



GAINING MOMENTUM

ANNUAL REPORT 2023

NOTICE OF REGULAR MEETING | INFORMATION STATEMENT



NOTICE OF ANNUAL SHAREHOLDERS' MEETING

To All Shareholders of Ionics EMS, Inc.:

You are cordially invited to the Annual Shareholders' Meeting of Ionics EMS, Inc. which will be conducted through remote communication on Friday, 14 June 2024 at 10:00 a.m.

The Agenda for the said meeting shall be as follows:

1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Reading and Approval of the Minutes of the Previous Meeting
5. Management Report for the Fiscal Year 2023
6. Ratification of All Acts, Proceedings and Resolutions of the Board of Directors and Officers of the Corporation from the date of the last Annual Shareholders' Meeting to the present
7. Election of Directors
8. Appointment of External Auditor
9. Adjournment

The details and rationale of each item in the Agenda are explained briefly under Annex A of the Information Statement which will be posted in www.ionics-ems.com/agm2024. Only shareholders of record at the close of business hours on 15 May 2024 are entitled to receive notice of, and to vote at, the meeting or any adjournment thereof.

As with the previous years, the Company will conduct its Annual Shareholders' Meeting via remote communication. Shareholders who wish to attend the meeting via remote communication should register using the Company's registration portal provided at www.ionics-ems.com/agm2024 on or before 11 June 2024. The requirements and procedure for registration, participation and voting through remote communication are set out in the Company's Information Statement and shall be made available at www.ionics-ems.com/agm2024. Shareholders who successfully registered will receive a voting form which must be accomplished and submitted to IonEMS.agm@ionics-ems.com on or before 11 June 2024.

In case you cannot attend the meeting, please designate your authorized representative by submitting a signed proxy form via email to IonEMS.agm@ionics-ems.com before the close of business hours on 11 June 2024. A sample proxy form may be downloaded at www.ionics-ems.com/agm2024. In compliance with the By-Laws of the Company, all proxies received will be validated on 11 June 2024, 5:30 in the afternoon at the Office of the Corporate Secretary at 19F BDO Plaza, 8737 Paseo de Roxas, Makati City.

Shareholders of record may send their queries and comments about the items in the Agenda to IonEMS.agm@ionics-ems.com on or before 11 June 2024. Copies of this Notice of Meeting, Information Statement, Management Report, Annual Report (SEC Form 17A), and Quarterly Report (SEC Form 17Q) for the First Quarter of 2024 will be made available at the Company's website at www.ionics-ems.com/agm2024.

Lastly, there will be an audio and video recording of the meeting as required by the Securities and Exchange Commission.

Makati City, 17 May 2024.

A handwritten signature in black ink, appearing to read "Manuel R. Roxas", is written over a horizontal line.

MANUEL R. ROXAS
Corporate Secretary

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 **IONICS EMS, INC.**
3. Province, country or other jurisdiction of incorporation or organization **PHILIPPINES**
4. SEC Identification Number **A199913827**
5. BIR Tax Identification Code **203-683-907-000**
6. Business Address : **Circuit St., Light Industry and Science Park of the Philippines (LISPP) I, Bo. Diezmo, Cabuyao, Laguna 4025**
7. Registrant's telephone number, including area code **(049) 508-1111 / (02) 519-4416**
8. Date of meeting : **14 June 2024**
Time of meeting : **10:00 a.m.**
Place of meeting : **The meeting will be conducted through remote communication via Zoom.¹ The link will be provided to registered shareholders. The Chairman will preside over the meeting from the principal office of the Corporation at the above-mentioned address.**
9. Approximate date on which the Information Statement is first to be published **22 May 2024**
10. In case of Proxy Solicitation
Name of Person Filing the Statement/Solicitor : **Not applicable**
Address and Telephone Number : **Not applicable**
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
The Company is not a registered issuer of securities.
12. Are any or all of registrant's securities listed on a Stock Exchange?
Yes No ☒
If yes, disclose the name of such Stock Exchange and the class of securities listed therein.

¹ On March 8, 2024, the Board of Directors approved the conduct of the Annual Stockholders' Meeting of the Corporation via remote communication through the Zoom videoconference application.

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of shareholders

- | | | | |
|-----|--|---|--|
| (a) | Date | : | 14 June 2024 |
| | Time | : | 10:00 a.m. |
| | Place | : | The meeting will be conducted through remote communication via Zoom. ² The link will be provided to registered shareholders. The Chairman will preside over the meeting from the principal office of the Company. |
| | Mailing address and Principal Office of the Company | : | Ionics EMS, Inc., Circuit St., Light Industry and Science Park of the Philippines, Cabuyao, Laguna, Philippines |
| (b) | This Information Statement, copies of the Company's Management Report, Annual Financial Statements, Annual Report (SEC Form 17A) and Interim Financial Statements as of 31 March 2024 shall be made available at the Company's website on or before 22 May 2024. | | |

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

Item 2. Dissenter's Right of Appraisal

Title X, Section 80 of the Revised Corporation Code of the Philippines (“RCCP”) allows a shareholder to exercise his right to dissent and demand payment of the fair value of his shares in certain instances, to wit: (1) in case an amendment to the Articles of Incorporation will change or restrict the rights of such shareholder or otherwise extend or shorten the term of the company; (2) in case of the sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the company’s properties; (3) in cases of merger or consolidation; or (4) in case the company decides to invest its funds in another corporation or business.

As required by Title X, Section 81 of the RCCP, a dissenting stockholder, who must have voted against a proposed corporate act, may exercise the right of appraisal, when available, by making a written demand on the corporation for the payment of the fair value of the shares held within thirty (30) days from the date on which the vote was taken.

The matters to be discussed in the meeting as specified in the attached Notice of Annual Shareholders' Meeting are not such as will give any dissenting shareholder any appraisal or similar right as provided in Title IV and Title X of the Revised Corporation Code of the Philippines.

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

² On March 8, 2024, the Board of Directors approved the conduct of the Annual Stockholders' Meeting of the Corporation via remote communication through the Zoom videoconference application.

- (a) Each of the persons who have been a director or officer of the Company from the beginning of the fiscal year 2023, as well as each of the nominees for election as director for the year 2024-2025, together with any associate of any of the foregoing, have not expressed any interest in any matter to be acted upon.
- (b) The Company has not received any information from any director that he/she intends to oppose any matter to be acted upon in the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) *Total Number of Shares Issued and Outstanding as of 30 April 2024:*

1,560,000,000 common shares and 927,824,176 preferred shares.

- (b) *Number of Votes Per Share*

Each share is entitled to one (1) vote per share.

With respect to the election of directors, however, the shareholder may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

- (c) *Record Date*

All shareholder of record as of the close of business on 15 May 2024 are entitled to notice of, and to vote at, the Annual Shareholders' Meeting.

- (d) *Security Ownership of Certain Record and Beneficial Shareholder of More Than 5% of the Company's Voting Securities as of 30 April 2024:*

Title of Class	Names and Address of Record Owner and Relationship with Issuer	Citizenship	No. of Shares Held	Percentage Held
Common	Ionics, Inc. <i>Circuit Street, Light Industry & Science Park I, Cabuyao, Laguna</i> <i>Parent Company / Shareholder</i>	Filipino	1,508,801,438 (R) Common	96.72%
Preferred			927,824,176 (R) Preferred	100%

The right to vote the Company's shares in the name of Ionics, Inc. is lodged in its proxy, Mr. Raymond C. Qua.

(e) *Security Ownership of Management as of 15 May 2024*

<i>Title of Class</i>	<i>Name of Beneficial Owner</i>	<i>Amount and Nature of Beneficial Ownership</i>	<i>Citizenship</i>	<i>Percent of Class</i>
Common	1. Raymond C. Qua <i>President/CEO</i>	2 Direct	Filipino	nil
Common	2. Meliton C. Qua <i>Director</i>	2 Direct	Filipino	nil
Common	3. Guillermo D. Luchangco <i>Director</i>	70,002 Direct	Filipino	nil
Common	4. Alfredo R. de Borja <i>Chairman of the Board / Independent Director</i>	1 Direct	Filipino	nil
Common	5. Virginia Judy Q. Dy <i>Director</i>	1 Direct	Filipino	nil
Common	6. Earl Lawrence S. Qua <i>Director / VP – Business Development</i>	1 Direct	Filipino	nil
Common	7. Monica Siguion Reyna Villonco <i>Director</i>	2 Direct	Filipino	nil
Common	8. Medel T. Nera <i>Independent Director</i>	1 Direct	Filipino	nil
Common	9. Lilia de Lima <i>Independent Director</i>	1 Direct	Filipino	nil
Common	10. Judy C. Qua <i>SVP- Corporate Affairs / Human Resources</i>	-0-	Filipino	-0-

<i>Title of Class</i>	<i>Name of Beneficial Owner</i>	<i>Amount and Nature of Beneficial Ownership</i>	<i>Citizenship</i>	<i>Percent of Class</i>
Common	11. Ariel B. La Madrid <i>VP – Inside Sales</i>	-0-	Filipino	-0-
Common	12. Ronan R. Andrade <i>VP – Finance/Chief Risk Officer</i>	-0-	Filipino	-0-
Common	13. Cecilia Q. Chua <i>Treasurer</i>	-1-	Filipino	-0-
Common	14. Manuel R. Roxas <i>Corporate Secretary</i>	-0-	Filipino	-0-
Common	15. Krisha F. Villanueva <i>Assistant Corporate Secretary</i>	-0-	Filipino	-0-
Common	16. Cesar G. Caubalejo <i>VP- Internal Audit / Assistant Compliance Officer</i>	-0-	Filipino	-0-
Common	17. Jay Chavez <i>Executive Vice-President & Chief Operating Officer</i>	-0-	Filipino	-0-
Common	18. Emma Y. Gerodias <i>VP - Manufacturing</i>	-0-	Filipino	-0-
Common	19. Valerio A. Carandang, Jr. <i>VP-Field Sales and Customer Service</i>	-0-	Filipino	-0-
Common	20. Jonathan T. Bibal <i>VP-Operations</i>	- 0 -	Filipino	- 0 -
Common	21. Rosalina Vicente	-0-	Filipino	-0-

<i>Title of Class</i>	<i>Name of Beneficial Owner</i>	<i>Amount and Nature of Beneficial Ownership</i>	<i>Citizenship</i>	<i>Percent of Class</i>
	<i>Senior Manager for Accounting & Budget</i>			
	TOTAL	70,014 (all held directly)		nil

(f) *Voting Trust Holders of 5% or more*

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

(g) *Change in Control*

The Company and its subsidiary have not entered into any arrangement which may result in a change in control.

Item 5. Directors and Executive Officers

(a) *Directors*

Name/Position	Age	Citizenship
1. Alfredo R. de Borja <i>Member (Independent)</i>	79	Filipino
2. Virginia Judy Q. Dy <i>Member</i>	84	Filipino
3. Guillermo D. Luchangco <i>Member</i>	84	Filipino
4. Meliton C. Qua <i>Member</i>	81	Filipino
5. Raymond C. Qua <i>Member</i>	73	Filipino
6. Monica Siguion Reyna Villonco <i>Member</i>	70	Filipino
7. Medel T. Nera <i>Member (Independent)</i>	68	Filipino
8. Lilia B. de Lima <i>Member (Independent)</i>	83	Filipino
9. Earl Lawrence S. Qua <i>Member</i>	45	Filipino

Directors serve for a term of one (1) year and until the election and qualification of his successor.

The following individuals were nominated to the Board of Directors of the Company for the ensuing year:

1. Alfredo R. de Borja
2. Raymond C. Qua
3. Meliton C. Qua

4. Cecilia Q. Chua
5. Earl Lawrence S. Qua
6. Guillermo D. Luchangco
7. Monica S. Villonco
8. Lilia B. de Lima
9. Medel T. Nera

The profile of the aforementioned nominees can be found on pages 9 to 13 of this Information Statement.

The members of the Corporate Governance Committee are:

Ms. Lilia B. de Lima	-	Chairman
Mr. Medel T. Nera	-	Member
Mr. Alfredo R. de Borja	-	Member

Mr. Alfredo R. de Borja, Mr. Medel T. Nera and Ms. Lilia de Lima are nominated as independent directors. Mr. De Borja, Mr. Nera and Ms. De Lima are all nominated by Mr. Guillermo D. Luchangco, a stockholder and director of the Company. Mr. Luchangco is not related to any of the nominated independent directors.

The aforementioned nominees for independent directors possess all of the qualifications of an independent director provided for in the Revised Corporation Code, the Company's By-laws and Amended Manual of Corporate Governance.

The Independent Directors were advised of SEC Memorandum Circular No.4, Series of 2017 on the term limits for Independent Directors. Based on the Memorandum Circular, Mr. Alfredo R. de Borja has served the maximum cumulative term of nine years reckoned from 2012. He was re-nominated as independent director considering his in-depth knowledge of the Company's business as well as that of its subsidiaries due to his length of service as an independent director of the Company. Furthermore, the technical nature of the Company's business and the industry in which it belongs require specialized knowledge which Mr. de Borja has contributed to the Company for many years and retaining Mr. de Borja as independent director will be instrumental in attaining its goals for the ensuing year. These are meritorious justifications which support the re-nomination and re-election of Mr. de Borja as independent director of the Company.

(b) Executive Officers

Name	Rank/Title	Age	Citizenship
1. Alfredo R. de Borja	Chairman of the Board	79	Filipino
2. Raymond C. Qua	President / Chief Executive Officer	73	Filipino
3. Cecilia Q. Chua	Treasurer	71	Filipino
4. Judy C. Qua	SVP – Corporate Affairs & Human Resources	73	Filipino
5. Manuel R. Roxas	Corporate Secretary	74	Filipino
6. Krisha F. Villanueva	Assistant Corporate Secretary	31	Filipino
7. Ronan R. Andrade	VP – Finance/Chief Risk Officer	53	Filipino
8. Earl Lawrence Qua	VP – Business Development	45	Filipino
9. Ariel La Madrid	VP - Inside Sales	65	Filipino

10. Cesar G. Caubalejo	VP – Chief Audit Executive / Assistant Compliance Officer	57	Filipino
11. Jay A. Chavez	Executive Vice-President & Chief Operations Officer	51	Filipino
12. Emma Y. Gerodias	VP – Manufacturing	54	Filipino
13. Valerio A. Carandang, Jr.	VP – Field Sales and Customer Service	54	Filipino
14. Jonathan T. Bibal	VP – Operations	52	Filipino

(c) *Profile of Directors and Officers*

DIRECTORS

Alfredo De Borja, 79, Filipino, has been an independent director of Ionics, Inc. since 2004. He has also been an independent director of its subsidiaries, Ionics EMS, Inc. and Iomni Precision, Inc. since 2007 and 2013, respectively. In October 2023, he was elected Chairman of the Board of Directors of Ionics Inc. and Ionics EMS, Inc. to serve for the remainder of the term of the late Mr. Lawrence C. Qua. Mr. de Borja is also a director of Central Azucarera de Bais, Inc., Ionics Properties, Inc., Makiling Farms, Inc., E. Murio, Inc., Investment Capital Corp. of the Phil. (“ICCP”), ICCP Venture Partners, ICCP Holdings, Inc., Pueblo de Oro Development Corp., Regatta Properties, Inc., Science Park of the Philippines, Inc. (SPPI), Cebu Light Industrial Park, Inc., RFM-Science Park of the Philippines, Inc., Agusan Power Corporation and Bukidnon Hydro Energy Corporation. He is an independent director of Lake Mainit Hydro Holdings Co. He has also served as director of several companies, including First Metro Investment Corp., Alsons, Inc., Alsons Power, Alsons Cement, Iligan Cement, Lima Land, Manila Memorial Park, Philcom, Shopwise, and Republic Glass Corp. He was the President of Gervel, Inc. from 1973 to 1986; Director and Chairman of the Executive Committee of First Metro Investment Co. from 1978 to 1983; Director and Vice President of Iligan Cement Corp. from 1973 to 1977; Professorial Lecturer of the University of the Philippines Graduate School of Business from 1971 to 1974; Executive Assistant to the Vice President of PLDT from 1970 to 1973; and Executive Assistant to the Vice President of Investment Managers, Inc. from 1966 to 1968. He holds a Master of Business Administration degree from Harvard University and a Bachelor of Science in Economics from the Ateneo de Manila University.

Virginia Judy Q. Dy, 84, Filipino, has been a member of the Board of Directors of Ionics, Inc. since 1991. She has been connected with Aqua Holdings, Inc. as director for the last nine years and previously served as its Corporate Secretary. She was also the Finance Director of DVPRO Solutions, Inc. Her previous corporate affiliations include Philippine Commercial and International Bank as Branch Manager, Insular Bank of Asia & America as Branch Manager, Ladtek Corporation/Interphase Development System as Accounting Manager and the International Corporate Bank as Branch Manager. Ms. Dy received her Bachelor of Science in Commerce degree from the Assumption Convent and is a Certified Public Accountant, having passed the government board exams in 1963.

Guillermo D. Luchangco, 84, Filipino, has been a member of the Board of Directors of Ionics, Inc. since 1991. He is the Chairman and Chief Executive Officer of the ICCP Group, whose members include among others: Science Park of the Philippines, Inc., a developer of industrial parks; Pueblo de Oro Development Corporation, a developer of residential and township projects; and Manila Exposition Complex, Inc., the owner of the World Trade Center Metro Manila, Chairman of Investment

& Capital Corporation of the Philippines and ICCP Ventures, which is in venture capital. Before founding ICCP in 1988, he served as Vice Chairman and President of Republic Glass Corporation, a publicly-listed company. Between 1969 and 1980, Mr. Luchangco worked with the SGV Group. He rose to the position of Managing Director and Regional Coordinator for management services. Mr. Luchangco previously served on the Boards of Directors of the following publicly-listed companies in the Philippine Stock Exchange: Trans-Asia Oil & Development Corporation, Phinma Corporation and Roxas & Co., Inc. He holds a Master of Business Administration degree from the Harvard Business School and a Bachelor of Science degree in Chemical Engineering (magna cum laude) from De La Salle University, Philippines.

Meliton C. Qua, 81, Filipino, held key positions in several companies which included the Philippine Bank of Communications as Senior Vice President, Citibank N.A., as Vice President, Bancnet as Director, and Aqua Holdings, Inc. as Director. Mr. Qua has been a director of Ionics, Inc. since 1985. He is also a director of Ionics EMS, Inc., Ionics Properties, Inc. and Iomni Precision, Inc. He received his Bachelor of Science degree in Business Administration from De La Salle University, Philippines.

Raymond Ma. C. Qua, 73, Filipino, has been a member of the Board of Directors of Ionics, Inc. since 1985. In October 2023, he was elected President and Chief Executive Officer of Ionics Inc. and Ionics EMS, Inc. to serve for the remainder of the term of the late Mr. Lawrence C. Qua. Mr. R. Qua previously held the positions of Senior Vice President, Treasurer and Compliance Officer in Ionics EMS, Inc. He is also a director of Ionics, Inc.'s other subsidiaries, namely Iomni Precision, Inc., Ionics Properties, Inc., Ionics Products Solutions, Inc. and Synertronix, Inc. He is the President and Chief Operations Officer of Ionics Properties, Inc. Previously, he was the Senior Vice President and General Manager of Synertronix, Inc. and the Vice President for Administration of Ionics, Inc. Mr. Qua is presently affiliated with various organizations and 14 associations serving as head, ranking officer or member. Mr. Qua received his Bachelor of Science degree in Commerce from De La Salle University, Philippines.

Monica Siguion-Reyna Villonco, 70, Filipino, is the incumbent President of Whitespace, Inc. She is also a member of the Board of Governors of the Philippine Red Cross and a member of the Board of Directors of Ionics, Inc. Ms. Villonco earned her Bachelor of Fine Arts degree from the College of the Holy Spirit.

Medel T. Nera, 68, Filipino, is a Certified Public Accountant. He has been an Independent Director of the Corporation since November 2020. In November 2023, Mr. Nera was appointed Chairman of the Board of Directors of Iomni Precision, Inc. to serve for the remainder of the term of the late Mr. Lawrence C. Qua. Mr. Nera is presently a Director of Metro Retail Stores Group, Inc., House of Investments, Inc., iPeople Inc., Seafront Resources Corporation, EEI Corporation and Ionics Properties, Inc. He is also an Independent Director of the National Reinsurance Corporation of the Philippines, Inc. and a former Independent Director of Holcim Philippines, Inc., Erikagen, Inc., Actimed, Inc., Pharm Gen Ventures Corp., and Novelis Solutions, Inc. His past experiences include: President and CEO of House of Investments, Inc.; President of Honda Cars Kalookan, Inc., Director and President of RCBC Realty Corp.; Director and Chairman of the Risk Oversight Committee of Rizal Commercial Banking Corp.; Director and Treasurer of CRIBS Foundation, Inc., and Senior Partner at Sycip Gorres Velayo & Co. where he had 35 years of experience in professional services. Mr. Nera served as Assurance Leader for the Financial Services Assurance practice of Ernst and Young in the Far East covering China, Taiwan,

Hongkong, Korea, Singapore, Philippines and Vietnam. Mr. Nera obtained his Master in Business Administration degree from Stern School of Business, New York University, New York, USA and Bachelor of Science in Commerce degree from Far Eastern University. He also attended the International Management Program of the Manchester Business School, United Kingdom, and the Pacific Rim Bankers' Program of the University of Washington, Seattle, Washington, USA.

