation and amortization	(8,765,340)	(836,668)	–	(9,602,008)
Other losses	(951,391)	(47,108)	–	(998,499)
Income before income tax	345,757,385	621,054	–	346,378,439
Provision for income tax	(95,639,003)	(498,944)	–	(96,137,947)
Net income	P250,118,382	P122,110	P–	P250,240,492
Segment assets	P12,488,494,761	P175,277,120	(P448,926,118)	P12,214,845,763
Segment liabilities	10,222,858,766	2,232,329	(146,881,569)	10,078,209,526
Capital expenditures:				
Fixed assets	(11,956,780)	(74,821)	–	(12,031,601)
Cash flows arising from:				
Operating activities	113,732,904	(1,495,601)	–	112,237,303
Investing activities	242,966,203	(74,821)	–	242,891,382
Financing activities	(322,144,108)	(358,400)	–	(322,502,508)
	December 31, 2023 (Audited)			
	Stockbrokerage services	Others	Elimination	Total
Revenue from external customers:				
Commissions	P329,612,059	P–	(P12,356)	P329,599,703
Interest	700,351,485	8,117,889	–	708,469,374
Trail fees	23,484,733	–	(1,511,348)	21,973,385
Others	25,480,717	6,285,393	12,336	31,778,446
Segment revenue	1,078,928,994	14,403,282	(1,511,368)	1,091,820,908
Cost of services	(280,328,459)	(1,512,248)	1,511,368	(280,329,339)
Operating expenses, net of other income	(219,633,478)	(6,031,034)	–	(225,664,512)
Depreciation and amortization	(17,705,264)	(1,549,367)	–	(19,254,631)
Other losses	(10,020,434)	(69,417)	–	(10,089,851)
Income before income tax	551,241,359	5,241,216	–	556,482,575
Provision for income tax	(128,478,210)	(2,378,525)	–	(130,856,735)
Net income	P422,763,149	P2,862,691	P–	P425,625,840
Segment assets	P12,586,109,414	P175,989,284	(P440,276,633)	P12,321,822,065
Segment liabilities	10,271,381,941	3,066,605	(144,628,084)	10,129,820,462
Capital expenditures:				
Fixed assets	10,289,179	–	–	10,289,179
Cash flows arising from:				
Operating activities	(162,632,736)	(1,702,097)	–	(164,334,833)
Investing activities	(601,788,789)	(160,665)	–	(601,949,454)
Financing activities	(236,445,752)	14,274,343	–	(222,171,409)

Geographical Information

For management purposes, the Group is organized into business units based on its geographical location and has two (2) reportable segments as follows:

- Philippine segment, which pertains to the Group's Philippine operations.
- Hong Kong segment, which pertains to the Group's HK operations.

The following tables present certain information regarding the Group's geographical segments:

	June 30, 2024 (Unaudited)			
	Philippines	Hong Kong	Elimination	Total
Revenue from external customers:				
Commissions	P184,418,132	P168,649	(P62)	P184,586,719
Interest	364,753,131	11,023	–	364,764,154
Trail fees	13,432,922	–	(1,867,505)	11,565,417
Others	11,376,019	530,171	32	11,906,222
Segment revenue	573,980,204	709,843	(1,867,535)	572,822,512
Cost of services	(118,664,571)	(6,507,156)	1,867,535	(123,304,192)
Operating expenses	(87,167,962)	(5,371,412)	–	(92,539,374)
Depreciation and amortization	(9,602,008)	–	–	(9,602,008)
Other losses	(428,229)	(570,270)	–	(998,499)
Income (loss) before income tax	358,117,434	(11,738,995)	–	346,378,439
(Provision for) recovery from income tax	(96,268,145)	130,198	–	(96,137,947)
Net income (loss)	P261,849,289	(11,608,797)	P–	P250,240,492
Segment assets	P12,414,898,992	P248,872,889	(P448,926,118)	P12,214,845,763
Segment liabilities	10,208,681,784	16,409,311	(146,881,569)	10,078,209,526
Capital expenditures:				
Fixed assets	(12,031,601)	–	–	(12,031,601)
Cash flows arising from:				
Operating activities	105,389,422	6,847,881	–	112,237,303
Investing activities	242,891,382	–	–	242,891,382
Financing activities	(322,502,508)	–	–	(322,502,508)