Lilia B. de Lima, 83, Filipino, is an Independent Director of Ionics, Inc. and Ionics EMS, Inc. She is currently an independent director of PHINMA Corporation, FWD Life Philippines, Dusit Thani Philippines, RFM-Science Park of the Philippines, Inc., Science Park of the Philippines, Inc., Regatta Properties, Inc., and Pueblo de Oro Development Corporation. She is also a member of the Board of Directors of Cadence Property Development Corporation as independent director, Rizal Commercial Banking Corporation as Senior Adviser to the Board, and a Trustee at the Fatima Center for Human Development. She presently serves as a director of RCBC Trust Corporation, Advisory Board Member of AC Industrials and the Executive-in-Residence of Asian Institute of Management. From 1981 to 2016, Ms. de Lima worked in the government, holding high positions in various government instrumentalities such as the Department of Trade and Industry, National Amnesty Commission, Cagayan Economic Zone Authority, Zamboanga Economic Zone Authority, PHIVIDEC Industrial Authority, and the Philippine Economic Zone Authority. Because of her stint as Director General of the Philippine Economic Zone Authority and having served the same for 21 years, she was awarded the Ramon Magsaysay Laureate in 2017. She was also a recipient of various awards such as the Presidential Medal of Merit, awarded to her by former Presidents Benigno Aquino III and Gloria Macapagal Arroyo, The Order of the Rising Sun, Gold and Silver Star, which is the highest award given to a non-head of state by the Government of Japan for bringing hundreds of Japanese investors to the Philippines, People of the Year Award given by Peoples Asia Magazine, and Excellence in Public Service Award, which was awarded to Ms. de Lima five times by BIZNEWS ASIA. She attained her Bachelor of Laws from the Manuel L. Quezon University in 1965, and her Doctor of Laws LLD (Honoris Causa) from the same university in 2014. She passed the Philippine Bar Exams in 1966.

Earl Lawrence S. Qua, 45, Filipino, was elected director in October 2023 to serve for the remainder of the term of the late Mr. Lawrence C. Qua. Mr. E. Qua also sits in the Board of Directors of Ionics EMS, Inc. and concurrently serves as its Vice-President for Business Development. He also held the position of Vice-President of the Original Design Manufacturing Group of EMS from 2010 until 2018. He is the Co-Founder and Chief Operating Officer of VOXP Technologies Inc. Since 2020, he has been a member of the Board of Directors of CommuniGate Technologies, Inc. Furthermore, he has been the President of the Electronic Industries Association of the Philippines, Inc., an industry organization supporting electronics design companies, since 2015. He is a member of the Board of Directors of Domingo AI Research Center Laboratory since 2016 and the Advisor of the Manufacturing Enterprise Solutions Association (MESA) International since 2018. He previously served as Project Director at the Electronics Product Development Center and worked at Marvell Technologies Inc. in Santa Clara, CA where he was Engineering Program Manager and Customer Service Manager. He graduated from Occidental College, CA, USA with a BA in Economics and earned his MBA at Babson College, MA, USA. He completed the Owners and Presidents Management Program at the Harvard Business School in 2015.

OFFICERS

Jay A. Chavez, 51, Filipino, is the Executive Vice-President & Chief Operations Officer of Ionics EMS, Inc. In November 2023, he was also elected director of Ionics, Inc., the parent company. Mr. Chavez holds an Electrical Engineering degree from Mapua Institute of Technology. He joined Ionics EMS, Inc. in 1995 as a Quality Control and Quality Assurance (QC/QA) engineer. Since then, he went up the organizational ladder and became QC/QA Manager, Manufacturing Senior Manager/Deputy Plant Manager, Assistant Vice President for Manufacturing/Deputy for Operations, Assistant Vice President for Materials Management and finally, Assistant Vice President for Supply Chain Management.

Cecilia Q. Chua, 71, Filipino, is a director of Ionics Inc. from 1997 to 2000 and from 2007 up to present. In October 2023, she was appointed Treasurer of Ionics Inc. and Ionics EMS, Inc. to serve for the remainder of the term of Mr. Raymond C. Qua. She earned her degree in Bachelor of Science in Food Technology from the University of Sto. Tomas in 1978. She is the Treasurer of B-Pack Corporation and Vice-President of CQ B-Pack Corporation. She has been the NPR Purchasing Manager of Ionics EMS Inc., a subsidiary of Ionics, Inc., since 1985. Her previous corporate affiliations include Interphase Development Systems, Ladtek Inc., Complex Electronics Corporation and Philippine Meat Corporation. Ms. Chua is nominated to the Board of Directors of the Company for the term 2024-2025.

Judy C. Qua, 73, Filipino, is the Senior Vice-President for Corporate Affairs & Human Resources of Ionics, Inc. and Ionics EMS, Inc. Concurrently she is the President and Chief Executive Officer of Iomni Precision Inc. She previously served as the Executive Assistant to the Chairman and CEO on special assignments. She also headed the Business Development of Ionics EMS, Inc. and was the Managing Director of IONOTE Ltd., the joint venture facility of Ionics EMS, Inc. and NOTE AB of Sweden in China. Prior to joining Ionics, her career covered a spectrum of teaching, training development, advertising and marketing practice, and data management. Ms. Qua is a transformational psychologist, a professional lecturer, a certified faculty for the American Management Association and the Swedish-based CELEMI management simulation learning systems, and an author of four (4) books of inspirational essay on changing perspectives and positive thinking. She was the Philippine Director and sole licensed lecturer / facilitator of the world-renowned Silva Mind Control Method coursework. She is the lecturer-facilitator of The Second Wind Mind Works neurodynamics course. She holds a Master of Arts degree in Social and Industrial Psychology from Ateneo de Manila University and a Master of Business Administration degree from Kellogg-HKUST Business School of Northwestern University.

Ariel La Madrid, 65, Filipino, is the Company's Vice President for Inside Sales. Prior to joining Ionics EMS, Inc., he was engaged by the International Procurement Office of IBM from 1986 to 1996 as its Supplier Engineer. He joined Ionics EMS, Inc. in 1996 as Assistant Vice President for Quality and currently holds one of the key positions in the Company. He graduated with an Electronics Communication Engineering degree from St. Louis University, Baguio.

Ronan Andrade, 53, Filipino, is the Vice President for Finance / Chief Risk Officer. He graduated from San Beda College in 1991 and passed the Certified Public Accountant Board Examination in the same year. He worked with Sycip Gorres & Velayo Auditing Firm-Audit Division from 1992 to 1998, starting as an audit staff member until he became audit supervisor. He joined Ionics in 1999 as Senior

Manager for Finance and became Assistant Vice President and Acting Finance Head of the Company, prior to his transfer to Internal Audit as Vice President. In 2007, Mr. Andrade was appointed as Vice-President for Finance of the Company.

Manuel R. Roxas, 74, Filipino, has been the Company's Corporate Secretary for the past twenty seven (27) years. His professional experience covers general corporate law practice as counsel to various companies engaged in banking, investments, pharmaceuticals, shipping, and manufacturing. Atty. Roxas received his Bachelor of Science degree in Economics from the University of Pennsylvania in 1970 and Bachelor of Laws degree from the University of the Philippines in 1975. His other professional affiliations include: Roxas de los Reyes Laurel Rosario & Gonzales as Partner, Tax Management Association of the Philippines as past President, President Manuel A. Roxas Foundation, Inc. as Trustee, Mother Rosa Memorial Foundation, Inc. as Corporate Secretary, and the Integrated Bar of the Philippines as member.

Krishna F. Villanueva, 31, Filipino, is the Company's Assistant Corporate Secretary. Atty. Villanueva is an associate lawyer at Roxas de los Reyes Laurel Rosario & Gonzales Law Offices. Her professional experience covers general corporate law practice and litigation. She received her Bachelor of Science degree in Business Administration from the University of the Philippines Diliman and her Juris Doctor degree from the University of the Philippines College of Law. While in law school, Atty. Villanueva served as legal intern at the UP Office of Legal Aid and the Office of the Government Corporate Counsel. She is a member of the Integrated Bar of the Philippines and the UP Women Lawyers Circle.

Cesar G. Caubalejo, 57, Filipino, is the Vice-President for Internal Audit, Chief Audit Executive and Assistant Compliance Officer of the Company. He graduated from the University of the Philippines at Tacloban City, Leyte in 1988 with a degree in Bachelor in Business Administration major in Accounting. He is a Certified Public Accountant, an Internal Audit Specialist and Certified Fraud Examiner. He worked and started his career with SyCip, Gorres, Velayo & Co. (SGV) in 1988 until his resignation from the firm as a Senior Director under the Business Risk Services in December 2008. During his stint with SGV, he was assigned to work in other countries such as US, France, Vietnam, Malaysia and Kingdom of Saudi Arabia. In his short stint, in 2004 with KPMG Audit and Accounting Practice, he became its Country Manager in Lao PDR. He also worked for a year (1997) as a group controller in one of the diversified companies in the Philippines. He is a member of the Institute of Internal Auditors Philippines. He joined Ionics EMS, Inc. on January 5, 2009.

Emma Y. Gerodias, 54, Filipino, is the Vice President for Manufacturing of Ionics EMS, Inc. She holds an Electronics and Communications Engineering degree from Mapua Institute of Technology. She joined Ionics in 1992 as a Production Supervisor. Since then, she went up the organizational ladder and became Production Manager, Operations Manager, Business Unit Head, Direct for Innovations, until finally Vice President for Manufacturing.

Valerio A. Carandang, Jr., 54, Filipino, is the Vice President for Field Sales and Customer Service. He is a licensed Electrical Engineer, a graduate of the Technological Institute of the Philippines. He started his career in Ionics in 1992 as Quality Control Engineer until 1994. He worked with PECCO (now Nidec Copal Philippines Corp.) until his resignation from the company as Quality Control Supervisor. In 1995, he rejoined Ionics as its Quality Control and Quality Assurance Head. He later became Engineering Manager, Manufacturing Manager, Assistant Vice President for Quality and Engineering, and Assistant Vice President for Design and Development Group.

Jonathan T. Bibal, 52, Filipino, is the Vice President for Operations. He holds an Electronics and Communications Engineering Degree from the University of Santo Tomas. He joined Ionics in 1994 as a Quality Control and Quality Assurance (QC/QA) engineer. Since then, he went up the organizational ladder and became Assistant QC/QA Manager, Supply Chain Manager, Business Unit Head covering Project Management, Supply Chain and Manufacturing Operations, and Senior Customer Sales and Service Manager.

Additional Information on the members of the Board of Directors

1. No director has transacted with the Company in his/her personal capacity.
2. None of the directors has informed the Company that he/she intends to oppose any action to be taken by the Company at the meeting.
3. Directors Guillermo D. Luchangco and Alfredo R. de Borja participated in the online Corporate Governance Seminar conducted by SGV & Co. on 29 November 2023. Directors Lilia B. de Lima and Medel T. Nera attended the Annual Corporate Governance Seminar with the topic “Building Trust and Ethical Leadership: Enhancing Corporate Governance for Sustainable Success” provided by the Yuchengco Group of Companies on 9 September 2023. All the other members of the Board of Directors and key officers of the Company attended an online Corporate Governance Seminar conducted by SGV & Co. on 15 December 2023.

(d) Significant Employees

While all of the employees are valued, none are expected to contribute more significantly than the others to the business of the Company.

(e) Certain Relationships and Related Transactions

The Company has no significant related party transactions with its shareholders, directors, officers, and affiliated companies except as follows:

1. Lease Arrangements

- The Company leases two (2) factories, Plants 5 and 6, from Ionics, Inc., the parent company. The lease agreement began on January 1, 2023 and July 1, 2022 for Plants 5 and 6, respectively, until December 31 and June 30, 2023, respectively. As of July 2023, the renewal of lease agreement for Plant 5 has been executed for one (1) year until June 30, 2024.
- The Company also entered into a lease agreement with IOMNI Precision, Inc., an affiliate, for the lease of an office space with an area of 1,500 square meters from January 16, 2023 to January 15, 2024.
- The Company also leased another factory, Plant 2, from Ionics Properties Inc., an affiliate, with an area of 6,634 square meters from May 1, 2022 to April 30, 2023. Starting May 1, 2023 to April 30, 2024 the area increased to 7,470 square meters with rental rate of

\$6.34 per square meters, subject to the extension or renewal upon mutual agreement of the parties.

- The Company leased another factory, Plant 4, from Ionics Properties Inc. and lease a portion of the 2nd floor with an area of 798 square meters with rental rate of \$6.00 per square meters from November 01, 2023 to April 30, 2024 after which additional area for a total of 1,300 square meters was leased with rental rate of \$6.00 per square meters for another six months from May 01, 2024 to October 31, 2024, subject to the extension or renewal upon mutual agreement of the parties.

2. Legal Services

The Company retains for legal services the law firm *Roxas de los Reyes Laurel Rosario & Gonzales Law Offices* where the Corporate Secretary, Manuel R. Roxas and the Assistant Corporate Secretary, Krisha F. Villanueva, are partner and associate lawyer, respectively. Management believes that the legal fees paid are reasonable for the services rendered.

3. Financial Advisors

Investment and Capital Corporation of the Philippines (“ICCP”) is retained by the Company as its Financial Advisor. Guillermo D. Luchangco, who has been a director of the Company since 1991, is the Chairman of ICCP. Management believes that the retainer fees paid to ICCP are reasonable.

(f) *Family Relations*

Messrs. Meliton C. Qua, Raymond C. Qua, and Ms. Virginia Judy Q. Dy, all of whom are directors of the Company, and Ms. Cecilia Q. Chua, Treasurer, are all related within the second degree of consanguinity. Mr. Earl Lawrence S. Qua is related to the aforementioned directors within the third degree of consanguinity.

(g) *Involvement in Legal Proceedings (as of 30 April 2024)*

For the period covering the past five (5) years, none of the directors or executive officers of the Company has been:

1. Involved in any bankruptcy petition filed by or against any business of which a director was a general partner or executive officer either at the time of the bankruptcy or within two years to that time.
2. Convicted by final judgment in a criminal proceeding, domestic or foreign, or was subject to a criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses.
3. Subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or

otherwise limiting his involvement in any type of business, securities, commodities or banking services.

4. Found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

Item 6. Compensation of Directors and Executive Officers

(a) Summary Compensation Table

The following table summarizes the compensation of the five (5) highest paid executive officers of Ionics EMS, Inc. and the aggregate compensation of all officers and directors as a group for the last two completed calendar years, and the estimated aggregate compensation of the said officers and directors for the present calendar year.

	Year	Salary	Others *
Chief Executive Officer and Four (4) most highly compensated executive officers	2024 (estimate)	\$617,785	\$75,000
	2023	561,623	75,000
	2022	562,972	75,000
All officers and directors as a group unnamed	2024 (estimate)	1,005,095	337,500
	2023	913,723	337,500
	2022	887,508	337,500

*Others – includes per diem of directors

The following are the five (5) most highly compensated executive officers of Ionics EMS, Inc. (on a consolidated basis):

1. Mr. Raymond C. Qua is the Chief Executive Officer and the President of the Company.
2. Mr. Jay A. Chavez is the Executive Vice-President and Chief Operations Officer.
3. Ms. Judy C. Qua is the Senior Vice-President for Corporate Affairs & Human Resources.
4. Mr. Ronan Andrade is the Vice-President for Finance and Chief Risk Officer.
5. Mr. Earl Lawrence S. Qua is the Vice-President for Business Development.

(b) *Standard Arrangements*

Directors who are not officers of the Corporation are entitled to a per diem of Nine Thousand Three Hundred Seventy-Five Dollars (US\$9,375.00) per meeting attended.

Other executive officers receive monthly compensation.

(c) *Employment contract or compensatory plan or arrangement*

As of 30 April 2024, no executive officer of the Company is under employment contract.

Item 7. Independent Public Accountants

The auditing firm of Sycip Gorres Velayo & Co. ("SGV") is the external auditor of the Company. Representatives of SGV are expected to be present at the meeting and will have the opportunity to respond to appropriate questions and to make a statement if they desire. The auditing partner in charge of the accounts of the Company for the fiscal year ended 31 December 2023, Ms. Maria Antoniette L. Aldea, was appointed in 2022.

Under the Revised Rule 68 of the Securities Regulation Code, the external auditor shall comply with the provisions on the long association of personnel including partner rotation with an audit client as prescribed in the Code of Ethics for Professional Accountants in the Philippines adopted by the Board of Accountants and the Professional Regulation Commission and such other standards as may be adopted by the Securities and Exchange Commission.

There are no changes and no disagreements with the registrant's accountants on any accounting and financial disclosure during the two most recent fiscal years or any subsequent interim period.

Information on Independent Accountant and other Related Matters

External Audit Fees and Services

a.) *Audit and Audit-Related Fees*

1. Audit fees for 2023 and 2022 amounted to \$94,924 and \$110,417, respectively. The fees are generally based on the complexity of the issues involved, the work to be performed, the special skills required to complete the work, the experience level of the team members and most importantly the ability to provide the auditors' report expressing an opinion on the financial statements of the Company.
2. There are no assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the financial statements of the Company.

b.) *Tax Fees - None*

c.) *All Other Fees*

Any additional services that the Company may request will be the subject of a separate written arrangement.

d.) *The Audit Committee's approval policies and procedures for the above services*

The reports of the External Auditor and financial reports prepared by Management are presented to the Audit Committee for consideration. Financial statements duly recommended by the Audit Committee for approval are still subject to the confirmation of the Board of Directors prior to submission to the respective government regulatory agencies.

The members of the Audit Committee are:

Medel T. Nera	-	Chairman
Meliton C. Qua	-	Member
Alfredo R. de Borja	-	Member

Item 8. Action with Respect to Reports

(a) *Approval of the Minutes of the Previous Shareholders' Meeting*

The minutes of the last Annual Shareholders' Meeting held on 15 June 2023 will be submitted for approval of the shareholders. Copies thereof will be made available at www.ionics-ems.com/agm2024 on or before 22 May 2024 for any shareholder desiring to review the same.

The following were significant matters discussed at the previous Shareholders' Meeting:

- (i) Approval of the Minutes of the Previous Meeting
- (ii) Management Report for Fiscal Year 2022;
- (iii) Ratification of Acts, Proceedings and Resolutions of the Board of Directors and Officers of the Corporation from the 2022 Annual Stockholders' Meeting
- (iv) Election of Directors; and
- (v) Appointment of External Auditor.

During the previous annual meeting, the stockholders were given the opportunity to send their queries and clarifications on the items in the Agenda from the start of the registration period until 13 June 2023. However, the Company did not receive any questions related to the matters to be discussed in the meeting during the period allotted. In this regard, no information can be disclosed pertaining to questions asked and answers given.

The tabulation of votes was conducted by the Office of the Corporate Secretary. The tabulation was done manually by referring to the voting instructions of the stockholders and proxies and adding them together. The validation of proxies was conducted in the presence of the Assistant Corporate Secretary. The significant

matters enumerated above were approved by the stockholders following the voting procedures explained in Item 10 of the Information Statement. The same voting procedures will be followed in this year's Annual Stockholders' Meeting.

The list of directors, officers and stockholders who attended the previous stockholders' meeting is attached to this Information Statement as Annex "B." A summary of the matters discussed, resolutions reached and voting results is recorded in the Minutes of the 2023 Annual Stockholders' Meeting which is posted at www.ionics-ems.com/agm2024.

(b) *Management Report and Financial Statements*

Management shall report on the significant business transactions undertaken and the financial targets and achievements for the fiscal year 2023. The Management Report and the audited financial statements for the period ending 31 December 2023 of the Company are reflected in the Company's Annual Report to Shareholders.