	December 31, 2023 (Audited)			
	Philippines	Hong Kong	Elimination	Total
Revenue from external customers:				
Commissions	P327,107,822	P2,504,237	(P12,356)	P329,599,703
Interest	708,450,456	18,918	–	708,469,374
Trail fees	23,484,733	–	(1,511,348)	21,973,385
Others	30,870,078	896,032	12,336	31,778,446
Segment revenue	1,089,913,089	3,419,187	(1,511,368)	1,091,820,908
Cost of services	(268,424,839)	(13,415,868)	1,511,368	(280,329,339)
Operating expenses, net of other income	(217,095,296)	(8,569,216)	–	(225,664,512)
Depreciation and amortization	(17,612,572)	(1,642,059)	–	(19,254,631)
Other losses	(9,834,452)	(255,399)	–	(10,089,851)
Income (loss) before income tax	576,945,930	(20,463,355)	–	556,482,575
Provision for income tax	(130,856,735)	–	–	(130,856,735)
Net income (loss)	P446,089,195	(P20,463,355)	P–	P425,625,840
Segment assets	P12,489,530,559	P272,568,139	(P440,276,633)	P12,321,822,065
Segment liabilities	10,235,286,642	39,161,904	(144,628,084)	10,129,820,462
Capital expenditures:				
Fixed assets	10,289,179	–	–	10,289,179
Cash flows arising from:				
Operating activities	(28,451,001)	(135,883,832)	–	(164,334,833)
Investing activities	(601,949,454)	–	–	(601,949,454)
Financing activities	(220,468,452)	(1,702,957)	–	(222,171,409)

27. Mutual Fund Operations

The following assets and liabilities held by the mutual fund subsidiaries in relation to the investment of the unitholders are not included in the accompanying statements of financial position as these are not assets of the mutual fund subsidiaries:

CEIUMF

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)
Cash and cash equivalents	P3,605,806	P3,864,631
Financial assets at FVTPL	229,815,759	225,736,432
Other assets	521,079	212,453
Due to broker	—	(420,093)
Other liabilities	(423,103)	(402,601)
Net assets attributable to unitholders	P233,519,541	P228,990,822

CSGEUMF

	June 30, 2024 (Unaudited)	December 31, 2023 (Audited)*
Cash and cash equivalents	P28,657,917	P43,283,881
Financial assets at FVTPL	244,246,780	67,911,579
Other assets	949,857	338,976
Due to broker	—	(1,039,828)
Other liabilities	(647,490)	(275,960)
Net assets attributable to unitholders	P273,207,064	P110,218,648

* *CSGEUMF started its commercial operations on October 6, 2023.*

28. Cost of Services

This account consists of:

	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Personnel costs (Notes 17, 18 and 20)	P28,415,415	P28,014,769
Professional fees (Note 20)	20,801,537	20,481,537
Communications	20,142,818	19,725,515
Commission expense (Note 20)	14,693,684	12,565,566
Stock exchange dues and fees (Note 16)	14,246,626	14,507,592
Depreciation and amortization (Notes 9, 10, 11 and 21)	11,546,572	14,437,725
Central depository fees	5,054,391	4,891,280
Research	2,420,237	2,113,832
Others	5,982,912	7,018,305
	P123,304,192	P123,756,121

On April 6, 2022, the BIR issued a ruling to the Parent Company confirming the inclusion in its cost of services of: salaries, wages and benefits; outside services; materials, supplies and facilities; depreciation; rental; and other office costs that are considered as direct costs and expenses that are inherently necessary to deliver the services required in the conduct of its business activities as a service-oriented company.

Outside services comprise agents' commissions, as well as professional fees paid to third-party independent contractors. These expenses are directly associated with and indispensable for the Parent Company's provision of essential services to its customers.

'Others' include among others, office supplies, computer accessories and maintenance costs of servers which are utilized in providing the service and are considered as essential expense items for an entity engaged in the business of stockbrokerage and dealership in securities.

29. Events After the Reporting Period

On August 16, 2024, the Board of Directors declared a stock dividend of 25% of the outstanding shares, totaling 119,000,000 shares, to stockholders of record as of October 23, 2024, with the dividends scheduled for distribution on November 14, 2024. The declaration of stock dividends will be submitted for approval by the stockholders at a special stockholders' meeting to be held on September 27, 2024.

SCHEDULE I
COL FINANCIAL GROUP, INC. AND SUBSIDIARIES
RECONCILIATION OF RETAINED EARNINGS AVAILABLE
FOR DIVIDEND DECLARATION
PURSUANT TO REVISED SRC RULE 68 AND
SEC MEMORANDUM CIRCULAR NO.11
JUNE 30, 2024 (Unaudited)

<u>Unappropriated Retained Earnings of the Parent Company, beginning of the reporting period</u>		P954,621,280
<u>Add: Items that are directly credited to Unappropriated Retained Earnings</u>		
Reversal of Retained Earnings Appropriations	P—	—
<u>Less: Items that are directly debited to Unappropriated Retained Earnings</u>		
Dividend declarations during the reporting period	(309,876,000)	(309,876,000)
<u>Unappropriated Retained Earnings of the Parent Company, as adjusted, beginning of the year</u>		644,745,280
<u>Net income during the period closed to retained earnings (Parent)</u>	261,727,179	
<u>Add: Unrealized income recognized in the profit or loss in prior reporting periods but reversed in the current reporting period (net of tax)</u>		
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at FVTPL	78,130	
<u>Net Income Actual/Realized</u>	261,805,309	261,805,309
<u>Add (Less): Other items that should be excluded from the determination of the amount of available for dividends distribution</u>		
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	93,357	
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g. set up of right of use asset retirement obligation	12,828	
Appropriations of retained earnings based on 10% of 2023 audited net income to be approved subsequently in 2024**	—	
Subtotal	106,185	106,185
<u>Unappropriated Retained Earnings of the Parent Company, as adjusted, end of the period*</u>		<u><u>P906,656,774</u></u>