Item 9. Actions Proposed

(a) *Ratification of Acts, Resolutions and Investments of the Board of Directors, Executive Committee and Officers of the Company from the date of the last Annual Shareholders' Meeting*

Copies of the minutes of the meetings of the Board of Directors held from the date of the last Annual Shareholders' Meeting on 15 June 2023 until the present meeting will be made available for inspection to any shareholder desiring to review the same. Please direct all such requests to the Corporate Secretary, Atty. Manuel R. Roxas, at the 19/F BDO Plaza, 8737 Paseo de Roxas, Makati City, Metro Manila.

(b) *Election of Directors*

A board of nine (9) directors will be elected at the meeting. The term of office of each director is one (1) year and will continue until the next Annual Meeting of Shareholders or until his or her successor has been elected and qualified.

(c) *Appointment of External Auditor*

The incumbent external auditor of the Company is SGV & Co. Representatives of SGV & Co. are expected to be present at the Annual Shareholders' Meeting and will have the opportunity to make a statement if they desire to do so and to be available to respond to appropriate questions. SGV & Co. is being recommended for reappointment.

Item 10. Voting Procedures

- (a) An affirmative vote by the shareholders representing at least a majority of shareholders present at the meeting shall be sufficient for the approval of the following: (1) Approval of the minutes of the previous Shareholders' Meeting; (2) Management Report and Financial Statements; (3) Ratification of all Acts, Resolutions and Investments of the Board of Directors and Officers of the Company from the date of the last Annual Shareholders' Meeting; and (4) Appointment of External Auditor.

The nine (9) nominees to the Board of Directors who garner the highest number of votes shall be deemed elected. The shareholder may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected, or he may distribute them on the same principle among as many candidates as he shall see fit, provided the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

(b) The manner of voting and counting of votes will be as follows:

- i. Every shareholder entitled to vote shall have the right to vote the number of shares registered in his name on record as of the close of business hours on 15 May 2024. Any shareholder who cannot attend the meeting may designate his/her authorized representative by submitting a signed proxy form via email to IonEMS.agm@ionics-ems.com no later than the close of business hours on 11 June 2024. Only votes submitted on or before 11 June 2024 shall be honoured for purposes of voting.

Shareholders who have successfully registered and will attend the meeting via remote communication will receive a voting form or ballot which must be sent to IonEMS.agm@ionics-ems.com no later than the close of business hours on 11 June 2024, otherwise they will be considered as having abstained from voting on the matters submitted for approval.

The requirements and procedure for voting through remote communication are provided below.

- ii. The manner of election and counting of the votes shall be under the supervision of the Corporate Secretary.

REQUIREMENTS AND PROCEDURE FOR PARTICIPATION AND VOTING THROUGH REMOTE COMMUNICATION

A. Registration for the 2024 Annual Shareholders' Meeting

1. Shareholders of record as of 15 May 2024 who wish to attend the meeting and vote in absentia should register through the Company's registration portal at www.ionics-ems.com/agm2024 on or before 11 June 2024 ("Registration Period").
2. Shareholders of record are required to provide the following for validation and verification:
 - a. Individual Shareholders
 - Scanned copy of the front and back portions of the shareholder's valid government-issued photo ID;*
 - Valid and active corporate or personal e-mail address; and
 - Valid and active contact number (landline or mobile number).
 - b. Corporate Shareholders

*Valid government-issued photo IDs include the following: Driver's License, Passport, Unified Multi- Purpose ID, Professional Regulation Commission ID, SSS ID, Pag-Ibig ID, and Senior Citizen ID

- Scanned copy of a Secretary's Certificate attesting to the authority of the representative to attend the meeting and vote for and on behalf of the Corporation;
 - Scanned copy of the front and back portions of the valid government-issued photo ID* of the corporate shareholder's representative.
 - Valid and active corporate or personal e-mail address of the corporate shareholder's representative; and
 - Valid and active contact number (landline or mobile number) of the corporate shareholder's representative.
- c. For Shareholders with Joint Accounts
- In addition to the above requirements for individual shareholders, a scanned copy of an authorization letter signed by all joint shareholders on who among them is authorized to cast the vote for the account.
- d. For Shareholders represented by Proxy
- Scanned copy of the front and back portions of the shareholder's valid government-issued photo ID*.
 - Scanned copy of the Proxy Form or an authorization letter signed by the shareholder, authorizing the Proxy to attend the meeting and cast the vote for the account.
 - Valid and active corporate or personal e-mail address of the Proxy; and
 - Valid and active contact number (landline or mobile number) of the Proxy.
- e. For Shareholders under Local Broker Accounts
- In addition to the above requirements for individual and corporate shareholders, shareholders under local broker accounts shall submit a scanned copy of the local broker's certification signed by the authorized signatory/ies on the beneficial shareholder's name, account number and number of shares.
 - In case of a corporate shareholder, submit also a scanned copy of the Secretary's Certificate attesting to the authority of the representative to vote for and on behalf of the corporate beneficial shareholder.
 - In case of shareholders with foreign broker accounts, the foreign broker should identify the local broker under which the shares are lodged with. A foreign broker's certification shall be submitted together with the aforementioned local broker's certification.
3. Upon completion of the validation and verification procedure, each registered shareholder will receive an email confirmation which includes the link which the shareholder may use to access the virtual meeting room for the 2024 Annual Shareholders' Meeting and the voting form.
4. The voting form shall contain the agenda items reflected on the Notice of the Annual Shareholders' Meeting. Shareholders may vote as follows:
- a. For items other than the election of directors, registered shareholders have the option to vote "For", "Against", or "Abstain";
 - b. For election of Directors, the system of cumulative voting shall be followed. Each registered shareholder has a number of votes equal to the number of shares he/she owns, times the number of directors to be elected. Under this voting system, the registered shareholder has the option to (i) cast all his/her votes in favor of one (1) nominee, or (ii) distribute those votes among as many nominees as he/she may deem fit;

- c. Once the registered shareholder has completed voting, he/she can submit his/her votes by sending the voting form to IonEMS.agm@ionics-ems.com. Upon submission, the registered shareholder may no longer change his/her votes.
5. For shareholders who will be represented by a proxy, a sample proxy form can be downloaded from www.ionics-ems.com/agm2024. The said proxy form and the other requirements for participation via a proxy must be submitted to IonEMS.agm@ionics-ems.com on or before 11 June 2024.
6. The Office of the Corporate Secretary shall tabulate all valid votes cast in absentia and votes cast through proxies. The voting results will be reported by the Corporate Secretary at the meeting. All votes should be submitted no later than 11 June 2024.

B. Other Information

1. Shareholders who have completed the registration and verification procedure within the Registration period shall be considered in determining the existence of a quorum. All documents (i.e. government-issued ID, authorization letter, Proxy Form, Secretary's Certificate) to be submitted must be in a digital format with a file size no larger than 3 megabytes each.
2. The conduct of the 2024 Annual Shareholders' Meeting will be streamed live. In order to be admitted by the host to the virtual meeting room, please join using your full name, turn-on your camera and mute your microphone.
3. Registered shareholders may send their queries or comments to IonEMS.agm@ionics-ems.com on or before 11 June 2024.
4. The proceedings will be recorded in video and audio format.

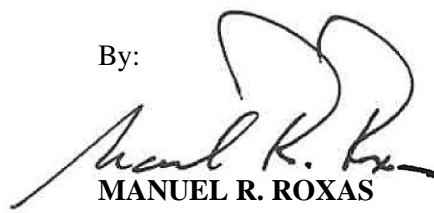
The Company undertakes to provide without charge to each shareholder, upon written request by the shareholder, a copy of the Company's Annual Report (SEC Form 17-A), which may also be viewed at the Company's official website. Please direct all such requests to the Corporate Secretary, Atty. Manuel R. Roxas, at the 19/F BDO Plaza, 8737 Paseo de Roxas, Makati City, Metro Manila.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 17 May 2024.

IONICS EMS, INC.

By:

A handwritten signature in black ink, appearing to read 'Manuel R. Roxas', is written over a horizontal line.

MANUEL R. ROXAS

Corporate Secretary

ANNEX A

AGENDA

DETAILS AND RATIONALE

1. Call to Order

The Chairman will formally open the 2024 Annual Shareholders' Meeting of Ionics EMS, Inc. (the "Company").

2. Proof of Notice of Meeting

The Corporate Secretary will certify that the Notice was published in the business section of two (2) newspapers of general circulation, in print and online format, for two (2) consecutive days in compliance with the requirements of the SEC.

3. Certification of Quorum

The Corporate Secretary will certify as to the existence of a quorum for a valid transaction of business at the Annual Shareholders' Meeting. The shareholders of record, present in person or by proxy, representing a majority of the outstanding capital stock shall constitute a quorum for the transaction of business.

4. Approval of the Minutes of the Previous Meeting

The minutes of the 2023 Annual Shareholders' Meeting is posted on the Company's website. A resolution approving the minutes will be presented to the shareholders for approval.

5. Management Report for the Fiscal Year 2023

The President will present to the shareholders the highlights of the Company in 2023.

6. Ratification of All Acts, Proceedings and Resolutions of the Board of Directors and Officers of the Corporation from the date of the last Annual Shareholders' Meeting to the present

The acts, proceedings and resolutions of the Board of Directors and Officers of the Company will be presented to the stockholders for approval and ratification.

7. Election of Directors

The Chairman of the Corporate Governance Committee will present to the shareholders the nominees for election to the Board of Directors for the term 2024-2025.

8. Appointment of External Auditors

The appointment of SGV & Co. as the Company's external auditor for the year 2024 will be presented to the shareholders for confirmation and ratification.

9. Adjournment

Upon consideration of all matters included in the Agenda, the Chairman shall declare the meeting adjourned.

ANNEX B

List of Directors, Stockholders and Other Individuals who Attended the 2023 Annual Stockholders Meeting Held on 15 June 2023

Board of Directors

Lawrence C. Qua
Raymond Ma. C. Qua
Meliton C. Qua
Virginia Judy Q. Dy
Monica Siguion Reyna Villonco
Alfredo R. de Borja
Lilia B. de Lima
Medel T. Nera

Stockholders*

Ionics, Inc. (by proxy)

Officers

Judy S. Qua
Ronan R. Andrade
Cesar G. Caubalejo
Earl Qua
Jay Chavez
Val Carandang
Manuel R. Roxas
Krisha F. Villanueva
Rosalina Vicente

Management

Rhose Ann Ballares
Glenn Amazona
Ethel Lao

External Auditor

Ma. Antoniette L. Aldea

* All members of the Board of Directors are stockholders.

IONICS EMS, INC. MANAGEMENT REPORT

ITEM 1. BUSINESS

Ionics EMS, Inc. (the "Company")

Ionics EMS, Inc. was incorporated in the Philippines on September 21, 1999 to engage in the electronic manufacturing services ("EMS") business. It is a subsidiary of Ionics, Inc., the Parent Company, a company incorporated in the Philippines and listed in the Philippine Stock Exchange.

On February 25, 2000, the Company offered its shares of stock to the public and became publicly listed in the Singapore Exchange Securities Trading Limited ("Singapore Exchange"). Low daily turnover and low daily market capitalization prompted the Company to reconsider its continued listing in the Singapore Exchange. Consequently, on March 2, 2010, the Company and its Parent Company jointly announced the proposed voluntary delisting of the Company from the Singapore Exchange. In compliance with the delisting proposal, the Parent Company made a tender offer to purchase common shares issued to the minority stockholders. Subsequently, the Parent Company acquired an additional 104,801,455 shares or 6.72% ownership of the Company. After the required tender offer, the Company had more than two hundred (200) shareholders each holding at least one hundred (100) shares. Thus, the Company is considered a public company as defined under the Securities Regulation Code of the Philippines ("SRC").

The Parent Company is financially committed to support the Company's operations.

Ionics-EMS (USA), Inc. ("EMS-USA")

EMS-USA, a wholly owned subsidiary incorporated in the United States of America and primarily engaged in designing and new product introduction, was organized and duly approved by the Board of Directors (BOD) on August 12, 2010. The Parent Company invested US\$0.01 million for the initial subscription to the equity shares of EMS-USA.

The Company anticipates that concentration of business in major customers will continue in the foreseeable future.

Line of Business

The Company and its subsidiary (the "Group") is a total one-stop shop electronics manufacturing services ("EMS") provider. It has been the EMS solutions provider to some of the world's biggest original equipment manufacturers for over 35 years.

There are basically two general categories of electronics manufacturers or assemblers in the region, the original equipment manufacturers ("OEM") and the contract electronics manufacturers ("CEM"). OEMs are companies who are leaders in the manufacturing of personal computers, computer peripherals, telecommunications, consumer electronics and automotive equipment.

On the other hand, CEMs are firms involved in the production of electronic items similar to those produced by OEMs. These firms are basically independent third-party manufacturers or assemblers which do not have any corporate affiliations with their respective customers. CEMs therefore undertake subcontracting work only, and generally provide labor and manufacturing overhead as their basic inputs in the assembly of electronic products.

The Group is classified as a CEM. Most of its end-products, therefore, are components and sub-assemblies which are eventually used as input for the finished products of its customers. The Group

accommodates most types of electronic manufacturing and assembly projects. Customers provide the specifications and blueprint or prototype of a component or product that they want to be manufactured or assembled and the Group delivers the finished item.

The Group provides “on-consignment” or “turnkey” manufacturing arrangements to its clients. Under an on-consignment arrangement, the Group furnishes labor and manufacturing overhead input, while the product design and raw or input materials are provided by the customer. Under the turnkey arrangement, the Company provides all production input for its clients. The product design, however, is still provided and owned by the client.

In 2002, the Group successfully offered design services to its customer and added an original design manufacturer (“ODM”) component to its business line.

ITEM 2. DIRECTORS AND OFFICERS

Please refer to Item 5 of the Information Statement.

ITEM 3. MARKET FOR THE COMPANY’S SHARES

Market Information

The Company’s shares are not publicly traded. The Company voluntarily delisted from the Singapore Stock Exchange on 23 June 2010.

Holder

The Company has approximately 7,208 stockholders as of 15 April 2024, and the total outstanding common shares as of the same date is 1,560,000,000. The top twenty (20) stockholders as of 15 April 2024 are as follows:

Name of Stockholder	Number of Shares	Percentage to Total
1. Ionics, Inc.	1,508,801,438	96.71804096%
2. Uob Kay Hian Pte. Ltd.	996,040	0.063848718%
3. HSBC (Singapore) Noms Pte. Ltd.	660,000	0.042307692%
4. Joshua Foo Soo Teck	650,000	0.041666667%
5. Furong Zhu	625,000	0.040064103%
6. Loh Kok Weng	500,000	0.032051282%
7. Wong Cheong Shek	460,000	0.029487179%
8. Kor Yeong Chin	410,000	0.026282051%
9. Clarence Pong Khai Yun	387,000	0.024807692%
10. Guy Josef Eduard Sterkens	367,000	0.023525641%
11. Tan Kok Keong	365,000	0.023397436%
12. Tan Siew Sim	361,000	0.023141026%
13. Chong Ah Kau	299,000	0.019166667%
14. Tan Heng Weng	296,000	0.018974359%
15. Tjong Lie Ha	290,000	0.018589744%
16. Neo Chwee Goh	280,000	0.017948718%
17. Tan Sil Lin	268,000	0.017179487%
18. Loh Hean Ho	261,000	0.016730769%

19. OCBC Securities Pte. Ltd.	256,000	0.016410256%
20. Goh Seow Kng	253,000	0.016217949%
TOTAL	1,516,785,479	97.2298384%

The Company has not entered into any acquisition, business combination or other reorganization that would affect the amount and percentage of the present holding of the Company's equity owned beneficially by: (i) more than five percent (5%) beneficial owner of Company's common equity; (ii) each director and nominee; and (iii) all directors and officers as a group, and the Company's present commitments to such persons with respect to the issuance of shares.

Dividends

Dividend payment depends upon the earnings, cash flow and financial condition of the Company. All dividends are subject to the approval of the Company's Board of Directors and in the case of stock dividend, by the Stockholders. In addition, stock or property dividends are subject to the approval of the Securities and Exchange Commission.

The Company has not distributed dividends for the past two (2) years.

Recent Sales of Unregistered or Exempt Securities

For the past three (3) years, the Company has not sold any unregistered or exempt securities, nor were there any recent issuances of securities constituting an exempt transaction.

ITEM 4. MANAGEMENT DISCUSSION AND ANALYSIS

Management's Plan for the Year 2024

The Company is committed to navigating the complexities of the current global political and economic landscape with a strategic and cautious approach. Amid these challenges, the Company continues its pursuit of advancements in the Fourth Industrial Revolution (IR4.0), leveraging its existing strengths in the Industrial Internet of Things (IIoT), medical devices, telecommunications, and automotive products. These core areas of expertise not only underscore the Company's commitment to innovation but also position it to capitalize on emerging opportunities and maintain its competitive edge in a rapidly evolving market.

In line with this commitment, a significant focus for the upcoming year is to enhance the Company's manufacturing processes through increased box build automation. This initiative is expected to drive improvements in efficiency and output quality, aligning with the Company's goal to maximize productivity and operational excellence. By prioritizing automation, the Company aims to achieve a notable increase in revenue per headcount, demonstrating its ability to do more with less and reflecting its strategic focus on sustainable growth and profitability.

Furthermore, to amplify its market presence and reach, the Company plans to expand its sales network by forming partnerships with sales representatives across different continents. These strategic collaborations are instrumental in tapping into new markets, diversifying its customer base, and ensuring that its innovative products and solutions reach a wider audience. Through these carefully crafted strategies — embracing caution, advancing technological innovation, improving operational efficiency, and expanding our global footprint — the Company is dedicated to becoming a leader in the electronics manufacturing industry, committed to excellence and innovation in all facets of our operations.

As of 30 April 2024, the Management of the Company is not aware of:

- a.) any significant expenditures for product research and development;
- b.) any expected significant change in number of employees;
- c.) any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the Company's short term or long-term liquidity;
- d.) any event that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation;
- e.) any material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period;
- f.) any known trends, events or uncertainties that have or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations; and
- g.) any seasonal aspects that had a material effect on the financial condition or results of operations.

The causes for any material change from period to period which shall include vertical and horizontal analysis of any material item were disclosed in pages 8 to 10 of this report.

FINANCIAL PERFORMANCE

QUARTER 1 2024

Consolidated Results of Operations

The summarized sales and net income (loss) of the Group for the three-month period ended March 31, 2024 and 2023 are presented as follows:

	March 31, 2024 (3 months) ('000)		March 31, 2023 (3 months) ('000)	
	NET INCOME		NET INCOME	
COMPANY	SALES	(LOSS)	SALES	(LOSS)
EMS Parent	US\$23,054,281	US\$286,949	US\$22,758,235	US\$779,796
EMS-USA	—	(26,238)	83,281	(14,600)
Consolidated	US\$23,054,281	US\$260,711	US\$22,841,516	US\$765,196

The Group's revenue slightly increased by US\$0.212 million from US\$22.842 million for the three-month period ended March 31, 2023 to US\$23.054 million for the same period in 2024. Gross profit decreased by 37% or US\$0.972 million from US\$2.615 million for the three-month period ended March 31, 2023 to US\$1.643 million for the same period in 2024 due to underutilized plant capacity.

Operating expenses decreased by US\$0.121 million from US\$1.088 million for the three-month period ended March 31, 2023 to US\$0.967 million in the same period of 2024 primarily due to the decrease in commission. Interest expense decreased to US\$0.021 million for the three-month period ended March 31, 2024 from US\$0.376 million in the same period of 2023. From net foreign exchange loss of US\$0.217 million for the three-month period ended March 31, 2023, the Company reported net foreign exchange gain of US\$0.071 million in the same period of 2024 due to the depreciation of Philippine peso versus US dollar.

With the foregoing, the Group reported a decrease in net income of US\$0.504 million from US\$0.765 million to US\$0.261 million for the three-month period as of March 31, 2024.

Consolidated Financial Position

As of March 31, 2024, the assets of the Group amounted to US\$95.387 million which is US\$4.953 million higher than the US\$90.434 million as of December 31, 2023. The increase in the Group's total assets was due to the increase in receivables, contract assets, inventories, advances to suppliers, prepayments and other current assets and financial asset at fair value through other comprehensive income.

Current ratio slightly increased from 1.09:1 as of December 31, 2023 to 1.10:1 as of March 31, 2024. The Group's liability-to-equity (leverage) ratio is 0.72:1 as of December 31, 2023 to 0.69:1 as of March 31, 2024.

Below is the summary of Statements of Financial Position accounts with 5% or more increase (decrease):

	Percentage increase (decrease)	
	March 31, 2024	December 31, 2023
	vs	vs
	December 31, 2023	December 31, 2022
	%	%
ASSETS		
Cash	N/A	(13)
Receivables	10	17
Contract assets	13	46
Inventories	8	N/A
Advances to suppliers	34	(52)
Prepayments and other current assets	22	17
Financial asset at fair value through other comprehensive income (FVOCI)	8	35
Property and equipment	N/A	23
Right-of-use assets	(13)	(54)
Refundable deposits	N/A	N/A
Deferred tax assets – net	(100)	(25)
LIABILITIES		
Accounts payable and accrued expenses	28	(22)
Related parties	N/A	31
Contract liabilities	N/A	302
Lease liabilities	(13)	(35)
Bank loans and long-term debt	N/A	(9)
Net pension liability	(5)	27
Income tax payable	110	(34)

FULL YEAR 2023

Consolidated Results of Operations

Revenue increased by 27% from US\$72.686 million in 2022 to US\$92.577 million in 2023 due to increasing customer demands. With the increase in sales, gross profit increased by 47% or US\$2.858 million from US\$6.143 million in 2022 to US\$9.001 million in 2023.

Operating expenses increased by US\$0.979 million from US\$3.431 million in 2022 to US\$4.410 million in 2023 primarily due to the increase in commission expenses resulting from higher sales subject to commission. Interest expense increased to US\$1.492 million in 2023 from US\$0.774 million in 2022 due to higher bank loans to finance the working capital and capital expenditures, and increase in interest rates. From net foreign exchange gain of US\$0.709 million in 2022, the Company reported net foreign exchange loss of US\$0.143 million in 2023 due to the impact of depreciation on Peso against US dollar.

With the foregoing, the net income was US\$2.482 million in 2023, from US\$2.149 million in 2022.

The summarized revenues and net income for the year ended December 31, 2023 are presented as follows:

(In US Dollars)		
COMPANY	REVENUE	NET INCOME(LOSS)
EMS	92,493,694	2,552,615
EMS-USA	83,281	(70,875)
Eliminating	—	—
Consolidated	92,576,975	2,481,740

Consolidated Financial Position

As of December 31, 2023, the assets of the Group amounted to US\$90.434 million which is US\$3.947 million higher than the US\$86.487 million as of December 31, 2022. The increase in the Group's total assets was mainly due to the increase in receivables, contract assets, prepayments and other current assets, financial asset at fair value through other comprehensive income and property and equipment.

Current ratio increased to 1.09 for the year ended December 31, 2023 from 1.07 for the period ended December 31, 2022. The Group's liability-to-equity (leverage) ratio decreased to 0.72 for the year ended December 31, 2023 from 0.73 for the period ended December 31, 2022.

Below is the summary of Statement of Financial Position accounts with more than 5% increase (decrease):

	December31, 2023 %	December31, 2022 %
ASSETS		
Cash and cash equivalents	(13)	90
Receivables	17	8
Contract assets	46	66
Inventories	N/A	72
Advances to suppliers	(52)	(35)
Prepayment and other current assets	17	101
Financial asset at fair value through other comprehensive income (FVOCI)	35	42
Property and equipment	23	N/A
Right-of-use assets	(54)	(5)
Refundable deposits	N/A	14

Deferred tax assets – net	(25)	(69)
LIABILITIES		
Accounts payable and accrued expenses	(22)	68
Related parties	31	5
Contract liabilities	302	42
Lease liabilities	(35)	(30)
Bank loans and long-term debt	(9)	22
Income tax payable	(34)	58
Net pension liability	27	(18)

FULL YEAR 2022

Consolidated Results of Operations

The Group's revenue increased by 27% from US\$57.455 million in 2021 to US\$72.686 million in 2022 due to increasing customer demands. As a result of the increase in sales, gross profit increased by 32% or US\$1.497 million from US\$4.646 million in 2021 to US\$6.143 million in 2022.

Operating expenses increased by US\$0.407 million from US\$3.024 million in 2021 to US\$3.431 million in 2022 primarily due to the increase in commission expenses resulting from higher sales subject to commission. Interest expense increased to US\$0.774 million in 2022 from US\$0.596 million in 2021 due to the increase in bank loans for working capital requirements. Net foreign exchange gain increased from a net foreign exchange gain of US\$0.082 million in 2021 to US\$0.709 million in 2022 due to the impact of depreciation on Peso against US dollar.

With the foregoing, the Group reported net income of US\$2.149 million in 2022 from US\$0.831 million in 2021.

The summarized revenues and net income of the Group for the year ended December 31, 2022 are presented as follows:

(In US Dollars)		
COMPANY	REVENUE	NET INCOME(LOSS)
EMS	72,259,604	2,076,100
EMS-USA	426,007	(49,546)
Eliminating	–	122,538
Consolidated	72,685,611	2,149,092

Consolidated Financial Position

As of December 31, 2022, the assets of the Group amounted to US\$86.488 million which is US\$19.669 million higher than the US\$66.819 million as of December 31, 2021. The increase in the Group's total assets was mainly due to the increase in cash, receivables, contract assets, inventories, prepayments and other current assets, financial asset at fair value through other comprehensive income and deposits and others.

Current ratio increased to 1.07 for the year ended December 31, 2022 from 1.02 for the period ended December 31, 2021. The Group's liability-to-equity (leverage) ratio increased to 0.73 for the year ended December 31, 2022 from 0.69 for the period ended December 31, 2021.

Below is the summary of Statement of Financial Position accounts with more than 5% increase (decrease):

	December 31, 2022 %	December 31, 2021 %
ASSETS		
Cash and cash equivalents	90	(71)
Receivables	8	31
Contract assets	66	(23)
Inventories	72	54
Advances to suppliers	(35)	37
Prepayment and other current assets	101	14
Financial asset at fair value through other comprehensive income (FVOCI)	42	45
Property and equipment	N/A	(10)
Right-of-use assets	(5)	(13)
Refundable deposits	14	N/A
Deferred tax assets – net	(69)	7
LIABILITIES		
Accounts payable and accrued expenses	68	11
Related parties	5	N/A
Contract liabilities	42	(31)
Lease liabilities	N/A	(30)
Bank loans and long-term debt	51	22
Income tax payable	127	58
Net pension liability	(7)	(18)

FULL YEAR 2021

Consolidated Results of Operations

The Group's revenue increased by 14% from US\$50.373 million in 2020 to US\$57.455 million in 2021, due to increasing customer demands. As a result of the increase in sales, gross profit increased by 53% or US\$1.606 million from US\$3.040 million in 2020 to US\$4.646 million in 2021.

Operating expenses increased by US\$0.362 million from US\$2.662 million in 2020 to US\$3.024 million in 2021 primarily due to the increase in commission expenses resulting from higher sales subject to commission. Interest expense increased to US\$0.044 million in 2021 from US\$0.552 million in 2020 due to increase in bank loans for working capital requirements. Net foreign exchange gain was at US\$0.082 million in 2021 due to the impact of depreciation on Peso against US dollars, from a net foreign exchange losses of US\$0.264 million in 2020.

With the foregoing, the Group reported a net income of US\$0.831 million in 2021, from a net loss of US\$0.546 million in 2020.

The summarized revenues and net income of the Group for the year ended December 31, 2021 are presented as follows:

(In US Dollars)		
COMPANY	REVENUE	NET INCOME(LOSS)

EMS	57,340,898	823,454
EMS-USA	114,542	(45,243)
Eliminating	—	53,115
Consolidated	57,455,440	831,326

Consolidated Financial Position

As of December 31, 2021, the assets of the Group amounted to US\$66.819 million which is US\$2.048 million higher than the US\$64.771 million as of December 31, 2020. The increase in the Group's total assets was mainly due to the increase in receivables, inventories, advances to suppliers, prepayments and other current assets, financial asset at fair value through other comprehensive income and deferred tax assets.

Current ratio increased to 1.02 for the year ended December 31, 2021 from 1.00 for the period ended December 31, 2020. The Group's liability-to-equity (leverage) ratio increased to 0.69 for the year ended December 31, 2021 from 0.66 for the period ended December 31, 2020.

Below is the summary of Statement of Financial Position accounts with more than 5% increase (decrease):

	December31, 2021	December31, 2020
	%	%
ASSETS		
Cash and cash equivalents	(71)	N/A
Receivables	31	N/A
Contract assets	(23)	N/A
Inventories	54	15
Advances to suppliers	37	258
Prepayment and other current assets	14	N/A
Financial asset at fair value through other comprehensive income (FVOCI)	45	N/A
Property and equipment	(10)	21
Right-of-use assets	(13)	(25)
Refundable deposits	N/A	N/A
Deferred tax assets – net	7	50
LIABILITIES		
Accounts payable and accrued expenses	11	27
Contract liabilities	(31)	N/A
Lease liabilities	(30)	N/A
Bank loans and long-term debt	22	38
Income tax payable	58	(42)
Net pension liability	(18)	28

CAUSES OF ANY MATERIAL CHANGE FROM PERIOD TO PERIOD

First Quarter 2024

Receivables increased due to higher sales for the quarter. Contract assets increased due to higher level of work-in-process. Inventories increased due to the anticipated ramp-up of new turnkey customers which also resulted in an increase in advance payments to suppliers and increase in accounts payable and accrued expenses. The increase in prepayments and other current assets was due to the renewal of IT-related licenses. Financial assets at FVOCI increased due to the recognized gain on fair value changes. Right-of-use assets (ROU) decreased due to the amortization for the quarter. Deferred tax liability - net increased due to the increase in net contract assets. Lease liabilities decreased due to the payment of lease amortization for the quarter. Net pension liability decreased due to the number of eligible members who reached the normal retirement age and quarter-end revaluation due to the depreciation of Philippine peso against US dollar. Income tax increased due to the provision for income tax during the quarter.

2023

Cash decreased due to net cash used in payment of bank loans. Receivables increased due to higher sales. Contract assets increased due to higher level of work-in-process and finished goods. The decrease in advances to suppliers was attributable to the delivery of materials covered by advanced payments and controlled material ordering for the year. The increase in prepayments and other current assets was due to payment of VAT input tax to BOC and prepayment of health insurance of employees. Financial assets at FVOCI increased due to the recognized gain on fair value changes in the club share. Property and equipment increased due to acquisitions made during the year. Right-of-use assets (ROU) decreased due to amortization for the period. Deferred tax assets - net decreased mainly due to the amortization of deferred taxes related to right-of-use assets and lease liabilities in accordance with PFRS 16. The decrease in accounts payable and accrued expenses is attributable to the payment made to suppliers and controlled material ordering. Amounts due to related parties increased due to advances made for the payment of working capital loans. Contract liabilities increased due to advances from customers for aging inventories related to push out orders. Lease liabilities decreased due to payment of lease amortization for the period. Bank loans and long-term debt decreased due to payments made during the period. Income taxes decreased due to payment of income tax during the period. Net pension liability increased due to accrual of pension expense during the period.

2022

Cash increased due to the net positive cash flows from financing activities. Receivables increased due to higher sales. Contract assets increased due to the higher level of work-in-process and finished goods accounted under PFRS 15. Inventories increased due to inventory buildup resulting from longer material lead time of critical components due to global material shortage impacting the industry and the materials intended for new turnkey customers. Advances to suppliers decreased due to the decrease in advance payments made to suppliers for material ordering. The increase in prepayments and other current assets was due to the renewal of IT-related licenses and prepayments for the health insurance plan of employees. Financial assets at FVOCI increased due to the recognized gain on fair value changes in the club share. Right-of-use assets (ROU) decreased due to amortization for the period. Refundable deposits increased due to the security deposits for the new warehouse in Plant 2. Deferred tax assets - net decreased mainly due to the amortization of deferred taxes related to right-of-use assets and lease liabilities in accordance with PFRS 16. The increase in accounts payable and accrued expenses was related to the increase in raw materials. Amounts due to related parties increased because of additional advances from Ionics, Inc., the Parent Company. Contract liabilities increased due to payments received from customers for advance ordering of materials. Bank loans and long-term debt increased due to additional bank loans for working capital requirements during the year. Income tax increased due to the

provisions for income taxes during the period. Net pension liability decreased due to the number of eligible members who reached the normal retirement age.

2021

Cash decreased due to the increase in net cash flows used in operations to finance the increase in raw materials. Receivables increased due to receivables for materials bought back by customers towards the end of Q3 2021. Contract assets decreased due to the lower level of work-in-process and finished goods accounted for under PFRS 15. Inventories increased due to the push-out of production activity resulting from longer material lead time of critical components as a result of the global material shortage impacting the industry. The increase in advances to suppliers was attributable to the advance payments made for material ordering. The increase in prepayments and other current assets was due to the annual renewal of insurance of machines and equipment and other prepayments. Financial assets at FVOCI increased due to the recognized gain on fair value changes in the club share. Property and equipment decreased due to depreciation for the period. Right-of-use assets (ROU) decreased due to amortization for the period. Deferred tax assets - net increased mainly due to unamortized PAS service cost recognition. The increase in accounts payable and accrued expenses was attributable to the increase in inventory level. Contract liabilities decreased due to the return of customers' advance payments and their application against receivables. Lease liabilities decreased due to the payment of amortization for the period. Net pension liabilities decreased due to the number of eligible members who reached the normal retirement age. Income taxes increased due to the provisions for income taxes during the period.

ITEM 5. CHANGES AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Please refer to Item 7 of the Information Statement. There have been no unresolved disagreements with the independent accountant.

ITEM 6. CORPORATE GOVERNANCE

(a) Evaluation, Appraisal and Performance Report System

The Compliance Officer is in charge of evaluating the level of compliance of the Board of Directors and top-level management of the Corporation. Leading practices on good corporate governance serve as criteria to properly appraise the performance of the members of the Board of Directors and evaluate the Company's compliance with the Code of Corporate Governance for Public Companies and Registered Issuers.

(b) Compliance Report

Measures, such as periodic review and evaluation of internal guidelines and practices, are undertaken by the Company to fully comply with the adopted leading practices on good corporate governance. The directors and key officers of the Company also participate in corporate governance seminars.

The Company will submit its Annual Corporate Governance Report pursuant to Memorandum Circular No. 13 series of 2021 in June 2024.

(c) Deviations

There were no material deviations from the Company's Amended Manual of Corporate Governance which would necessitate the imposition of sanctions.

(d) *Plan to improve*

The Company continues to improve its Corporate Governance when appropriate and warranted, in its best judgment. On 02 July 2020, the Board of the Directors approved the amendments to the Manual of Corporate Governance of the Company. The Amended Manual was submitted to the SEC on 09 July 2020.

As part of continuing education in corporate governance, the directors and key management officials attended corporate governance seminars conducted by various training providers in 2023. Directors Guillermo D. Luchangco and Alfredo R. de Borja participated in the online Corporate Governance Seminar conducted by SGV & Co. on 29 November 2023. Directors Lilia B. de Lima and Medel T. Nera attended the Annual Corporate Governance Seminar with the topic "Building Trust and Ethical Leadership: Enhancing Corporate Governance for Sustainable Success" provided by the Yuchengco Group of Companies on 9 September 2023. All the other members of the Board of Directors and key officers of the Company attended an online Corporate Governance Seminar conducted by SGV & Co. on 15 December 2023.

ITEM 7. UNDERTAKING TO PROVIDE ANNUAL REPORT

Ionics EMS, Inc. undertakes to provide without charge to each stockholder, upon written request by the shareholder, a copy of the Company's Annual Report (SEC Form 17-A), which may also be viewed at the Company's official website. Please direct all such requests to the Corporate Secretary, Atty. Manuel R. Roxas, 19th Floor BDO Plaza, 8737 Paseo de Roxas, Makati City.



STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR CONSOLIDATED FINANCIAL STATEMENTS

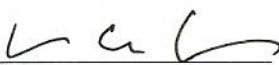
The management of Ionics EMS, Inc. and Subsidiary (the Group) is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2023 and 2022, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

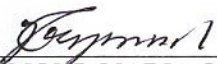
In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the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

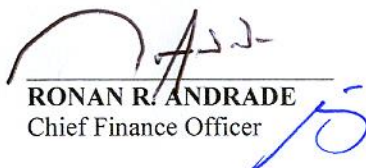
The Board of Directors is responsible for overseeing the Group's financial reporting process.

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

SyCip Gorres Velayo & Co., the independent auditor, appointed by the stockholders, has audited the consolidated financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.


ALFREDO R. DE BORJA
Chairman of the Board


RAYMOND MARIA C. QUA
President & Chief Executive Officer


RONAN R. ANDRADE
Chief Finance Officer

Signed this 4th day of April, 2024


APR 04 2024

MAKATI CITY

SUBSCRIBED AND SWORN to before me this ____ day of _____ affiants exhibiting to me their Passport as follows:

<u>NAMES</u>	<u>PASSPORT NO.</u>	<u>DATE OF ISSUE</u>	<u>PLACE OF ISSUE</u>
Ronan R. Andrade	P6019614A	February 13, 2018	DFA Lucena
Alfredo R. de Borja	P7893866B	October 16, 2021	DFA Manila
Raymond Maria C. Qua	P5737906A	January 24, 2018	DFA NCR South

Doc. No. 164
Page No. 34
Book No. I
Series of: 2024


ATTY. STEPHEN ANTHONY T. ILAGUISON
Notary Public until 31 December 2024
19th/F BDO Plaza, 8737 Paseo de Roxas, Makati City
PTR No. 10077046, Makati City, 03 January 2024
IBP No. 394875, Makati, 03 January 2024
Roll No. 47676, Appointment No. M-101
MCLE Compliance No. VII-0021489, 17 June 2022

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

A 1 9 9 9 - 1 3 8 2 7

COMPANY NAME

I O N I C S E M S , I N C . A N D
S U B S I D I A R Y

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

C i r c u i t S t r e e t , L i g h t I n d u s t r y
& S c i e n c e P a r k o f t h e P h i l i p p i
n e s - I , B o . D i e z m o , C a b u y a o
C i t y , L a g u n a , P h i l i p p i n e s

Form Type

A C F S

Department requiring the report

C R M D

Secondary License Type, If Applicable

N / A

COMPANY INFORMATION

Company's Email Address

ronan.andrade@ionics-ems.com

Company's Telephone Number

(049) 508-1111

Mobile Number

0917-869-5688

No. of Stockholders

7,207

Annual Meeting (Month / Day)

6/14

Fiscal Year (Month / Day)

2023/12/31

CONTACT PERSON INFORMATION

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

Name of Contact Person

RONAN R. ANDRADE

Email Address

ronan.andrade@ionics-ems.com

Telephone Number/s

(049) 508-1111

Mobile Number

0917-869-5688

CONTACT PERSON'S ADDRESS

No. 14 Mountain Drive, LISP II, Brgy. La Mesa, Calamba City, Laguna

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies



INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
Ionics EMS, Inc.
Circuit Street, Light Industry and Science Park of the Philippines-I
Bo. Diezmo, Cabuyao City, Laguna, Philippines

Opinion

We have audited the consolidated financial statements of Ionics EMS, Inc. and its subsidiary (the Group), which comprise the consolidated statements of financial position as at December 31, 2023 and 2022, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2023, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

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

Other Information

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

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

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



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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is
Maria Antoniette L. Aldea.

SYCIP GORRES VELAYO & CO.

Maria Antoniette L. Aldea

Maria Antoniette L. Aldea

Partner

CPA Certificate No. 116330

Tax Identification No. 242-586-416

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

BIR Accreditation No. 08-001998-147-2022, November 7, 2022, valid until November 6, 2025

PTR No. 10079893, January 5, 2024, Makati City

April 4, 2024



IONICS EMS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in Thousands)

	December 31	
	2023	2022
ASSETS		
Current Assets		
Cash (Notes 5, 6, 7 and 8)	US\$4,244	US\$4,898
Receivables (Notes 4, 5, 6 and 9)	18,092	15,433
Contract assets (Notes 4, 5 and 10)	6,879	4,705
Inventories (Notes 4 and 11)	35,559	36,549
Advances to suppliers (Note 4)	1,056	2,202
Prepayments and other current assets (Note 4)	722	618
Total Current Assets	66,552	64,405
Noncurrent Assets		
Financial asset at fair value through other comprehensive income (FVOCI) (Notes 5 and 6)	35	26
Property and equipment (Notes 4 and 12)	21,372	17,354
Right-of-use assets (Notes 4, 20 and 21)	1,895	4,137
Refundable deposits (Notes 5, 6 and 20)	577	561
Deferred tax assets - net (Notes 4 and 22)	3	4
Total Noncurrent Assets	23,882	22,082
	US\$90,434	US\$86,487
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued expenses (Notes 5, 6, 7, 13 and 20)	US\$18,945	US\$24,413
Advances from related parties (Notes 5, 6, 7 and 20)	20,000	15,314
Contract liabilities (Note 10)	6,349	1,578
Current portion of bank loans and long-term debt (Notes 5, 6, 7 and 14)	14,417	18,034
Current portion of lease liabilities (Notes 3, 5, 6, 7, 20 and 21)	1,129	644
Income tax payable	107	161
Total Current Liabilities	60,947	60,144
Noncurrent Liabilities		
Bank loans and long-term debt - net of current portion (Notes 5, 6, 7 and 14)	1,984	30
Lease liabilities - net of current portion (Notes 3, 5, 6, 7, 20 and 21)	1,068	2,740
Net pension liability (Notes 4 and 23)	3,226	2,548
Total Noncurrent Liabilities	6,278	5,318
Total Liabilities	67,225	65,462

(Forward)



	December 31	
	2023	2022
Equity (Note 7)		
Capital stock (Note 15)		
Common stock	US\$7,695	US\$7,695
Preferred stock	4,845	4,845
Additional paid-in capital	2,114	2,114
Other reserves (Note 23)	(793)	(486)
Unrealized loss on financial asset at FVOCI	21	12
Retained earnings (Note 15)	9,327	6,845
Total Equity	23,209	21,025
	US\$90,434	US\$86,487

See accompanying Notes to Consolidated Financial Statements.