* As of June 30, 2024, the amount of consolidated retained earnings shown in the accompanying consolidated financial statements includes the net accumulated earnings of the subsidiaries amounting to P44,765,589. The retained earnings shown in the above table represents the retained earnings of the Parent Company.

** Appropriation of retained earnings is in compliance with SRC Rule 49.1 B Reserve Fund requiring the Parent Company to annually appropriate ten percent (10.00%) of its audited net income.

SCHEDULE II
COL FINANCIAL GROUP, INC. AND SUBSIDIARIES
SCHEDULE SHOWING FINANCIAL SOUNDNESS INDICATORS
PURSUANT TO SRC RULE 68, AS AMENDED

Below are the financial ratios that are relevant to the Group as of and for the periods ended June 30, 2024 and 2023:

Ratio	Formula	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)
Current ratio	Total current assets divided by Total current liabilities <div style="display: flex; justify-content: space-between;"> <div>Total current assets</div> <div>₱11,043,616,434</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by Total current liabilities</div> <div>9,969,268,687</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Current ratio</div> <div>1.11</div> </div>	1.11:1	1.12:1
Debt-to-equity ratio	Total liabilities divided by Average equity <div style="display: flex; justify-content: space-between;"> <div>Total liabilities</div> <div>₱10,078,209,526</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by Average equity</div> <div>2,144,512,553</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Debt-to-equity ratio</div> <div>4.70</div> </div> Average equity is computed as follows: <div style="display: flex; justify-content: space-between;"> <div>Beg. total equity</div> <div>₱2,172,009,778</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Ending total equity</div> <div>2,117,015,328</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Total</div> <div>4,289,025,106</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by</div> <div>2</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Average equity</div> <div>2,144,512,553</div> </div>	4.70:1	4.98:1
Quick ratio	Total liquid assets divided by Total current liabilities <div style="display: flex; justify-content: space-between;"> <div>Total liquid assets</div> <div>₱11,011,504,533</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by Total current liabilities</div> <div>9,969,268,687</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Quick ratio</div> <div>1.10</div> </div> <p><i>*Liquid assets comprise of cash and cash equivalents, short-term time deposits, financial assets at FVTPL, investments securities at amortized cost, trade receivables and other receivables.</i></p>	1.10:1	1.12:1
Asset-to-equity ratio	Total assets divided by Average equity <div style="display: flex; justify-content: space-between;"> <div>Total assets</div> <div>₱12,214,845,763</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by Average equity</div> <div>2,144,512,553</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Asset-to-equity ratio</div> <div>5.70</div> </div>	5.70	6.01
Return on assets	Net income divided by Average assets <div style="display: flex; justify-content: space-between;"> <div>Net income</div> <div>₱250,611,408</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divide by Average assets</div> <div>12,268,333,914</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Asset-to-equity ratio</div> <div>2%</div> </div>	2%	2%

Ratio	Formula	June 30, 2024 (Unaudited)	June 30, 2023 (Unaudited)										
	<div>Average assets is computed as follows:</div> <table><tr><td>Beg. total assets</td><td>₱12,321,822,065</td></tr><tr><td>Ending total assets</td><td>12,214,845,763</td></tr><tr><td>Total</td><td>24,536,667,828</td></tr><tr><td>Divide by</td><td>2</td></tr><tr><td>Average assets</td><td>₱12,268,333,914</td></tr></table>	Beg. total assets	₱12,321,822,065	Ending total assets	12,214,845,763	Total	24,536,667,828	Divide by	2	Average assets	₱12,268,333,914		
Beg. total assets	₱12,321,822,065												
Ending total assets	12,214,845,763												
Total	24,536,667,828												
Divide by	2												
Average assets	₱12,268,333,914												
Return on average stockholder's equity (annualized)	<div>Net income divided by Average stockholder's equity</div> <table><tr><td>Net income (annualized)</td><td>₱501,222,816</td></tr><tr><td>Divide by Average equity</td><td>2,144,512,553</td></tr><tr><td>Return on average stockholder's equity (annualized)</td><td>23%</td></tr></table>	Net income (annualized)	₱501,222,816	Divide by Average equity	2,144,512,553	Return on average stockholder's equity (annualized)	23%	23%	28%				
Net income (annualized)	₱501,222,816												
Divide by Average equity	2,144,512,553												
Return on average stockholder's equity (annualized)	23%												
Net profit margin	<div>Net income divided by Total revenues</div> <table><tr><td>Net income</td><td>₱250,611,408</td></tr><tr><td>Total revenues</td><td>572,822,512</td></tr><tr><td>Net profit margin</td><td>44%</td></tr></table>	Net income	₱250,611,408	Total revenues	572,822,512	Net profit margin	44%	44%	48%				
Net income	₱250,611,408												
Total revenues	572,822,512												
Net profit margin	44%												