IONICS EMS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Thousands, Except Earnings (loss) per Share)

	Years Ended December 31		
	2023	2022	2021
REVENUE (Note 24)			
Revenue from contracts with customers	US\$92,577	US\$72,686	US\$57,455
COSTS OF SALES (Notes 3, 16 and 21)	83,576	66,543	52,809
GROSS PROFIT	9,001	6,143	4,646
OPERATING EXPENSES (Notes 17 and 21)	4,410	3,431	3,024
INCOME BEFORE OTHER INCOME (EXPENSES)	4,591	2,712	1,622
OTHER INCOME (EXPENSES)			
Finance costs (Notes 14, 18 and 21)	(1,492)	(774)	(596)
Others - net (Note 19)	(125)	612	52
	(1,617)	(162)	(545)
INCOME BEFORE INCOME TAX	2,974	2,550	1,078
PROVISION FOR INCOME TAX (Note 22)	492	401	247
NET INCOME	2,482	2,149	831
OTHER COMPREHENSIVE INCOME (LOSS)			
<i>Items that may not be reclassified to profit or loss:</i>			
Remeasurement gain (loss) on retirement plan (Note 23)	(307)	350	410
Unrealized gain on financial asset at FVOCI	9	7	5
	(298)	357	415
TOTAL COMPREHENSIVE INCOME	US\$2,184	US\$2,506	US\$1,246
BASIC/DILUTED EARNINGS PER SHARE (Note 25)	US\$0.0015	US\$0.0013	US\$0.0004

See accompanying Notes to Consolidated Financial Statements.



IONICS EMS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Amounts in Thousands)

For the year ended December 31, 2023							
	Common Stock (Note 15)	Preferred Stock (Note 15)	Additional Paid-in Capital	Other Reserves (Note 23)	Unrealized Gain on Financial Asset at FVOCI	Retained Earnings (Note 15)	Total
Balances at beginning of year	US\$7,695	US\$4,845	US\$2,114	(US\$486)	US\$12	US\$6,845	US\$21,025
Net income	—	—	—	—	—	2,482	2,482
Unrealized gain on financial asset at FVOCI	—	—	—	—	9	—	9
Remeasurement loss on retirement plan (Note 23)	—	—	—	(307)	—	—	(307)
Total comprehensive income	—	—	—	(307)	9	2,482	2,184
Balances at end of year	US\$7,695	US\$4,845	US\$2,114	(US\$793)	US\$21	US\$9,327	US\$23,209

For the year ended December 31, 2022							
	Common Stock (Note 15)	Preferred Stock (Note 15)	Additional Paid-in Capital	Other Reserves (Note 23)	Unrealized Gain on Financial Asset at FVOCI	Retained Earnings (Note 15)	Total
Balances at beginning of year	US\$7,695	US\$4,845	US\$2,114	(US\$836)	US\$5	US\$4,696	US\$18,519
Net income	—	—	—	—	—	2,149	2,149
Unrealized gain on financial asset at FVOCI	—	—	—	—	7	—	7
Remeasurement gain on retirement plan (Note 23)	—	—	—	350	—	—	350
Total comprehensive income	—	—	—	350	7	2,149	2,506
Balances at end of year	US\$7,695	US\$4,845	US\$2,114	(US\$486)	US\$12	US\$6,845	US\$21,025

For the year ended December 31, 2021							
	Common Stock (Note 15)	Preferred Stock (Note 15)	Additional Paid-in Capital	Other Reserves (Note 23)	Unrealized Gain on Financial Asset at FVOCI	Retained Earnings (Note 15)	Total
Balances at beginning of year	US\$7,695	US\$4,845	US\$2,114	(US\$1,246)	(US\$—)	US\$3,865	US\$17,273
Net income	—	—	—	—	—	831	831
Unrealized gain on financial asset at FVOCI	—	—	—	—	5	—	5
Remeasurement gain on retirement plan (Note 23)	—	—	—	410	—	—	410
Total comprehensive income	—	—	—	410	5	831	1,246
Balances at end of year	US\$7,695	US\$4,845	US\$2,114	(US\$836)	US\$5	US\$4,696	US\$18,519

See accompanying Notes to Consolidated Financial Statements.



IONICS EMS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

	Years Ended December 31		
	2023	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	US\$2,974	US\$2,550	US\$1,078
Adjustments for:			
Depreciation and amortization (Notes 12, 16, 17 and 21)	5,128	4,572	4,436
Finance costs (Notes 14, 18 and 21)	1,492	774	596
Movement in net pension liability (Note 23)	371	146	(206)
Interest income (Notes 8 and 19)	(2)	(2)	(4)
Operating income before changes in working capital	9,963	8,040	5,900
Changes in working capital:			
Decrease (increase) in:			
Receivables	(2,659)	(1,178)	(3,379)
Contract assets	(2,174)	(1,875)	859
Inventories	990	(15,298)	(7,473)
Advances to suppliers	1,146	1,211	(913)
Prepayments and other current assets	(104)	(311)	(37)
Increase (decrease) in:			
Accounts payable and accrued expenses	(5,521)	9,851	1,459
Contract liabilities	4,771	467	(490)
Net cash provided from (used for) operations	6,412	907	(4,074)
Income taxes paid	(545)	(302)	(222)
Interest received (Notes 8, 9 and 19)	2	2	4
Net cash provided by (used in) operating activities	5,869	607	(4,292)
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property and equipment (Notes 12 and 14)	(2,208)	(2,704)	(1,548)
Increase in refundable deposits	(16)	(67)	(8)
Proceeds from sale of property and equipment	—	—	19
Net cash used in investing activities	(US\$2,224)	(US\$2,771)	(US\$1,537)

(Forward)



	Years Ended December 31		
	2023	2022	2021
CASH FLOWS FROM FINANCING ACTIVITIES			
Availments of (Note 5):			
Commercial loans	US\$43,000	US\$37,000	US\$25,000
Bank loans	117	–	12
Advances from related parties	7,000	1,000	–
Payments of (Note 5):			
Commercial loans	(48,000)	(30,000)	(22,000)
Principal portion of lease liabilities	(1,187)	(1,622)	(1,760)
Long-term debt	(1,429)	(814)	(777)
Bank loans	(47)	(52)	(79)
Interest on bank loans, long-term debt and lease liabilities (Notes 14, 18 and 21)	(1,439)	(774)	(618)
Advances from related parties	(2,314)	(250)	(300)
Net cash provided by (used in) financing activities	(4,299)	4,488	(522)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENT	(654)	2,324	(6,351)
CASH AND CASH EQUIVALENT AT BEGINNING OF YEAR	4,898	2,574	8,925
CASH AND CASH EQUIVALENT AT END OF YEAR (Note 8)	US\$4,244	US\$4,898	US\$2,574

See accompanying Notes to Consolidated Financial Statements.



IONICS EMS, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in Thousands, Except Par Value per Share and Earnings per Share)

1. Corporate Information

Ionics EMS, Inc. (EMS or the Parent Company) was incorporated on September 21, 1999 in the Philippines to engage in the electronic manufacturing services (EMS) business. It is a subsidiary of Ionics, Inc. (the Ultimate Parent Company), a domestic corporation incorporated in the Philippines and listed in the Philippine Stock Exchange.

The Parent Company is engaged in the manufacture of printed circuit board (PCB) assembly, box build assembly (finished product assembly), disk drive magnetic head assembly, systems and subsystems assembly, as well as design and testing services.

In 2010, Ionics EMS (USA), a wholly-owned subsidiary, was incorporated in the United States of America, primarily to engage in designing and introducing new product.

The Parent Company's principal place of business and registered address is at Circuit Street, Light Industry & Science Park of the Philippines-I, Bo. Diezmo, Cabuyao City, Laguna.

The consolidated financial statements were approved and authorized for issue by the Audit Committee, as delegated by the Board of Directors (BOD), on April 4, 2024.

2. Registrations with the Philippine Economic Zone Authority (PEZA)

The Parent Company's registrations with PEZA are as follow:

Product Line	Date of Registration	Type of Registration	Income Tax Holiday (ITH)/ Gross Income Tax Incentive
1. PCBA, Box build & test of IOT products used for monitoring industrial equipment	June 29, 2023	Amendment	Gross income tax incentive starting June 29, 2023
2. Manufacture of Tytocare Medical Exam Kit	June 21, 2023	Amendment	Gross income tax incentive starting June 21, 2023
3. Manufacture of Carrier Ethernet Demarcation Device	May 31, 2022	Amendment	Gross income tax incentive starting May 31, 2022
4. Human Tracking Device	April 25, 2022	Amendment	Gross income tax incentive starting April 25, 2022
5. Manufacture of Attenti Tracking Device	March 10, 2020	Amendment	Gross income tax incentive starting March 10, 2020
6. Set-up an additional production facility with an area of 6,634-sq.ms. lot	January 14, 2020	Additional	Gross income tax incentive starting January 2020
7. ReGrow Helmet Low Level Light Therapy Device	February 22, 2019	Amendment	Gross income tax incentive starting Feb. 22, 2019
8. Assembly of Smart Pill Cap	October 08, 2019	Amendment	Gross Income Tax starting October 2019
9. Assembly of Car Charger	November 07, 2019	Amendment	Gross Income Tax starting November 2019
10. Assembly of Server Adapter	November 07, 2019	Amendment	Gross Income Tax starting November 2019
11. Buddee Smart Plug fabrication	March 21, 2018	Amendment	Gross income tax incentive starting March 21, 2018
12. Manufacture of PCBA for Panasonic cooling fan for automotive headlamp	August 22, 2018	Amendment	Gross income tax incentive starting August 22, 2018



Product Line	Date of Registration	Type of Registration	Income Tax Holiday (ITH)/ Gross Income Tax Incentive
13. Manufacture of PCBA for fan motor for servers (Inlet Portion)	July 24, 2017	Amendment	Gross income tax incentive starting July 24, 2017
14. Manufacture of LCD and touch panel for mobile phone*	April 24, 2017	Amendment	Gross income tax incentive starting May 2019
15. Server repair and Upgrade	January 30, 2017	Amendment	Gross income tax incentive starting January 2017
16. Manufacture of T-Mark 340 AC	December 29, 2016	Amendment	Gross income tax incentive starting September 2016
17. Manufacture of Afimilk Tags	July 28, 2016	Expansion	Gross Income tax incentive starting July 2016
18. Manufacture of Nano Nozzle Reader	July 28, 2016	Expansion	Gross Income tax incentive starting July 2016
19. Manufacture of PCBA for Printer	April 28, 2016	Amendment	Gross income tax incentive starting February 2016
20. Manufacture of Quantum Security	April 25, 2016	Amendment	Gross income tax incentive starting April 2016
21. WI butler*	July 06, 2015	New project	Gross income tax incentive starting April 2015
22. Electronic Door Lock System*	July 15, 2015	Additional	Gross income tax incentive starting April 2015
23. LCD Projector w/ Power Supply*	July 06, 2015	New project	Gross income tax incentive starting May 2019
24. RMA or importation of defective finished goods manufactured	June 03, 2014	Amendment	Gross Income tax incentive starting June 2014
25. Manufacture of tracking device	October 07, 2014	Expansion Project	Gross Income tax incentive starting Oct 2014
26. Portable/mobile two-way radio communication equipment	July 23, 2013	Amendment	Gross Income tax incentive starting July 2013
27. XR3 Universal VSAT Transceiver*	September 27, 2012	New project	Gross Income tax incentive starting June 2016
28. Dual Port Gigabit Ethernet Bypass Adapter*	July 18, 2011	Expansion	Gross Income tax incentive starting June 2014
29. Pole Cabinets*	July 18, 2011	New project	Gross Income tax incentive starting June 2015
30. Video Conference System*	April 05, 2011	Expansion	Gross Income tax incentive starting May 2014
31. Optical Network Terminal*	March 16, 2010	New project	Gross Income tax incentive starting March 2014
32. T2 Wi-Fi Tag*	April 29, 2009	New project	Gross Income tax incentive starting October 2012
33. Electronic Communicator and Controller Module (ECCM)*	June 24, 2009	New project	Gross Income tax incentive starting March 2013
34. PV-Max Master*	April 23, 2008	New project	Gross Income tax incentive starting May 2012
35. Re-manufacture of Mobile Phones*	May 22, 2009	New project	Gross Income tax incentive starting December 2012
36. Design and Development*	January 06, 2005	Original Project	Gross Income tax incentive starting July 2007
37. RF Tuners and Amplifiers*	July 05, 2005	New project	Gross Income tax incentive starting June 2010
38. Production of radio remote control for industrial application	November 30, 2005	New project	Gross Income tax incentive starting October 2009
39. ROHS Flex Cable Assembly*	November 30, 2005	New project	Gross Income tax incentive starting October 2009
40. Optics Telecommunication*	March 01, 2006	New project	Gross Income tax incentive starting December 2009



Product Line	Date of Registration	Type of Registration	Income Tax Holiday (ITH)/ Gross Income Tax Incentive
41. Power Controller of Beard Trimmer with Saft NiCD and Sanyo NiMH Re-chargeable Battery*	September 06, 2005	New project	Gross Income tax incentive starting December 2009
42. Electronic Car Dashboard Assembly*	August 19, 2003	New project	Gross Income tax incentive starting June 2007
43. Power Over LAN Assembly*	March 31, 2004	New project	Gross Income tax incentive starting October 2009
44. Hi-Focus Asymmetrical Digital Subscriber Line (ADSL)Broadband Access System*	November 15, 2000	New Project	Gross Income tax incentive starting June 2005

*ITH incentives for these product lines have already expired as of December 31, 2023.

Gross income from product lines with expired registration are subjected to the 5% gross income tax from the date ITH incentive has expired. The above registrations also entitle the Parent Company to other incentives which include, among others, the duty-free importation of raw materials and capital equipment.

3. Material Accounting Policy Information

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for financial asset at FVOCI which have been measured at fair value. The Parent Company's functional currency and the Group's presentation currency is the United States (US) Dollar (\$). All amounts are rounded to the nearest thousand US\$ (US\$000), except for earnings per share and par value information or unless otherwise indicated.

Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRSs). PFRSs include Philippine Financial Reporting Standards, Philippine Accounting Standards (PAS) and Interpretations issued by the Philippine Interpretations Committee (PIC).

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as of December 31, 2023 and 2022, and each of the three years in the period ended December 31, 2023.

If the Group loses control over subsidiary, it derecognized the related assets (including goodwill), liabilities, noncontrolling interest and other components of equity while any resultant gain or loss is recognized in the consolidated statement of comprehensive income. Any investment retained is recognized at fair value.

The financial statements of the subsidiary are prepared in the same reporting year as the Parent Company, using consistent accounting policies.

Changes in Accounting Policies and Disclosures

The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous financial years, except for the adoption of the following new standards which became effective beginning January 1, 2023. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.



The nature and impact of each new standard and amendment are described below:

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

- Replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies, and
- Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

The amendments to the Practice Statement provide non-mandatory guidance.

- Amendments to PAS 8, *Definition of Accounting Estimates*

The amendments introduce a new definition of accounting estimates and clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, the amendments clarify that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors.

- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

The amendments narrow the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognized in the financial statements (and interest expense) or to the related asset component (and interest expense).

- Amendments to PAS 12, *International Tax Reform – Pillar Two Model Rules*

The amendments introduce a mandatory exception in PAS 12 from recognizing and disclosing deferred tax assets and liabilities related to Pillar Two income taxes.

The amendments also clarify that PAS 12 applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two Model Rules published by the Organization for Economic Cooperation and Development (OECD), including tax law that implements qualified domestic minimum top-up taxes. Such tax legislation, and the income taxes arising from it, are referred to as ‘Pillar Two legislation’ and ‘Pillar Two income taxes’, respectively.

The temporary exception from recognition and disclosure of information about deferred taxes and the requirement to disclose the application of the exception, apply immediately and retrospectively upon adoption of the amendments in June 2023.

Meanwhile, the disclosure of the current tax expense related to Pillar Two income taxes and the disclosures in relation to periods before the legislation is effective are required for annual reporting periods beginning on or after January 1, 2023.



Future Changes in Accounting Policies

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 consolidated financial statements. The Group will consider the effects on the consolidated financial statements as these become effective and applicable.

Effective beginning on or after January 1, 2024

- 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*

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*

Material Accounting Policies

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current and noncurrent classification. Deferred tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.

Fair Value Measurement

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

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

The principal or the most advantageous market must be accessible to the 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 nonfinancial 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 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 consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Recognition and Measurement of Financial Instruments

Date of recognition

The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date. Settlement date is the date that the Group commits to purchase or sell an asset.

Financial assets

a. Initial recognition

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

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

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

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

As of December 31, 2023 and 2022, the Group's financial assets comprise of financial assets at amortized cost and financial asset designated at FVOCI with no recycling of cumulative gains or losses upon derecognition (equity instruments).



b. Subsequent measurement - Financial assets at amortized cost

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

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

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

As of December 31, 2023 and 2022, the Group classified cash, receivables (excluding advances to employees) and refundable deposits as financial assets at amortized cost.

c. Subsequent measurement - Financial asset designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instrument).

Upon initial recognition, the Group can elect to classify irrevocably its proprietary club share as equity instrument designated at FVOCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on this financial asset are never recycled to profit or loss. Dividends are recognized as other income in the consolidated statement of comprehensive income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income (OCI). Equity instrument designated at fair value through OCI is not subject to impairment assessment.

As of December 31, 2023 and 2022, the Group elected to classify irrevocably its proprietary club share under this category.

Financial liabilities

a. Initial recognition

Financial liabilities are classified, at initial recognition, either as financial liabilities at FVTPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

As of December 31, 2023 and 2022, the Group's financial liabilities comprise of financial liabilities at amortized cost and other financial liabilities.

b. Subsequent measurement - Other financial liabilities

After initial recognition, other financial liabilities are subsequently measured at amortized cost using the EIR method.

Gains and losses are recognized under the "Others - net" account in the consolidated statement of comprehensive income when the liabilities are derecognized or impaired, and through the "Finance costs" account when the gains and losses are amortized. Amortized cost is calculated



by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR method.

This accounting policy applies to the Group's accounts payable and accrued expenses, advances from related parties, bank loans, lease liabilities, and long-term debt, and other obligations that meet the above definition (other than liabilities covered by other accounting standards, such as net pension liability, income tax payable, and other statutory liabilities).

Impairment of Financial Assets and Contract Assets

The Group recognizes an allowance for Estimated Credit Losses (ECLs) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. 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.

For trade receivables, other receivables from customers and contract assets, 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 has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group uses a provision matrix which is based on historical observed default rate or losses and adjusted by forward-looking estimate. Primary drivers like macroeconomic indicators of qualitative factors such as forward-looking data on inflation and changes in Gross Domestic Product (GDP) rates were added to the expected losses calculation to reach a forecast supported by both quantitative and qualitative data points.

The key inputs in the model include the Group's definition of default, historical data of three (3) years for the origination, and default date. The Group considers trade receivables in default when contractual payments are 150 days past due. However, in certain cases, the Group may also consider a receivable 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 made by the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases, the previously recognized impairment loss is increased or reduced by adjusting the allowance account and crediting 'Recovery of impairment losses' or debiting 'Provision for impairment losses' in the consolidated statement of comprehensive income.

The probability of default is applied to the estimate of the loss arising in default which is based on the difference between the contractual cash flows due and those that the Group would expect to receive. For purposes of calculating loss given default, accounts are segmented based on geographical location of customers.

Definition of default and credit-impaired financial assets

The Group defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria

The customer receives a follow up communication from management and does not continue the payments and management performs account analysis to determine action steps to recover from defaulted customer (i.e., charging of interest, implementing buyback provision, etc.).



Qualitative criteria

The customer meets unlikeliness to pay criteria, which indicates the customer is in significant financial difficulty.

These are instances where:

- a. The customer is experiencing financial difficulty or is insolvent
- b. The customer is in breach of financial covenant/s
- c. An active market for that financial assets has disappeared because of financial difficulties
- d. Concessions have been granted by the Group, for economic or contractual reasons relating to the customer's financial difficulty
- e. It is becoming probable that the customer will enter bankruptcy or other financial reorganization

The criteria above have been applied to the financial instruments held by the Group and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently throughout the Group's expected credit loss calculation.

For the Group's cash and refundable deposits measured at amortized cost, the general approach for measuring expected credit losses was applied.

For refundable deposits, ECLs are recognized in two (2) stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for expected 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 remaining life of the exposure, irrespective of the timing of default (a lifetime ECL).

For cash, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. To estimate the ECL, the Group uses the ratings published by a reputable rating agency.

Derecognition of Financial Instruments

Financial assets

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

- The rights to receive cash flows from the asset have expired; and,
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group 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 right to receive cash flows from an asset or has entered into a pass-through arrangement 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 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. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as 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 comprehensive income.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount 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 there is an intention to settle on a net basis, or to realize the asset and settle 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.

Inventories

Inventories are valued at the lower of cost and net realizable value (NRV). Costs of purchased raw materials, spare parts and supplies are stated at invoice value determined using the first-in, first-out (FIFO) method. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and marketing costs.

In determining the NRV, the Group considers factors such as the aging and future demand of the inventory, contractual arrangements with customers and the Group's ability to redistribute inventory to other products or return inventory to suppliers. In the event that NRV is lower than cost, the decline shall be recognized as part of cost of sales in the consolidated statement of comprehensive income.

Prepayments and Other Assets

Prepaid expenses are amounts paid in advance for goods and services that are yet to be delivered and from which future economic benefits are expected to flow to the Group within its normal operating cycle or within 12 months from end of reporting period. These are measured at amortized cost less any impairment loss.

Other assets pertain to resources controlled by the Group as a result of past events and from which future economic benefits are expected to flow to the Group. If assets are expected to be realized within 12 months from end of reporting period, these are classified as current. Otherwise, these are classified as noncurrent.

Advances to Suppliers

Advances to suppliers represents advance payments made to suppliers for the purchase of direct goods and services that are yet to be delivered and are recognized in the statement of financial position when it is probable that the future economic benefits will flow to the Group and the assets has cost or value that can be measured reliably. These assets are regularly evaluated for any impairment in value. Current and noncurrent classification is determined based on the determined usage/realization of the asset to which it is intended for (e.g., inventory and property and equipment).



Property and Equipment

Property and equipment, except construction-in-progress, are carried at cost less accumulated depreciation and amortization and any impairment in value. The initial cost of property and equipment comprises its purchase price, including import duties, nonrefundable taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Subsequent replacement costs of parts of the property and equipment are capitalized when the recognition criteria are met.

Significant refurbishments and improvements are capitalized when it can be clearly demonstrated that the expenditures have resulted in an increase in future economic benefits expected to be obtained from the use of an item of property and equipment beyond the originally assessed standard of performance. Costs of repairs and maintenance are charged as expense when incurred.

Depreciation is computed using the straight-line method over the estimated useful life (EUL) of the asset as follows:

	Years
Machinery and equipment	5-10
Tools and other equipment	5
Airconditioning equipment	5
Furniture, fixtures and equipment	5
Transportation equipment	5
Building improvements	5

The cost of the leasehold improvements is amortized over the lease term or EUL of the improvements of seven (7) years, whichever is lower.

The EUL and the depreciation and amortization methods are reviewed at each financial year-end to ensure that the period and the methods of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

The carrying values of property and equipment is reviewed for impairment when events or changes in circumstances indicate that carrying values may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amounts, the assets or cash generating units (CGUs) are written down to their recoverable amounts (see Accounting Policy on Impairment of Nonfinancial Asset).

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 comprehensive income in the year the asset is derecognized and the cost and the related accumulated depreciation, and any impairment in value, are removed from the accounts.

Impairment of Nonfinancial Assets

The Group assesses at each reporting date whether there is an indication that the nonfinancial assets (e.g., property and equipment, right-of-use assets, advances to suppliers and prepayments and other current assets) may be impaired. If any such indication exists, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.



In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognized in the Group's consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

An impairment loss is charged to operations in the year in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is charged to the revaluation increment of the said asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount.

That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of comprehensive income unless the asset is carried at revalued amount, in which case, the reversal is treated as a revaluation increase. After such reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Foreign Exchange Transactions and Translation

Transactions in foreign currencies are recorded using the exchange rate at the date of transactions. Foreign exchange gains or losses arising from foreign currency transactions and revaluation adjustments of foreign currency assets and liabilities are credited to or charged against current operations. Monetary assets and liabilities denominated in foreign currencies are translated using the foreign exchange rate prevailing at reporting date. All differences are taken to profit or loss. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined.

Equity

Capital stock is measured at par value for all shares issued and outstanding. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued. When the shares are sold at premium, the difference between the proceeds and the par value is credited to 'Additional paid-in capital' account.

Direct costs incurred related to equity issuance, such as underwriting, accounting and legal fees, printing costs and taxes are chargeable to 'Additional paid-in capital' account. If additional paid-in capital is not sufficient, the excess is charged to retained earnings (deficit).

Other Comprehensive Income

OCI are items of income and expense that are not recognized in the profit or loss for the year in accordance with PFRSs.



Retained Earnings

Retained earnings represents the accumulated earnings (losses) of the Group and any adjustment arising from application of new accounting standards, policies or correction of errors applied retrospectively, less any dividend. The accumulated earnings of the subsidiary included in the consolidated retained earnings are available for dividend declaration when these are likewise declared as dividends by the subsidiary as approved by their respective BOD.

Earnings (Loss) Per Share (EPS)

Basic earnings (loss) per share is computed by dividing net income (loss) applicable to common stock (consolidated net income/loss less dividends on preferred stock) by the weighted average number of common shares issued and outstanding during the year, after giving retrospective adjustment to any stock dividend declared or stock split made during the year.

Diluted EPS is calculated by dividing the consolidated net income (loss) attributable to common shareholders by the weighted average number of common shares outstanding during the year adjusted for the effects of any dilutive potential common shares.

Revenue and Cost Recognition

a) Revenue from contracts with customers

The Group is in the business of providing electronic manufacturing and other related services to various customers. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has concluded that it is the principal in its revenue arrangements because it controls the goods or services before transferring them to the customer. Revenue is measured at the fair value of the consideration received or receivable, excluding any output VAT, discounts and returns, if applicable.

Manufacturing of goods

The Group provides manufacturing services in accordance with the customer's specifications. The Group promises to provide a combined performance obligation comprised of non-distinct goods or services, which include issuance of materials to production, assembly, testing and packaging.

Contracts with customers are generally classified as turnkey or consignment. In a turnkey contract, the Group procures the materials and provides the assembly services to the customer. In a consignment contract, the Group only provides assembly services to the customer.

For turnkey contracts, revenue is recognized over time since the products created have no alternative use to the Group and the Group has right to payment for performance completed to date, including the related profit margin, in case of termination for reasons other than the Group's failure to perform as promised.

For consignment contracts, revenue is recognized over time as services are rendered since the customer simultaneously receives and consumes the benefits as the Group performs.

The Group determined that the input method is the appropriate method in measuring progress for revenue recognized as over time because there is a direct relationship between the Group's effort (i.e., actual cost incurred) and the transfer of service or goods to the customer. For both turnkey and consignment contracts, payment of the transaction price is due 30 to 90 days upon billing.



Cost of sales is recognized consistent with the revenue recognition method applied. This includes all expenses associated with the manufacturing of goods and indirect costs related to the contract performance such as materials and supplies used, direct labor and overhead costs related to production.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., customer options that provide material rights to customers, warranties). In determining the transaction price, the Group considers the effects of variable consideration, the existence of significant financing components, noncash consideration and consideration payable to customer, if any.

Transportation and shipping costs associated with the transfer of the product to the point of sale is recognized as a selling cost under “Cost of Sales” in the statement of comprehensive income.

Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Significant financing component

The Group’s contracts with its customers are short-term in nature. Using the practical expedient under PFRS 15, the Group does not adjust the promised amount of consideration of the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one (1) year or less.

b) Contract balances

Contract assets

Contract asset represents the entity’s right to payment for services already transferred to a customer if that right to payment is conditional on something other than the passage of time. Contract assets are reclassified as a receivable when the entity’s right to payment is unconditional.

Contract liabilities

A contract liability is the amount of consideration paid by the customers or if the entity has a right to consideration that is unconditional, before the good or service is transferred to the customer. This represents the obligation to transfer goods or services to a customer for which consideration has been received.

Costs to obtain a contract

The Group pays sales commission to its marketing agents for each contract that they obtain. The Group has elected to apply the allowed practical expedient for costs to obtain a contract which allows the Group to immediately expense sales commissions (included under operating expenses) because the amortization period of the asset that the Group otherwise would have used is one (1) year or less.



Other Income Recognition

Interest income

Interest income is recognized as interest accrues taking into account the effective yield on the asset. Interest income is included in the “Others - net” account in the consolidated statement of comprehensive income.

Other Costs and Expenses

Costs and expenses encompass losses as well as those expenses that arise in the course of the ordinary activities of the Group. Costs and expenses are generally recognized when incurred and measured at the fair value of the consideration paid or payable.

The following specific recognition criteria must also be met before costs and expenses are recognized:

Operating expenses

Operating expenses constitute costs which are directly related to selling, advertising and delivery of goods to customers, and costs of administering the business.

Leases

The Group assesses at the contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identical asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term lease. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a) Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct cost incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the underlying assets (if depreciable).

Depreciation is computed using the straight-line method over the EUL of the asset as follows:

	Years
Building Improvements	5
Machinery, tools and equipment	5-10

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are subject to impairment. Refer to the accounting policies on impairment of nonfinancial assets.



b) 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.

c) Short-term leases

The Group applies the short-term lease recognition exemption to its leases that have lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

Employee Benefits

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, 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.

Defined benefit costs comprise the following:

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

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in the consolidated statement of comprehensive income. Past service costs are recognized when plan amendment or curtailment occurs.

These amounts are calculated periodically by independent qualified actuary.

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 expense or income in the consolidated statement of comprehensive 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 profit or loss in subsequent periods. All remeasurements recognized in OCI account "Remeasurement gain (loss) on retirement plan" are not reclassified to another equity account in subsequent periods.

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.

Termination benefit

Termination benefits are employee benefits provided in exchange for the termination of an employee's employment as a result of either an entity's decision to terminate an employee's employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.

A liability and expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.

Employee leave entitlement

Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly within 12 months after the end of the annual reporting period is recognized for services rendered by employees up to the end of the reporting period.

Income Taxes

Current income tax

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



Deferred income tax

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

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

Deferred income tax, however, is not recognized when it arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable income. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized.

Deferred income tax relating to items recognized in OCI or directly in equity is recognized in the consolidated statement of comprehensive income and consolidated statement of changes in equity and not in profit or loss. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

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 tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event and 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.

Contingencies

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

Segment Reporting

A segment is a distinguishable component of the Group that is engaged in providing products or services (business segment) and is subject to risks and rewards that are different from other segments. The BOD is the chief operating decision maker. Segment assets and liabilities reported are those assets and liabilities included in measures that are used by the BOD.

Events After the Reporting Period

Any post year-end event up to the date of approval of the BOD of the consolidated financial statements that provides additional information about the Group's position at the reporting date (adjusting events) is reflected in the consolidated financial statements. Any post year-end event that is not adjusting event is disclosed in the notes to consolidated financial statements when material.



4. Significant Accounting Judgments Estimates and Assumptions

The preparation of the consolidated financial statements in compliance with PFRSs requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and contingent liabilities, at the reporting date. The judgments, estimates and assumptions used in the consolidated financial statements are based on management's evaluation of relevant facts and circumstances as of the date of the Group's consolidated financial statements. Actual results could differ from such estimates.

Judgments, 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.

Judgments

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

Revenue from contracts with customers

- Identifying contracts with customers
Generally, a valid and approved Manufacturing Service Agreement (MSA), tooling and sourcing agreements, customer forecast, and/or customer purchase order will be in place before the Group provides services or manufacture goods for the customers. The Group is not obligated to transfer any goods or provide services until the customer submits a Purchase Order under the MSA, respectively. The Purchase Order creates the enforceable rights and obligations and is therefore evaluated together with the MSA for revenue recognition in accordance with PFRS 15.
- Determining the timing of revenue recognition
The Group assessed that revenue from manufacturing of goods shall be recognized over time. For turnkey contracts wherein the products created have no alternative use to the Group and the Group has right to payment for performance completed to date, including the related profit margin, in case of termination for reasons other than the Group's failure to perform as promised, revenue is recognized over time. For consignment contracts, revenue is recognized over time as services are rendered since the customer simultaneously receives and consumes the benefits as the Group performs.
- Determining the measure of progress for revenue recognized over time
The Group measures progress towards complete satisfaction of the performance obligation using an input method. Management believes that this method provides a faithful depiction of the transfer of goods or services to the customer because the Group provides integration service to produce a combined output and each item in the combined output may not transfer an equal amount of value to the customer.

Determination of functional currency

The Group has revenue and costs and expenses denominated in various currencies, mainly in US Dollar and Philippine Peso. The entities within the Group determines the functional currency based on economic substance of underlying circumstances relevant to each entity within the Group. The Parent Company and USA determined that the functional currency is the US dollar since its revenues and expenses are substantially denominated in US Dollar.



Determination of lease term of contracts with renewal and termination options - Group as a lessee

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

For the lease of buildings, the Group included the renewal period as part of the lease term as these are reasonably certain to be exercised as assessed by the management. The Group typically exercises its option to renew for these leases because there will be a significant negative effect on production if a replacement asset is not readily available. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised. However, for the other lease contracts identified to be scoped under PFRS 16, the Group did not include the renewal and termination period of several lease contracts since the renewal and termination options is based on mutual agreement, thus not applicable.

Refer to Note 21 for information on potential future lease payments relating to periods following the exercise date of extension and termination options that are not included in the lease term.

Impairment of nonfinancial assets

The Group assesses impairment of nonfinancial assets (e.g., property and equipment, right-of-use assets, prepayments and other current assets and advances to suppliers) whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The factors that the Group considers important and which could trigger an impairment review include the following:

- significant underperformance relative to projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; and,
- significant negative industry or economic trends or change in technology.

When indicators exist, an impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. Assets that are subject to impairment testing when impairment indicators are present and their respective carrying amount as of December 31 are as follows:

	2023	2022
Advances to suppliers	US\$1,056	US\$2,202
Prepayments and other current assets	722	618
Property and equipment (Note 12)	21,372	17,354
Right-of-use assets (Note 21)	1,895	4,137

As of December 31, 2023 and 2022, management believes that no impairment indicator exists for the Group's nonfinancial assets.



Estimates and Assumptions

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

Provision for impairment losses for receivables and contract assets

The Group uses a provision matrix to calculate ECLs for receivables and contract assets in compliance with the requirements of PFRS 9. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information such as inflation and changes in GDP rates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historical observed default rates, forecast economic conditions, and ECL is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

In addition to provision matrix as collective impairment assessment, the Group also performs specific assessment regularly against individually significant receivables which can be specifically identified as requiring a specific assessment, have a greater risk of default than when originally granted through review of receivable's age and status. Judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

An increase in the allowance account for impairment would increase recorded operating expenses and decrease current assets and otherwise for reversals.

As of December 31, 2023, and 2022, allowance for impairment losses on receivables amounted to US\$0.02 million and US\$0.11 million, and nil for contract assets as of both years (see Notes 9 and 10).

Provision for inventory obsolescence

The Group reviews its inventory levels to assess impairment at least on a quarterly basis. The semiconductor industry is characterized by rapid technological change, short-term customer commitments and rapid changes in demand. Impairment losses are provided on excess and obsolete inventory based on regular reviews of inventories on hand, and the latest forecasts of product demand and product requirements from customers. If actual market conditions or customer's product demands are less favorable than those forecasted, additional impairment loss is recognized. An increase in allowance for inventory obsolescence would increase recorded cost of sales and decrease current assets.

The Group recognized allowance for inventory obsolescence on its raw materials amounting to US\$0.01 million in 2022 (nil in 2023). The carrying values of the inventories of the Group amounted to US\$35.56 million and US\$36.55 million as of December 31, 2023 and 2022, respectively (see Note 11).



Estimating useful lives of depreciable property and equipment and right-of-use assets

The Group computes depreciation of property and equipment and right-of-use assets with finite useful life on a straight-line basis over the assets' EUL. The EUL and depreciation method are reviewed annually to ensure that these are consistent with the expected pattern of economic benefits from the assets. This requires the Group to make an estimate of the expected asset utilization from business plans and strategies, future technical developments and market behavior to determine the expected pattern of economic benefits from the assets. Changes in the EUL or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the depreciation period or method, as appropriate, and are treated as changes in accounting estimates.

The depreciation expense on property and equipment with finite useful lives are recognized in the consolidated statement of comprehensive income, in the expense category, consistent with the function of the property and equipment.

Refer to Notes 12 and 21 for further details on property and equipment and right-of-use assets, respectively.

Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

The Group's lease liabilities as of December 31, 2023 and 2022 amounted to US\$2.20 million and US\$3.38 million, respectively (see Note 21).

Estimation of net pension liability

The cost of defined benefit pension plans as well as the present value of the pension 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 pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in discount rate and future salary increase.

All assumptions are reviewed at each reporting date. While the Group believes that the assumptions are reasonable and appropriate, significant differences between actual experiences and assumptions may materially affect the cost of employee benefits and related obligations.

The net pension liability as at December 31, 2023 and 2022 amounted to US\$3.23 million and US\$2.55 million, respectively (see Note 23).

Recognition of deferred tax assets

The Group reviews the carrying amounts of deferred tax assets at each reporting date and reduces the deferred tax assets to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable income together with future tax planning strategies.



The Group did not recognize certain deferred tax assets on temporary differences since management believes that it may not be reasonably probable that sufficient taxable profit tax will be available against which the deductible temporary differences can be utilized.

As of December 31, 2023, and 2022, the Group recognized deferred tax assets amounted to US\$0.12 million and US\$0.17 million, respectively (see Note 22).

5. Financial Risk Management Objectives and Policies

Risk management structure

All policy directions, business strategies and management initiatives emanate from the BOD which strives to provide the most effective leadership for the Group. For this purpose, the BOD convenes in quarterly meetings and in addition, is available to meet in the interim should the need arises.

The Group has adopted internal guidelines setting forth matters that require BOD approval. Under the guidelines, all new investments, any increase in investment in business and subsidiary and any divestments require BOD approval.

The normal course of the Group's business exposes it to a variety of financial risks such as credit risk, liquidity risk and market risks, which include foreign currency risk exposures.

The Group has various financial assets such as cash, receivables (excluding advances to employees), contract assets, financial asset at FVOCI and refundable deposits. The Group's principal financial liabilities consist of accounts payable and accrued expenses, advances from related parties, bank loans and long-term debt and lease liabilities. The main purpose of these financial liabilities is to raise funds for the Group's operations.

The Group's policies on managing the risks arising from the Group's financial instruments follow:

Credit Risk

Credit risk is the risk of loss resulting from the failure of a borrower or counterparty to perform its obligations during the life of the transaction. This includes the risk of non-payment by banks and customers, failed settlement of transactions and default on contracts.

Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. The Group's credit risk management involves entering into arrangements only with counterparties with acceptable credit standing and that are duly approved by the BOD.

Trade receivables, other receivables from customers and contract assets

The Group's trade receivables, other receivables from customers and contract assets are monitored on a regular basis. An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due of the customer with loss pattern. The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information.



Generally, trade receivables, other receivables from customers and contract assets are written-off when deemed unrecoverable and are not subject to enforcement activity. The maximum credit exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

Other financial assets

Credit risk from balances with banks and financial institutions is managed in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty limits are reviewed and approved by the BOD and are updated when necessary.

Cash is placed in various banks. Material amounts are held by banks which belong to top five (5) banks in the country. The rest are held by local banks that have good reputation and low probability of insolvency. These are considered to be low credit risk investments. The Group does not hold any collateral from its counterparties thus, the carrying amounts of cash, receivables, contract assets and refundable deposits approximate the Group's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk.