ANNEX “C” MANAGEMENT REPORT

Management's Discussion and Analysis (MD&A) of Financial Condition and Results of Operations

The following is a discussion and analysis of the financial performance of COL Financial Group, Inc. (“COL”, “COL Financial”, or the “Parent Company”) and its subsidiaries, collectively referred to as “the Group”. The discussion aims to provide readers with an appreciation of its business model and the key factors underlying its financial results. The MD&A should be read in conjunction with the unaudited interim consolidated financial statements of the Group filed as part of this report.

A. Company Overview

COL Financial Group, Inc. (“COL”, “COL Financial”, or the “Parent Company”), is a publicly listed company in the Philippine Stock Exchange (PSE), incorporated on August 16, 1999 for a singular purpose: to help every Filipino achieve a richer life.

In its pursuit of making investing easy and convenient for everyone, COL launched its proprietary online trading platform in 2001, offering real-time market information and direct market access, while providing the comprehensive stock market research and analysis necessary for its clients to make well-informed investment decisions.

COL established its wholly-owned foreign subsidiary COL Securities (HK) Limited (“COLHK”) on June 20, 2001 to provide investors with online access to the Hong Kong stock market. This reach was further expanded in August 2014 when COLHK entered into a non-disclosed broker account with Interactive Brokers (IB) which allowed its clients to electronically trade in global equity markets that included Japan, USA, Singapore, Germany, and China. However, due to challenging market conditions, including increased competition and market volatility, which have led to diminished returns and limited business prospects, COLHK ceased trading operations on May 30, 2024. It is currently undergoing deregistration procedures, which is expected to be completed by August 31, 2025.

In July 2015, continuing its drive to enable Filipinos to achieve their financial goals, COL launched the Philippines’ first online mutual fund supermarket, COL Fund Source, giving investors access to a wide selection of the country’s top mutual funds, with no sales-load or transaction fees.

In 2019, COL set up its own asset management firm, COL Investment Management, Inc. (“CIMI”), to create mutual funds that would address the different investment needs of COL’s customer base. CIMI serves as the fund manager of two mutual funds, namely, COL Equity Index Unitized Mutual Fund, Inc. (“CEIUMF”) and COL Strategic Growth Equity Unitized Mutual Fund, Inc. (“CSGEUMF”).

Today, COL is the leading online stockbroker in the Philippines, remaining committed to its objective of prosperity for the Filipino people, by providing easy access to the market and the knowledge they need to invest wisely.

B. Business Model

COL Financial is a full-service online broker. Whether the clients are individual investors or institutional, wherever they may fall on the spectrum of net worth, investing experience, or stages of life, COL provides them with the tools and guidance necessary to make informed investment decisions. COL’s tools, such as its online platform and other online services, have greatly facilitated access to the market for many Filipinos. COL also brings within easy reach the expertise of its professionals through

regular research reports, technical guides, in addition to the educational support that it provides through its webinars, online market briefings, and social media outreach. One of the side effects of the pandemic has been to encourage the development of remote and scalable systems that allow the Parent Company to reach and assist more Filipinos, in line with its advocacy.

COL Financial derives a significant proportion of its revenues from its stock brokerage business in the Philippines. Most of the revenues generated from its Philippine operations include:

- (1) commission generated from stock trades,
- (2) interest income from margin financing,
- (3) trail fees arising from its fund distribution business, and
- (4) interest income made from short-term placements.

C. Industry and Economic Review

After performing strongly in the first quarter, the stock market suffered from a steep sell-off in the second quarter. Consequently, the Philippine Stock Exchange index (PSEi) gave back all its gains, ending the first half of the year flat on a year-to-date basis.

While the market's strong performance during the early part of the year was due to expectations that the Federal Reserve System (Fed) and the Bangko Sentral ng Pilipinas (BSP) would start cutting rates soon, concerns that inflation was picking up again (both domestically and in the U.S.) coupled with the Fed's increasingly hawkish tone caused sentiment for Philippine stocks to deteriorate.

Note that oil and rice prices were trending higher during the first few months of the year, raising concerns that inflation would pick up again. In fact, the said concern prompted the BSP governor to announce a possible delay in rate cuts in April 2024.

Like the Philippines, there were concerns that inflation would trend higher in the United States of America as various indicators registered elevated first quarter numbers. This caused the Fed to reduce its guidance on the number of rate cuts for 2024 from three to one.

Because of the said developments, the Philippine 10-year bond rate jumped to as high as 7.0% in the second quarter of 2024 after falling to an average of 6.2% during the first quarter of the same year. Meanwhile, the peso weakened by 5.9% against the dollar to ₱58.87 as of end June 2024.

Lackluster trading resumed, with average daily value turnover in the Philippine Stock Exchange (PSE) falling by 10.7% year-on-year to only ₱6.23 billion. Foreign investors also turned back into net sellers after accumulating ₱9.10 billion worth of stocks during the first quarter of 2024. This brought their total net selling amount to ₱30.82 billion during the first half of 2024.

D. Business Review

1. *Key Performance Indicators*

COL is dedicated to optimizing profitability by efficiently utilizing its capital resources, with the ultimate goal of enhancing shareholder value. To this end, COL consistently monitors and evaluates the effectiveness of its corporate activities and key performance indicators (KPIs) to measure the success of its financial and operational strategies, along with accompanying action plans. Presented below are some of the essential KPIs that COL utilizes for performance measurement:

	June 30, 2024	June 30, 2023
Number of Customer Accounts*	543,274	526,541
Customers' Net Equity (in millions)	₱111,639.58	₱108,676.37
Revenues (in millions)	₱572.82	₱571.54
Annualized Return on Equity	23.4%	27.8%
Risk Based Capital Adequacy Ratio*	628.5%	582.4%
Liquid Capital** (in millions)	HKD–	HKD28.61

* Parent Company only.

**HK Subsidiary - ceased its stockbrokerage operations on May 30, 2024.

COL's client base continued to grow, with the **number of customer accounts** for its Philippine operations increasing by 3.2% year-on-year to 543,274 as of end of June 2024. The number of accounts increased as a direct result of continued sales and marketing efforts, which include social media campaigns, online and in-person seminars, participation in financial forums and targeted win-back campaigns. The Parent Company also continued to promote and conduct advanced-level webinars on dividend investing, REITs and income-paying global funds to attract new and existing clients seeking quality investments for passive income.

Net equity of clients likewise improved by 2.7% to ₱111.64 billion as of end June 2024, largely driven by net new fund flows of clients. Net new cash inflows reached ₱1.57 billion during the past twelve months. On the other hand, there was minimal capital appreciation as the PSEi index ended the first half flat compared to the same period last year.

Despite the increase in COL's client base and their net equity, **revenues** during the first semester were flat at ₱572.82 million. Although interest income and trail fees increased, this was almost completely offset by the drop in commission revenues and the booking of trading losses.

Flattish revenues coupled with higher operating costs and provision for income taxes led to the 9.4% decline in net income to ₱250.24 million. Because of this, annualized **return on average equity** (ROE) fell to 23.4% in the first half of 2024 from 27.8% in the same period in 2023.

During the period in review, the Parent Company continued to meet the stringent rules of regulators in the Philippines. As of end June 2024, the Parent Company's **Risk Based Capital Adequacy Ratio** (RBCA) reached 628.5%, well above the minimum requirement of 110.0%.

2. *Material Changes in Financial Condition (June 30, 2024 vs. December 31, 2023)*

COL's asset base was flat at ₱12.21 billion as of end June 2024 compared to its end December 2023 level.

Cash and cash equivalents, cash in a segregated account, and short-term time deposits composed mainly of cash in banks and special time deposits were down by 1.99% at ₱9.47 billion as of end June 2024. The said amount was equivalent to 85.8% of COL's current assets. The drop was largely due to the payment of cash dividends amounting to ₱309.88 million. On the other hand, the value of investment securities held at amortized cost, which primarily consists of investments in treasury bills and local government bonds, fell by 4.1% to ₱1.34 billion as of end June 2024 from ₱1.39 billion as of end December 2023. This occurred as Management continued to allocate more funds into short-term time deposits, with maturity of less than three months or less, to capitalize on their relatively higher yields compared to treasury bills.

Total trade receivables grew by 16.7% to ₱1.03 billion. This was largely due to the significant increase in receivable from the Philippine clearing house to ₱145.34 million as of end June 2024 from ₱10.89 million as of end December 2023 as the Parent Company's customers were in a net selling position during the last two trading days of June 2024. Receivables from customers also

increased slightly by 2.8% to ₱881.96 million mainly due to more selling transactions from postpaid customers.

On the other hand, other receivables decreased by 5.7% to ₱86.78 million. This was mainly due to the 10.9% drop in accrued interest from time deposits and bonds to ₱68.94 million. The decline in accrued interest was partly offset by the 62.7% increase in receivables from fund houses to ₱7.11 million as the value of customer redemptions were higher as of end June 2024 compared to end December 2023.