Concentration of credit risk

The Group has concentration of credit risk due to sales to significant customers. Largest customer accounted for approximately 11.04%, 14.04% and 16.39% of total revenue from contracts with customers in 2023, 2022 and 2021, respectively. The Group's top five (5) customers accounted for approximately 51.33%, 49.47% and 59.35% of its total revenue from contracts with customers in 2023, 2022 and 2021, respectively. The Group's financial instruments are broadly diversified along industry, product and geographic lines, and transactions are entered into with a range of counterparties, thereby, mitigating any significant concentration of credit risk.

In 2023, the financial assets and contract assets of the Group are more concentrated to the consumer electronics, telecom and computer peripherals which accounted for 82.25%, while in 2022, more concentrated to the computer peripherals, telecom and consumer electronics which accounted for 76.93% of the total credit risk exposure.

An industry sector analysis of the Group's maximum exposure to credit risk is as follows:

	2023	2022
Consumer electronics	US\$14,317	US\$5,409
Telecommunications (telecom)	5,799	7,057
Computer peripherals	4,341	7,196
Banks and financial intermediaries*	4,238	4,892
Medical	110	—
Others**	930	1,003
Total	US\$29,735	US\$25,557

*Excludes cash on hand amounting to US\$0.01 million as of December 31, 2023 and 2022.

**Excludes nonfinancial assets amounting to US\$0.05 million and US\$0.03 million as of December 31, 2023 and 2022, respectively.



The following tables summarize the credit quality of the Group's financial assets and contract assets (gross of allowance of impairment losses) as at December 31:

2023					
	Minimal Risk	Average Risk	High Risk	Credit Impaired	Total
Cash*	US\$4,238	US\$–	US\$–	US\$–	US\$4,238
Receivables					
Trade receivables	14,742	–	–	17	14,759
Other receivables from customers	3,063	–	–	1	3,064
Advances to managers**	83	–	–	–	83
SSS claims receivables	45	–	–	–	45
Others	108	–	–	–	108
Contract assets	6,879	–	–	–	6,879
Refundable deposits	577	–	–	–	577
	US\$29,735	US\$–	US\$–	US\$18	US\$29,753

* Excludes cash on hand amounting to US\$0.01 million

** Excludes non financial assets amounting to US\$0.05 million

2022					
	Minimal Risk	Average Risk	High Risk	Credit Impaired	Total
Cash*	US\$4,892	US\$–	US\$–	US\$–	US\$4,892
Receivables					
Trade receivables	13,190	–	–	86	13,276
Other receivables from customers	1,949	–	–	19	1,968
Advances to managers	96	–	–	–	96
SSS claims receivables	59	–	–	–	59
Others	105	–	–	–	105
Contract assets	4,705	–	–	–	4,705
Refundable deposits	561	–	–	–	561
	US\$25,557	US\$–	US\$–	US\$105	US\$25,662

* Excludes cash on hand amounting to US\$0.01 million

** Excludes non financial assets amounting to US\$0.03 million

The Group classifies credit quality risk as follows:

Minimal risk - accounts with a high degree of certainty in collection, where counterparties have consistently displayed prompt settlement practices, and have little to no instances of defaults or discrepancies in payment; also includes transactions with related parties.

Average risk - active accounts with minimal to regular instances of payment default, due to ordinary/common collection issues, but where the likelihood of collection is still moderate to high as the counterparties are generally responsive to credit actions initiated by the Group.

High risk - accounts with a low probability of collection and can be considered impaired based on historical experience, where counterparties exhibit a recurring tendency to default despite constant reminder and communication, or even extended payment terms.

The Group maintains cash in banks with various financial institutions that management believes to be of high credit quality. The Group's investment policy is to extend credit exposures with financial institutions from which it has outstanding loans and loan facilities.

Refundable deposits mainly represent meter deposits with a third party which is collectible upon the termination of the contract in the unforeseeable future.



The following tables below summarize the staging considerations (other than trade receivables, other receivables from customers and contract assets subject to provision matrix) of the Group's financial assets as at December 31:

2023				
	Stage 1 (12-month ECL)	Stage 2 (Lifetime ECL)	Stage 3 (Credit- impaired)	Total
Cash in banks	US\$4,238	US\$–	US\$–	US\$4,238
Receivables				
Advances to managers	83	–	–	83
SSS claims receivables	45	–	–	45
Others	108	–	–	108
Refundable deposits	577	–	–	577
Total	US\$5,051	US\$–	US\$–	US\$5,051

2022				
	Stage 1 (12-month ECL)	Stage 2 (Lifetime ECL)	Stage 3 (Credit- impaired)	Total
Cash in banks	US\$4,892	US\$–	US\$–	US\$4,892
Receivables				
Advances to managers	96	–	–	96
SSS claims receivables	59	–	–	59
Others	105	–	–	105
Refundable deposits	561	–	–	561
Total	US\$5,713	US\$–	US\$–	US\$5,713

Set out below is the information about the credit risk exposure on trade receivables, other receivables from customers and contract assets using a provision matrix as at:

December 31, 2023:

Trade receivables									
	Contract Assets	Days past due							Total
		Current	<30 days	30-60 days	61-90 days	91-120 days	121-150 days	>150 days	
Expected credit loss rate	0%	0%	0%	0%	0%	0%	0%	0%	–
Estimated total gross carrying amount at default	US\$6,879	US\$11,293	US\$2,525	US\$402	US\$383	US\$–	US\$–	US\$139	US\$14,742
	–	–	–	–	–	–	–	–	–
Other receivables from customers									
Expected credit loss rate		0%	0%	0%	0%	0%	0%	0%	–
Estimated total gross carrying amount at default		2,788	117	134	24	–	–	–	3,063
		–	–	–	–	–	–	–	–
Total expected credit loss	US\$–	US\$–	US\$–	US\$–	US\$–	US\$–	US\$–	US\$–	US\$–



December 31, 2022:

	Trade receivables								Total
	Contract Assets	Current	Days past due						
			<30 days	30-60 days	61-90 days	91-120 days	121-150 days	>150 days	
Expected credit loss rate	0%	0%	0%	0%	0%	0%	0%	0%	–
Estimated total gross carrying amount at default	US\$4,705	US\$10,869	US\$1,529	US\$333	US\$408	US\$–	US\$5	US\$46	US\$13,190
	–	–	–	–	–	–	–	–	–
	Other receivables from customers								Total
	Contract Assets	Current	Days past due						
			<30 days	30-60 days	61-90 days	91-120 days	121-150 days	>150 days	
Expected credit loss rate		0%	0%	0%	0%	0%	0%	0%	0%
Estimated total gross carrying amount at default		1,694	206	20	9	–	20	–	1,949
		–	–	–	–	–	–	–	–
Total expected credit loss	US\$–	US\$–	US\$–	US\$–	US\$–	US\$–	US\$–	US\$–	US\$–

In 2023, the Group has no additional specifically impaired receivables. The Group also recovered impairment losses amounting to US\$0.62 million and written off amounting US\$0.25 million.

In 2022, the Group recognized additional provision for impairment loss amounting to US\$69 thousand and US\$18 thousand which pertains to specifically impaired trade receivables and other receivables from customers, respectively (see Note 9).

Expected credit loss from the impairment exercise using a provision matrix is zero as of December 31, 2023 and 2022.

Liquidity Risk

Liquidity risk is the risk of not being able to meet funding obligations such as the repayment of liabilities or payment of asset purchases. Short-term funding is obtained to finance cash requirements for operations and capital expenditures. Amount of credit lines are obtained from designated banks duly approved by the BOD. Surplus funds are placed with reputable banks to which the Group has outstanding loans, loan facilities and/or banking transactions. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and highly liquid marketable securities and adequate committed lines of funding from major financial institutions to meet the liquidity requirements in the short and longer term.



The tables below show the maturity profile of the Group's financial assets and liabilities, based on its internal methodology that the Group uses to manage liquidity based on contractual undiscounted cash flows:

December 31, 2023							
	On demand	Less than 1 month	1 to 2 Months	2 to 6 months	6 to 12 months	1 to 5 Years	Total
Financial assets							
Cash	US\$4,244	US\$–	US\$–	US\$–	US\$–	US\$–	US\$4,244
Receivables							
Trade receivables	3,449	11,293	–	–	–	–	14,742
Other receivables from customers	275	2,788	–	–	–	–	3,063
Advances to managers	–	83	–	–	–	–	83
SSS claims receivables	–	45	–	–	–	–	45
Others	103	5	–	–	–	–	108
Refundable deposits	–	–	–	–	–	577	577
	8,071	14,214	–	–	–	577	22,862
Financial liabilities							
Accounts payable and accrued expenses ¹	6,122	12,412	–	–	–	–	18,534
Advances from related parties	15,000	5,000	–	–	–	–	20,000
Bank loans and long-term debt ²	–	2,417	11,191	417	826	2,119	16,970
Lease liabilities ³	–	102	191	319	627	1,169	2,408
	21,122	19,931	11,382	736	1,453	3,288	57,912
Liquidity gap	(US\$13,051)	(US\$5,717)	(US\$11,382)	(US\$736)	(US\$1,453)	(US\$2,711)	(US\$35,050)

¹Excludes nonfinancial liabilities amounting to US\$0.41 million

²Includes future interests amounting to US\$0.57 million

³Includes future interests amounting to US\$0.21 million

December 31, 2022							
	On demand	Less than 1 month	1 to 2 Months	2 to 6 months	6 to 12 months	1 to 5 Years	Total
Financial assets							
Cash	US\$4,898	US\$–	US\$–	US\$–	US\$–	US\$–	US\$4,898
Receivables							
Trade receivables	2,321	10,869	–	–	–	–	13,190
Other receivables from customers	255	1,694	–	–	–	–	1,949
Advances to managers	–	96	–	–	–	–	96
SSS claims receivables	–	59	–	–	–	–	59
Others	103	2	–	–	–	–	105
Refundable deposits	–	–	–	–	–	561	561
	7,577	12,720	–	–	–	561	20,858
Financial liabilities							
Accounts payable and accrued expenses ¹	10,902	13,108	–	–	–	–	24,010
Advances from related parties	15,314	–	–	–	–	–	15,314
Bank loans and long-term debt ²	–	10,043	4,024	4,134	388	30	18,619
Lease liabilities ³	–	48	218	153	296	2,840	3,555
	26,216	23,199	4,242	4,287	684	2,870	61,498
Liquidity gap	(US\$18,639)	(US\$10,479)	(US\$4,242)	(US\$4,287)	(US\$684)	(US\$2,309)	(US\$40,640)

¹Excludes nonfinancial liabilities amounting to US\$0.40 million

²Includes future interests amounting to US\$0.56 million

³Includes future interests amounting to US\$0.17 million

In order to manage the liquidity gap, the Group has various sources of financing, either through support of related parties or availment of bank credit lines. The Group finances its cash requirements by obtaining advances from the Ultimate Parent Company and its affiliates.

The Group will apply for additional credit lines as the need arises.



Changes in liabilities arising from financing activities for the years ended:

December 31, 2023							
	Advances from related parties (Note 21)	Long-term Debt (Note 14)	Lease Liabilities (Note 22)	Bank Loans (Note 14)	Commercial Loans (Note 14)	Accrued Interest (Note 13)	Total
Balances at beginning of year	US\$15,314	US\$–	US\$3,384	US\$64	US\$18,000	US\$26	US\$36,788
Non-cash flows activities:							
Availments	–	4,696	–	–	–	–	4,226
Accretion of interest (Note 21)	–	–	195	–	–	1,297	1,492
Cash flows activities:							
Availments	7,000	–	–	117	43,000	–	50,117
Payments of principal	(2,314)	(1,429)	(1,187)	(47)	(48,000)	–	(52,507)
Payment of interest	–	–	(195)	–	–	(1,244)	(1,439)
Balances at end of year	US\$20,000	US\$3,267	US\$2,197	US\$134	US\$13,000	US\$79	US\$38,677

December 31, 2022							
	Advances from related parties (Note 21)	Long-term Debt (Note 14)	Lease Liabilities (Note 22)	Bank Loans (Note 14)	Commercial Loans (Note 14)	Accrued Interest (Note 13)	Total
Balances at beginning of year	US\$14,564	US\$814	US\$3,310	US\$116	US\$11,000	US\$26	US\$29,830
Non-cash flows activities:							
Availments	–	–	1,696	–	–	–	1,696
Accretion of interest (Note 21)	–	–	171	–	–	604	775
Cash flows activities:							
Availments	1,000	–	–	–	37,000	–	38,000
Payments of principal	(250)	(814)	(1,622)	(52)	(30,000)	–	(32,738)
Payment of interest	–	–	(171)	–	–	(604)	(775)
Balances at end of year	US\$15,314	US\$–	US\$3,384	US\$64	US\$18,000	US\$26	US\$36,788

Market Risk

Market risk is the risk of loss to future earnings, to fair value of future cash flows of a financial instrument as a result of changes in its price, caused by changes in interest rates, foreign currency exchange rates and other market factors.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The Group is exposed to currency risk primarily through purchases that are denominated in a currency other than the functional currency of the Group. The currency giving rise to this risk is the Philippine Peso (₱). It is the Group's policy not to trade in or enter into derivative contracts.

In addition, the Group believes that its profile of foreign currency exposure on its monetary assets and liabilities is within conservative limits in the type of business in which the Group is engaged.



The table below details the Group's exposure to currency risk arising from forecasted transactions or recognized monetary assets or liabilities denominated in a currency other than the functional currency of the Group at the reporting date.

	2023		2022	
	In US Dollar	In Philippine Peso	In US Dollar	In Philippine Peso
Cash	US\$827	₱45,778	US\$274	₱15,282
Receivables	282	15,605	407	22,667
Refundable deposits	350	19,379	348	19,379
	1,459	80,762	1,029	57,328
Less: Accounts payable and accrued expenses	2,367	131,053	2,739	152,717
Net pension liability	3,226	178,609	2,548	142,086
	5,593	309,662	5,287	294,803
Net exposure arising from recognized monetary assets and liabilities	(US\$4,134)	(₱228,900)	(US\$4,258)	(₱237,475)

The exchange rates used to restate the Group's foreign currency-denominated monetary assets and liabilities follow:

	Source	2023	2022
Philippine Peso	Bankers Association of the Philippines closing rate	US\$0.018060	US\$0.017936

Sensitivity analysis

The following table indicates the approximate change in the Group's consolidated income before tax in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the reporting date:

	2023		2022	
Changes in foreign currency exchange rates				
Philippine Peso	0.70%	(0.70%)	8.53%	(8.53%)
Effect on income before tax				
Philippine Peso	US\$21	(US\$21)	US\$218	(US\$218)

The Group based the percentage of increase and decrease in foreign exchange rate on the percentage change of the foreign exchange rate as of the reporting date and year-end forecasted closing rate.

Other than the impact on the Group's consolidated income before income tax, there is no other significant effect on equity.

The sensitivity analysis has been determined assuming that the change in foreign currency exchange rates has occurred at the reporting date and has been applied to the Group's exposure to currency risk for financial instruments in existence at that date, and that all other variables, interest rates in particular, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date. Results of the analysis as presented in the table represent the effects on the Group's consolidated income before tax measured in US dollars at the exchange rate ruling at the reporting date.



6. Fair Value Measurement

The Group's financial instruments consist of cash, receivables (excluding advances to employees), refundable deposits, financial asset at FVOCI, accounts payable and accrued expenses, bank loans and long-term debt, lease liabilities and advances from related parties.

The following table sets forth the fair value hierarchy of the Group's assets and liabilities:

December 31, 2023

	Carrying value	Total	Fair value measurement using	
			Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value				
Financial asset at FVOCI	US\$35	US\$35	US\$35	US\$–
Asset for which fair value is disclosed				
Refundable deposits	577	577	–	577
Liabilities for which fair values are disclosed:				
Long-term debt (Note 14)	3,267	3,404	–	3,404
Lease liabilities (Note 21)	2,197	2,241	–	2,241
Bank loans (Note 14)	134	134	–	134

December 31, 2022

	Carrying value	Total	Fair value measurement using	
			Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value				
Financial asset at FVOCI	US\$26	US\$26	US\$26	US\$–
Asset for which fair value is disclosed				
Refundable deposits	561	561	–	561
Liabilities for which fair values are disclosed:				
Lease liabilities (Note 21)	3,384	3,502	–	3,502
Bank loans (Note 14)	64	64	–	64

The fair values of the financial instruments such as cash, receivables (excluding advances to employees), accounts payable and accrued expenses, advances from related parties and commercial loans (included under “bank loans and long-term debt”) approximate their respective carrying values due to their short-term nature.

The fair value of financial asset at FVOCI is determined by using the market price of the proprietary club share and is included in Level 2 of the hierarchy.

The estimated fair values of long-term debt and lease liabilities represent the present value of the amount of estimated future cash flows expected to be paid derived using the applicable rates ranging from 5.12% to 5.92% in 2023 and 3.47% to 6.44% in 2022. This is included within Level 3 of the hierarchy.



The fair value of refundable deposits approximates its carrying value since it has no definite payment term while the fair value of bank loans approximates its carrying value because these bank loans are subject to annual interest re-pricing based on market rate.

In 2023 and 2022, there were no transfers between Level 1 and Level 2 of the fair value hierarchy, and no transfers into and out of the Level 3 category.

7. Capital Management

The Group's primary objective in managing capital is to provide returns for shareholders and benefits for other stakeholders by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group monitors capital using a leverage ratio, which is net debt divided by the sum of total capital and net debt. Net debt includes bank loans and long-term debt, lease liabilities, advances from related parties and accounts payable and accrued expenses, less cash. The Group's policy is for its leverage ratio not to exceed 75%.

The management continues to monitor and improve on areas of customers' terms to adhere with the policy of leverage ratio.

The leverage ratio as at December 31 follows:

	2023	2022
Current liabilities		
Accounts payable and accrued expenses*	US\$18,534	US\$24,010
Advances from related parties	20,000	15,314
Current portion of bank loans and long-term debt	14,417	18,034
Current portion of lease liabilities	1,129	644
	54,080	58,002
Noncurrent liabilities		
Bank loans and long-term debt - net of current portion	1,984	30
Lease liabilities - net of current portion	1,068	2,740
	3,052	2,770
Total debt	57,132	60,772
Less cash	4,244	4,898
Net debt	52,888	55,874
Equity	23,209	21,025
Total equity and net debt	US\$76,097	US\$76,899
Leverage ratio	69.50%	72.66%

*Excludes nonfinancial liabilities amounting to US\$0.41 million and US\$0.40 million as of December 31, 2023 and 2022, respectively.

The Group has no externally-imposed capital requirements as of December 31, 2023 and 2022.



8. Cash

This account consists of:

	2023	2022
Cash in banks	US\$4,238	US\$4,892
Cash on hand	6	6
	US\$4,244	US\$4,898

Cash includes cash on hand and in banks.

Cash in banks earn interest at the respective bank deposit rates ranging from 0.05% to 2.50% in 2023, 2022 and 2021. Interest income earned from cash in banks amounted to US\$0.002 million in 2023 and 2022, US\$0.004 million in 2021 (see Note 19).

9. Receivables

This account consists of:

	2023	2022
Trade receivables	US\$14,759	US\$13,276
Other receivables from customers	3,064	1,968
Advances to managers	83	96
Advances to employees	51	34
SSS claims receivables	45	59
Others (Note 20)	108	105
	18,110	15,538
Less allowance for impairment losses	18	105
	US\$18,092	US\$15,433

Trade receivables, other receivables from customers and others are noninterest-bearing and normally collected within 30-90 days credit term.

Other receivables from customers pertains to revenue arising from other related services to manufacturing of goods based on contract with customers. This includes receivables from nonrecurring expenses incurred, such as tools and jigs, that are reimbursable from the customers.

Below is the movement of the allowance for impairment losses as of December 31 based on individual impairment (nil for collective impairment):

Lifetime-ECL credit-impaired				
2023				
	Trade receivables	Other receivables from customers	Others	Total
Balances at beginning of year	US\$86	US\$19	US\$–	US\$105
Recovery of impairment losses	(44)	(18)	–	(62)
Receivables written off	(25)	–	–	(25)
Balances at end of year	US\$17	US\$1	US\$–	US\$18



	2022			
	Trade receivables	Other receivables from customers	Others	Total
Balances at beginning of year	US\$17	US\$1	US\$–	US\$18
Provision for impairment losses (Note 17)	69	18	–	87
Balances at end of year	US\$86	US\$19	US\$–	US\$105

In 2023 and 2021, the Group recovered receivables from customers amounting to US\$0.062 million and US\$0.008 million respectively, net of transaction costs, recorded under “Others - net” in the consolidated statement of comprehensive income, in which total carrying amount of the outstanding receivables have been fully provided with allowance (nil in 2022, see Note 19).