Financial assets at fair value through profit or loss was flat at ₱89.78 million as no new funds were placed in longer-term financial assets. However, funds within the said account were reallocated as COL's mutual fund subsidiaries reduced their exposure to debt and equity securities in favor of mutual fund placements.

Prepayments fell by 9.4% to ₱7.98 million. The decline was partly due to the decrease in prepaid insurance by ₱1.41 million as the premiums are usually paid in July and August of the year. Other prepayments also decreased by ₱2.02 million because most of the server maintenance agreements which were paid in the previous year are fully amortized already. Similar to insurance premiums, these yearly maintenance costs are usually paid in the third quarter of the year. These were almost offset by the ₱2.57 million increase in prepaid taxes to ₱3.73 million as these are usually paid at the beginning of the year and are amortized over twelve months.

Other current assets increased by 11.4% to ₱24.13 million primarily attributed to a ₱1.77 million excess payment in the form of creditable withholding taxes for the first half of 2024, which can be utilized for future tax payments.

Property and equipment were flat at ₱72.25 million. The combined amount of capital expenditures and addition to right-of-use assets amounting to ₱20.61 million was only slightly more than the ₱19.83 million depreciation and amortization expense booked during the first half of 2024.

Trade payables were flat at ₱9.86 billion for the year-to-date period as payable to customers were hardly changed.

Other current liabilities were lower by 30.3% at ₱87.58 million. This reduction stemmed from the settlement of accrued expenses, taxes, and management bonuses in January of this year. This was partly offset by an increase in payables to the BIR due to the recognition of final taxes on cash dividends paid in June 2024 and increase mutual fund redemptions payable to customers.

Stockholders' equity was down slightly by 2.5% to ₱2.14 billion due to the payment of ₱309.88 million worth of cash dividends which was larger than the ₱250.24 million in net income booked during the first half of 2024.

3. *Material Changes in the Results of Operations (June 30, 2024 vs. June 30, 2023)*

COL's consolidated revenues during the first half of 2024 were flat at ₱572.82 million. Although interest income and trail fees increased, this was almost completely offset by the drop in commission revenues and the booking of trading losses. Cost of services were also flat at ₱123.30 million as the drop in depreciation and amortization, and other expenses was offset by the increase in commission expenses, communication costs, personnel costs and professional fees. Meanwhile, operating expenses, which are largely fixed in nature, increased by 6.7% to ₱102.00 million. Provision for income taxes rose by 29.3% to ₱96.14 million largely due to the booking of ₱27.54 million worth of deferred taxes. Because of the foregoing movements, net income fell by 9.4% to ₱250.24 million in the first half of 2024.

COL's revenues were flat during the period in review. Commission revenues dropped by 4.2% to ₱184.59 million as investors remained cautious given the numerous uncertainties prevailing in the Philippine stock market. As discussed earlier, the PSEi index was barely changed compared to its level a year ago while average daily value turnover in the PSE decreased by 10.7% to ₱6.23 billion during the first half of 2024.

Also pulling down revenues was the booking of ₱1.01 million worth of trading losses from the Parent Company's dealer activities in the first half of 2024. In contrast, it booked ₱4.87 million worth of trading gains during the same period last year.

On the positive side, higher interest rates allowed interest income to increase by 3.8% to ₱364.76 million during the first half of 2024. Interest income from placements rose by 5.0%, more than offsetting the 6.7% drop in interest income from the margin lending business.

Meanwhile, trail fees rose slightly by 4.8% to ₱11.57 million, brought about by the higher value of mutual fund assets under administration (AUA).

Cost of services were flat at ₱123.30 million. The decrease in depreciation and amortization expenses classified as cost of services by 20.0% to ₱11.55 million and other cost of services by 14.8% to ₱5.98 million was almost completely wiped-out by higher commission expense, communication costs, personnel costs, and professional fees. Commission expense increased by 16.9% to ₱14.69 million as agent-managed accounts traded more actively despite the weak PSEi performance. Communication costs, personnel costs, and professional fees, which together account for 56.3% of total cost of services, also increased slightly by 1.7% to ₱69.36 million.

On a consolidated basis, personnel costs increased by 4.4% to ₱87.41 million largely due to pay adjustments. Meanwhile, consolidated professional fees dropped by 2.7% to ₱24.35 million mainly due to the non-renewal of selected consultancy contracts.

Consolidated communications expense, which includes the amount booked under cost of services and operating expenses, was flat at ₱20.61 million.

Advertising and marketing expenses jumped by 45.5% to ₱6.07 million mainly due to marketing expenses recorded from the Parent Company's foreign counterparties.

Membership fees and dues dropped by 16.3% to ₱701,293 in first half of 2024, mainly because of the reduction in the annual listing fee paid by the Parent Company. This reduction was a result of the lower market capitalization as of end 2023, which served as the basis for computing the listing fee.

Total expenses comprised of cost of services and operating expenses increased by 2.7% to ₱225.30 million. Since expenses grew faster than revenues, pre-tax profits declined 1.2% to ₱346.38 million.

Despite the drop in operating profits, provision for income taxes increased by 29.3% to ₱96.18 million. The increase was largely due to the booking of ₱28.10 million in deferred taxes based on the prospective gain the Parent Company would realize upon total liquidation of COLHK.

Net profits fell by 9.4% to ₱250.24 million from ₱276.30 million because of the said factors.

4. Other Matters

- a. COL is not aware of any known trends, demands, commitments, events or uncertainties that will have a material impact on the Group's liquidity. The Group has not defaulted in paying its obligations, which arise mostly from withdrawals made by customers. In addition,

obligations of the Parent Company are fully funded in compliance with the Securities Regulation Code (SRC) Rule 49.2 while COLHK Subsidiary maintains a fund for the exclusive benefit of its customers in compliance with the regulations of the Securities and Futures Commission of Hong Kong.

- b. COL is not aware of any events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.
- c. COL is not aware of any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Group with other persons created during the reporting period.
- d. COL is not aware of any material commitments for capital expenditures.
- e. COL is not aware of any known trends, events, or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations of the Group.
- f. COL is not aware of any significant elements of income or loss that did not arise from the Group's continuing operations.
- g. COL is not aware of any seasonal aspects that had a material effect on the financial condition or results of operations of the Group.

E. Market Price and Dividends

1. *Market Information*

The common shares of COL Financial were listed at the PSE on July 12, 2006 under the ticker symbol "COL". The total number of outstanding shares of COL as of August 16, 2024 is 4,760,000,000 with a market capitalization of ₱10.61 billion as of the same date, based on the closing price of ₱2.23 per share.

The high and low sales prices of COL shares transacted at the PSE for each quarter within the last two (2) years and the first two (2) quarters of 2024 are as follows:

	2024		2023		2022	
	High	Low	High	Low	High	Low
1 st Quarter	2.67	2.10	3.22	2.84	4.15	3.56
2 nd Quarter	2.43	2.12	3.10	2.85	3.95	3.40
3 rd Quarter	-	-	3.06	2.91	3.53	3.20
4 th Quarter	-	-	2.96	2.44	3.45	2.95

As of August 28, 2024, the closing price of COL shares is ₱2.16 per share.

2. *Holders of Common Equity*

As of August 16, 2024, there are thirty-two (32) holders of common shares of COL. The top twenty (20) common shareholders of the Parent Company are as follows:

	Name	Total No. of Common Shares	Percentage of Total Shares Outstanding
1	PCD Nominee Corporation	4,063,960,950	85.3773
2	Lee, Edward K.	622,500,000	13.0777
3	Ang, Valentina L.	50,000,000	1.0504
4	Lee, Lydia C.	10,000,000	0.2101
5	Tan, Jessalynn L.	10,000,000	0.2101
6	Lim, Hernan G.	1,000,000	0.0210
7	Yu, Raymond C.	1,000,000	0.0210
8	Han, Paulwell	1,000,000	0.0210
9	Barretto, Serafin Jr. P.	120,000	0.0025
10	Estacion, Manuel S.	100,000	0.0021
11	Yu, Wellington C. Or Yu, Victoria O.	100,000	0.0021
12	Villanueva, Myra P.	60,000	0.0013
13	Filio, Sernando	50,000	0.0011
14	Gara, Rosario	50,000	0.0011
15	Khoo Boo Boon	10,000	0.0002
16	Hapi Iloilo Corporation	10,000	0.0002
17	Litman, Joel A.	10,000	0.0002
18	Guerzon, Maria Carmen	6,680	0.0001
19	Villanueva, Milagros P.	5,000	0.0001
20	Villanueva, Myrna P.	5,000	0.0001
	TOTAL	4,759,987,630	99.9997

3. *Dividends*

a. **Cash Dividends**

Year	Amount / Share	Type	Ex-Date	Record Date	Payment Date
2024	₱0.0186	Regular	May 16, 2024	May 17, 2024	June 5, 2024
	₱0.0465	Special	May 16, 2024	May 17, 2024	June 5, 2024
2023	₱0.0114	Regular	May 11, 2023	May 16, 2023	June 2, 2023
	₱0.0306	Special	May 11, 2023	May 16, 2023	June 2, 2023
2022	₱0.0240	Regular	May 11, 2022	May 16, 2022	June 2, 2022
	₱0.0610	Special	May 11, 2022	May 16, 2022	June 2, 2022

b. **Dividend Policy**

The Board of Directors of COL, in its meeting held on April 26, 2007, approved a policy of declaring an annual regular cash dividend of twenty per cent (20%) of its net income. The payment of dividends shall be taken out of the unappropriated retained earnings of the Parent Company. There are no restrictions that limit payment of dividends on common shares.

4. *Recent Sales of Unregistered or Exempt Securities*

There was no sale of unregistered or exempt securities as of August 28, 2024.

5. Discussion on Compliance with leading practice on Corporate Governance

- a. Compliance with the Parent Company's Corporate Governance Manual is being monitored regularly by the Compliance Officer. Orientation and workshop meetings are held to operationalize the Manual. As a guide, the Parent Company uses the Corporate Governance Scorecard for Publicly-listed Companies as its evaluation system to measure level of compliance with its Manual.
- b. A continuing and on-going review and evaluation of the Parent Company's key result areas and key performance indicators of all its departments are being closely monitored to ensure that measures are being undertaken to fully comply with the Company's adopted leading practices on good governance.
- c. There are no deviations from the Parent Company's Manual on Corporate Governance that it is aware of.
- d. The Parent Company continues to review and evaluate its policies and measures being undertaken to continue to adhere to the principles and practices of good corporate governance.

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ANNEX “D”
PARTICIPATION BY REMOTE COMMUNICATION AND
ELECTRONIC VOTING IN ABSENTIA

As approved by a majority of the Board of Directors pursuant to their authority under the Amended By-Laws of COL Financial Group, Inc. (“COL” or the “Corporation”), the Corporation will dispense with the physical attendance at the Special Shareholders’ Meeting (“Meeting”) and allow shareholders to attend only by remote communication. Voting shall be done electronically in absentia through the same platform or by voting through the Chairman of the meeting as proxy. A stockholder voting electronically in absentia will be deemed present at the meeting for purposes of quorum.

Below are the guidelines for participation by remote communication and electronic voting in absentia:

1. To be able to participate in the Meeting by remote communication as well as vote electronically in absentia, shareholders as of Record Date of 04 September 2024 (“Shareholders”) will have to register at <https://shareholders.colfinancial.com> (“Portal”). The Portal shall be open for registration on 05 September 2024.
2. To enable the Corporation to perform validation procedures, identify the shareholders participating by remote communication and record their presence for purposes of quorum, the shareholders must complete the registration requirements in the Portal by 5:00 p.m. on 13 September 2024. After this date, Shareholders may no longer avail of the option to vote in absentia.
3. The guidelines for registration will be stated in the Portal. The following information will be required for registration:
 - a. For Individual Shareholders
 - i. Full name;
 - ii. Valid and active e-mail address;
 - iii. Scanned copy of the Shareholder’s valid government issued ID showing their photo and personal details, which ID should not expire before the date of the Meeting; and
 - iv. Scanned copy of the stock certificate/s in the name of the Shareholder or Broker’s certification on the number of COL shares held by Shareholder as of Record Date;
 - b. For Corporate Shareholders
 - i. Complete company name;
 - ii. SEC Registration Number;
 - iii. Valid and active e-mail address;
 - iv. Complete name of the corporate Shareholder’s representative;
 - v. Scanned copy of the Secretary’s Certificate attesting to the authority of the representative to vote on or behalf of the Shareholder;
 - vi. Scanned copy of the valid government issued ID of the person who signed the Secretary’s Certificate showing their photo and specimen signature, which ID should not expire before the date of the Meeting;
 - vii. Scanned copy of the authorized representative’s valid government issued ID showing their photo and personal details, which ID should not expire before the date of the Meeting; and
 - viii. Scanned copy of the stock certificate/s in the name of the Shareholder or Broker’s certification on the number of COL shares held by Shareholder as of Record Date.
 - c. COL reserves the right to request for such additional documents as may be necessary under the circumstances.

The submission of incomplete or inconsistent information may result in unsuccessful registration. In case of unsuccessful registration, the Shareholder will not be allowed to vote electronically in absentia. However, the Shareholder may still exercise their right to vote through the Chairman of the meeting as proxy. Proxies must be submitted by email on or before 13 September 2024 to corporatesecretary@colfinancial.com.

4. The Shareholder shall receive an email upon successful registration and validation.
5. Voting Electronically in Absentia
 - a. The Agenda items will be included in the digital ballot available in the Portal. The registered Shareholder either vote Yes, No, or Abstain. The vote of the Shareholder per item is considered cast for all of their shares.
 - b. Voting shall be closed by 3:00 p.m. on 27 September 2024.
 - c. The Shareholder may complete and submit the digital ballot through the Portal. Upon submission, the digital ballots can no longer be amended.
 - d. Except as may be otherwise stated, votes cast in absentia shall have the same effect as votes cast by proxy.
6. Participation by Remote Communication
 - a. Registered Shareholders may participate by remote communication in the meeting by logging in to the Portal.
 - b. The Portal will include a feature where Shareholders may type in their questions.

Please contact the Office of the Corporate Secretary at corporatesecretary@colfinancial.com for any clarifications.