The Group recognized provision for impairment loss amounting to US\$0.09 million in 2022 and has written off outstanding receivables amounting to US\$0.03 million and US\$0.64 million in 2023 and 2021, respectively. The management assessed that these specifically impaired receivables are no longer recoverable (see Note 19).

10. Contract Assets/Liabilities

This account consists of:

	2023	2022
Contract assets	US\$6,879	US\$4,705
Contract liabilities	6,349	1,578

Contract assets are initially recognized for revenue earned from manufacturing of goods as receipt of consideration is conditional on successful completion of the services. When goods are shipped or goods are received by the customer, depending on the corresponding agreement with the customers, the amounts recognized as contract assets are reclassified to trade receivables. Payments are normally received from customers depending on the credit terms.

In 2023 and 2022, the Group assessed that there are no expected credit losses on contract assets.

Contract liabilities include advance payments received from customers for advance ordering of materials and customer advances for aging inventories as part of the buy-back arrangement.

The Group applied the practical expedient under PFRS 15 on the disclosure of information about the transaction price allocated to remaining performance obligations given that the customer contracts have original expected duration of one (1) year or less.

11. Inventories

This account consists of:

	2023	2022
At Cost:		
Raw materials	US\$34,380	US\$35,544
Spare parts and supplies	1,179	1,005
	US\$35,559	US\$36,549



The Group measures its inventories at cost. The Group recognized allowance for inventory obsolescence on raw materials amounting to US\$0.01 million in 2022 (nil in 2023 and 2021).

The raw materials and supplies used in the operations amounted to US\$57.38 million, US\$41.99 million and US\$31.56 million in 2023, 2022 and 2021, respectively (see Note 16).

12. Property and Equipment

The rollforward analysis of this account follows:

2023								
	Machinery and Equipment	Tools and Other Equipment	Leasehold Improvements	Airconditioning Equipment	Furniture, Fixtures and Equipment	Transportation Equipment	Building Improvements	Total
Cost								
Balances at beginning of year	US\$42,699	US\$9,973	US\$2,730	US\$2,077	US\$115	US\$68	US\$1,641	US\$59,303
Additions	5,513	1,057	96	88	2	148	—	6,904
Transfer (Note 21)	1,719	—	—	—	—	—	—	1,719
Disposals	(122)	(150)	(46)	—	—	—	—	(318)
Reclassification	—	(16)	—	—	—	16	—	—
Balances at end of year	49,809	10,864	2,780	2,165	117	232	1,641	67,608
Accumulated depreciation and amortization								
Balances at beginning of year	28,232	7,854	2,473	1,571	113	65	1,641	41,949
Depreciation and amortization (Notes 16 and 17)	3,000	802	81	176	1	19	—	4,079
Transfer (Note 21)	526	—	—	—	—	—	—	526
Disposals	(122)	(150)	(46)	—	—	—	—	(318)
Reclassification	—	(6)	—	—	—	6	—	—
Balances at end of year	31,636	8,500	2,508	1,747	114	90	1,641	46,236
Net book values	US\$18,173	US\$2,364	US\$272	US\$418	US\$3	US\$142	US\$—	US\$21,372

2022								
	Machinery and Equipment	Tools and Other Equipment	Leasehold Improvements	Airconditioning Equipment	Furniture, Fixtures and Equipment	Transportation Equipment	Building Improvements	Total
Cost								
Balances at beginning of year	US\$40,319	US\$9,155	US\$2,624	US\$1,877	US\$115	US\$68	US\$1,641	US\$55,799
Additions	1,318	1,080	106	200	—	—	—	2,704
Transfer (Note 21)	1,062	—	—	—	—	—	—	1,062
Disposals	—	(262)	—	—	—	—	—	(262)
Balances at end of year	42,699	9,973	2,730	2,077	115	68	1,641	59,303
Accumulated depreciation and amortization								
Balances at beginning of year	25,497	7,373	2,394	1,430	112	64	1,641	38,511
Depreciation and amortization (Notes 16 and 17)	2,528	743	79	141	1	1	—	3,493
Transfer (Note 21)	207	—	—	—	—	—	—	207
Disposals	—	(262)	—	—	—	—	—	(262)
Balances at end of year	28,232	7,854	2,473	1,571	113	65	1,641	41,949
Net book values	US\$14,467	US\$2,119	US\$257	US\$506	US\$2	US\$3	US\$—	US\$17,354

In 2023 and 2022, the Group retired/disposed certain machineries and equipment, tools and other equipment, and airconditioning equipment that are no longer used in the production with cost amounting to US\$0.32 million and US\$0.26 million, respectively.

In February 2023, the Parent Company acquired property and equipment amounting to US\$4.70 million by entering into three (3)-year financing agreements with a supplier (see Note 14). The financing agreements are secured by a chattel mortgage over machineries and equipment of the Parent Company located at its premises. The Group made payments in relation to these financing agreements amounting to US\$1.43 million. As of December 31, 2023, the carrying values of the outstanding long-term debt relating to this agreement amounted to US\$3.27 million.

The Group's cost of fully depreciated property and equipment still in use amounted to US\$24.70 million and US\$23.31 million as of December 31, 2023 and 2022, respectively.



Depreciation charges of the Group's property and equipment are broken down as follow:

	2023	2022	2021
Cost of sales (Note 16)	US\$4,020	US\$3,438	US\$3,355
Operating expenses (Note 17)	59	55	64
	US\$4,079	US\$3,493	US\$3,419

13. Accounts Payable and Accrued Expenses

This account consists of:

	2023	2022
Trade payables		
Third parties	US\$15,385	US\$20,501
Related parties (Note 20)	88	803
Accrued expenses	3,168	2,536
Others	304	573
	US\$18,945	US\$24,413

Trade payables are amounts primarily due to suppliers which are non-interest bearing and are normally settled on 15 to 180-day term.

The foregoing accrued expenses and other financial liabilities are non-interest bearing and are normally settled within one (1) year. Details of the accrued expenses are as follows:

	2023	2022
Accrued sales commission	US\$1,124	US\$714
Accrued handling	509	358
Accrued utilities	414	638
Accrued professional fees	397	241
Accrued salaries, wages and other benefits	357	379
Accrued contracted labor	106	89
Accrued interest	79	26
Accrued taxes	31	31
Accrued rent	23	2
Other accrued expenses	128	58
	US\$3,168	US\$2,536

Other accrued expenses mainly include other contracted labor.



14. Bank Loans and Long-term Debt

This account consists of:

	2023	2022
Commercial loans		
Current	US\$13,000	US\$18,000
Long-Term Debt		
Current	1,377	—
Noncurrent	1,890	—
Bank loans		
Current	40	34
Noncurrent	94	30
	US\$16,401	US\$18,064
Current	US\$14,417	US\$18,034
Noncurrent	1,984	30
	US\$16,401	US\$18,064

The Group entered into short-term and long-term loan arrangements with domestic and foreign financial institutions for its various working capital and capital expenditure requirements.

Long-term debt:

- In November and December 2019, the Parent Company entered into another three (3)-year financing agreements with a supplier with contract prices amounting to US\$2.88 million and US\$0.08 million, respectively, accounted as property and equipment, which are subject to 1.14% quarterly interest and will mature in October and November 2022, respectively. The financing agreements are secured by a chattel mortgage over machineries and equipment of the Parent Company located at its premises (see Note 12). The Parent Company made payments in relation to these financing agreements amounting to US\$0.81 million and US\$0.78 million in 2022 and 2021, respectively. As of December 31, 2021, the carrying values of the outstanding long-term debt relating to this agreement amounted to US\$0.81 million (nil in 2022).
- In February 2023, the Parent Company entered into three (3)-year financing agreements with a supplier with contract prices amounting to US\$4.70 million, accounted as property and equipment, which are subject to 2.11% quarterly interest and will mature on January 31, 2026, respectively. The financing agreements are secured by a chattel mortgage over machineries and equipment of the Parent Company located at its premises (see Note 12). The Group made payments in relation to these financing agreements amounting to US\$1.43 million. As of December 31, 2023, the carrying values of the outstanding long-term debt relating to this agreement amounted to US\$3.27 million.

The future undiscounted minimum payments pertaining to these long-term debts are as follow:

	2023	2022	2021
Within one year	US\$1,563	US\$—	US\$837
After one year but not more than five years	2,011	—	—
	US\$3,574	US\$—	US\$837



Bank loans:

- In 2023, the Parent Company entered into credit loan agreements with local banks for the bank loan fleet financing of certain employees with payment terms ranging from three (3) to five (5) years amounting to US\$0.12 million. These loans are subject to monthly interest rates ranging from 0.67% to 0.79% in 2023. The Parent Company already paid US\$0.02 million in 2023. As of December 31, 2023, the outstanding balance of these bank loans amounted to US\$0.10 million.
- In 2021, the Parent Company entered into credit loan agreements with local banks for the bank loan fleet financing of certain employees with payment terms ranging from three (3) to five (5) years amounting to US\$0.01 million. These loans are subject to monthly interest rates based on market rates of 0.63% to 0.83% in 2021. The Parent Company made payments in relation to these loan agreements amounting to US\$0.03 million, US\$0.05 million and US\$0.08 million in 2023, 2022 and 2021, respectively. As of December 31, 2023, 2022 and 2021, the outstanding balance of these bank loans amounted to US\$0.03 million, US\$0.06 million and US\$0.12 million, respectively.

Commercial loans:

- In 2023, the Parent Company made a drawdown for a six (6)-month short term loan with interest rate ranging from 6.50% to 7.179% amounting to US\$2.00 million each on February 23, 2023 and October 10, 2023, US\$4.00 million each on April 28, 2023 and October 24, 2023. Out of the US\$12.00 million drawdowns, the Parent Company already paid US\$6.00 million. The remaining outstanding balance of US\$2.00 million and US\$4.00 million will mature on April 05, 2024 and April 19, 2024.
- In 2023, the Parent Company made a drawdown for a four (4)-month short term loan with interest rates ranging from 5.00% to 7.00% amounting to US\$5.00 million each on January 10, 2023, February 01, 2023, May 12, 2023, August 15, 2023 and November 07, 2023, US\$2.00 million each on March 03, 2023, June 13, 2023 and September 18, 2023. Out of the US\$31.00 million drawdowns, the Parent Company already paid US\$24.00 million. The remaining outstanding balance of US\$2.00 million and US\$5.00 million will mature on January 16, 2024 and March 06, 2024, respectively.
- In 2022, the Parent Company made a drawdown for a four (4)-month short term loan with interest rate of 3.40% amounting to US\$4.00 million on January 14, 2022 and six (6)-month short term loan amounting to US\$2.00 million on March 10, 2022, US\$4.00 million on May 20, 2022, US\$2.00 million on August 23, 2022 and US\$4.00 million on November 25, 2022. Out of the US\$16.00 million drawdowns in 2022, the Parent Company paid US\$10.00 million in 2022 and US\$6.00 million in 2023.
- In 2022, the Parent Company made a drawdown for a four (4)-month short term loan with interest rate of 3.50% amounting to US\$2.00 million on February 15, 2022, US\$5.00 million on May 10, 2022, US\$2.00 million on June 20, 2022, US\$5.00 million each on September 07, 2022 and September 27, 2022, US\$2.00 million on October 26, 2022. Out of the US\$21.00 million drawdowns in 2022, the Parent Company paid US\$9.00 million in 2022 and US\$12.00 million in 2023.



- The Parent Company made drawdowns for a four (4)-month short term with interest rate of 3.40% loan amounting to US\$4.00 million on September 9, 2021 and US\$2.00 million on November 15, 2021. The Parent Company already paid US\$6.00 million on January 05, 2022 and March 4, 2022. The Parent Company made a drawdown for a four (4)-month short term loan with interest rate of 3.50% amounting to US\$2.00 million on October 26, 2021 and US\$3.00 million on December 17, 2021 and was paid on February 04, 2022 and April 04, 2022.
- The Parent Company made a drawdown for a four (4)-month short term loan amounting to US\$4.00 million on May 15, 2021 and US\$2.00 million on July 7, 2021, the Parent Company paid US\$6.00 million in 2021.
- In 2021, the Parent Company paid its outstanding loan as of December 31, 2020 amounting to US\$8.00 million. The Parent Company made a drawdown for a four (4)-month short term loan amounting to US\$3.00 million on March 15, 2021, US\$2.00 million on April 27, 2021, US\$3.00 million on August 18, 2021, the Parent Company paid US\$8.00 million in 2021.

There are no debt covenants related to these loans.

Interests and other financing costs arising from the above bank loans and long-term debt as included under “Finance costs” in the consolidated statements of comprehensive income amounted to US\$1.30 million, US\$0.57 million and US\$0.37 million in 2023, 2022 and 2021, respectively (see Note 18).

15. Capital Stock

The Parent Company has registered 1,000,000,000 common shares, with original issue price amounting to ₱1 per share with the SEC on September 21, 1999. The total issued and outstanding shares at that time were 265,000,000 shares.

On March 2, 2010, the Ultimate Parent Company and the Parent Company jointly announced the proposed voluntary delisting of the latter from the Singapore Exchange. The Ultimate Parent Company offered to purchase common shares issued to the minority stockholders in compliance with the delisting proposal. Subsequently, the Ultimate Parent Company acquired additional 104,801,455 shares or 6.72% ownership on the Group.

The details of the Group’s capital stock as of December 31, 2023 and 2022 are as follows (amounts in thousands, except for par value figures):

	Shares	Amount
Common stock - ₱0.25 par value		
Authorized - 2,072,176 shares		
Issued and outstanding:		
Balance at beginning and end of year	1,560,000	US\$7,695
Preferred stock - ₱0.25 par value		
Authorized - 927,824 shares		
Issued and outstanding:		
Balance at beginning and end of year	927,824	4,845



The Parent Company has authorized 2,072,176 common capital stock and 927,824 preferred stock at ₱0.25 par value, out of which 1,560,000 shares and 927,824 shares were issued and outstanding as of December 31, 2023 and 2022. As at December 31, 2023 and 2022, the number of holders of common shares of stock and preferred shares of stock were 7,206 and 1, respectively.

The preferred shares of the Parent Company are non-voting, with cumulative dividends at the rate of 3% per annum, and redeemable at the option of the Parent Company.

Dividend in arrears pertaining to preferred shares amounted to US\$2.07 million and US\$1.93 million as of December 31, 2023 and 2022, respectively.

Retained earnings

The Group's retained earnings amounted to US\$9.33 million and US\$6.85 million as of December 31, 2023 and 2022, respectively.

The Group's retained earnings are further restricted for the payment of dividends to the extent of the deferred tax assets recognized in profit or loss as of December 31, 2023. The Group's retained earnings available for dividend declaration as of December 31, 2023 and 2022 amounted to US\$9.20 million and US\$6.60 million, respectively.

The unappropriated retained earnings include accumulated losses of its subsidiary amounting to US\$1.35 million and US\$1.30 million in 2023 and 2022, respectively.

16. Cost of Sales

This account consists of:

	2023	2022	2021
Materials and supplies used (Note 11)	US\$57,379	US\$41,985	US\$31,562
Direct labor, salaries and benefits	14,862	13,958	12,229
Depreciation and amortization (Notes 12, 20 and 21)	5,054	4,510	4,366
Occupancy cost and utilities (Notes 20 and 21)	4,471	4,644	3,414
Others	1,810	1,446	1,238
	US\$83,576	US\$66,543	US\$52,809

Direct labor, salaries and benefits account include pension expense amounting to US\$0.37 million, US\$0.38 million and US\$0.39 million in 2023, 2022 and 2021, respectively (see Note 23).

17. Operating Expenses

This account consists of:

	2023	2022	2021
General and administrative expenses	US\$1,673	US\$1,631	US\$1,601
Selling expenses	2,737	1,800	1,423
	US\$4,410	US\$3,431	US\$3,024



General and administrative expenses consist of the following:

	2023	2022	2021
Salaries, wages, and benefits	US\$995	US\$948	US\$987
Professional fees	142	253	295
Occupancy cost and utilities (Note 21)	281	231	213
Depreciation and amortization (Notes 12, 20 and 21)	59	52	56
Impairment of receivables (Note 9)	2	87	–
Other expenses - net	194	60	50
	US\$1,673	US\$1,631	US\$1,601

Selling expenses consist of the following:

	2023	2022	2021
Sales commission and agent's fee	US\$2,169	US\$1,313	US\$965
Salaries and benefits	408	333	349
Professional fees	49	52	26
Occupancy cost and utilities (Note 21)	78	68	60
Depreciation and amortization (Notes 12, 20 and 21)	15	11	14
Other expenses	18	23	9
	US\$2,737	US\$1,800	US\$1,423

Selling expenses include sales commissions paid to foreign agents, which is based on 10% of conversion cost and 1-3% of material cost.

Salaries and benefits include pension expense amounting to US\$0.01 million in 2023, 2022 and 2021 (see Note 23).

Other expenses include supplies, taxes and licenses, membership dues and insurance expense and among others.

18. Finance Costs

This account consists of:

	2023	2022	2021
Interests on:			
Commercial loans and bank loans (Note 14)	US\$1,013	US\$555	US\$318
Lease liabilities (Notes 3 and 21)	195	171	224
Long-term debt (Note 14)	284	17	54
Others	–	31	–
	US\$1,492	US\$774	US\$596



19. Others - Net

This account consists of:

	2023	2022	2021
Recoveries from impairment loss (Note 9)	US\$62	US\$—	US\$8
Interest income (Note 8)	2	2	4
Bank charges	(49)	(120)	(70)
Foreign currency exchange gain (loss) - net	(143)	709	82
Miscellaneous	3	21	28
	(US\$125)	US\$612	US\$52

20. Related Party Transactions

In the normal course of business, the Group has transactions with related parties which include advances, purchases, rent and fees charged for information technology services. Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions or the parties are subject to common control of Ultimate Parent (referred to as entity under common control). Related parties may be individuals or corporate entities. The Group's approval process and limits when entering into material related party transactions are being managed in accordance with the Ultimate Parent Company's policy.

Disclosed below are the transactions and the related balances among related parties:

Category	2023			
	Amount/ Volume	Due from (Due to)	Terms	Conditions
Ultimate Parent				
a. Lease liabilities	633	(770)	30-day; Non-interest bearing	Unsecured
Right-of-use assets	502	586	30-day; Non-interest bearing On demand; Non-interest bearing	Unsecured; No impairment
b. Advances from related parties	164	(11,400)	30 day; end of month; Non-interest bearing	Unsecured
c. Other receivables	1	1		Unsecured; No impairment
Entities Under Common Control				
a. Rent expense	692	—	30-day; Non-interest bearing Non-interest bearing; Application to unpaid rental and last 3 months rentals	Unsecured
b. Refundable deposits	32	166		Unsecured; No impairment
c. Advances from related parties	(4,850)	(8,600)	Non-interest bearing	Unsecured
d. Other receivables	9	9	Non-interest bearing 30 day; end of month; Non-interest bearing	Unsecured; No impairment
e. Trade payable (purchases)	758	(88)		Unsecured



Category	2022			
	Amount/ Volume	Due from (Due to)	Terms	Conditions
Ultimate Parent				
a. Lease liabilities	480	(1,403)	30-day; Non-interest bearing	Unsecured
Right-of-use assets	502	1,088	30-day; Non-interest bearing On demand; Non-interest bearing	Unsecured; No impairment
b. Advances from related parties	(1,000)	(11,564)	30 day; end of month; Non-interest bearing	Unsecured
d. Trade payable (purchases)	—	(295)		Unsecured
Entities Under Common Control				
a. Rent expense	644	—	30-day; Non-interest bearing Non-interest bearing; Application to unpaid rental and last 3 months rentals	Unsecured
Refundable deposits	24	156		Unsecured; No impairment
b. Advances from related parties	250	(3,750)	Non-interest bearing	Unsecured
c. Other receivables	1	2	Non-interest bearing 30 day; end of month;	Unsecured; No impairment
d. Trade payable (purchases)	996	(508)	Non-interest bearing	Unsecured

Significant transactions with related parties based on terms agreed upon follow:

a. Lease liabilities and right-of-use assets and rent expense

Ultimate Parent Company

The Group entered into lease agreements with the Ultimate Parent Company for the lease of factory buildings (Plants 5 and 6). The lease agreement began on January 1, 2023 and July 1, 2022 for Plant 5 and 6 and shall continue up until December 31 and June 30, 2023, respectively. As of July 1, 2023, the renewal of lease agreement for Plant 5 has been executed for one (1) year until June 30, 2024.

In 2023 and 2022, the Group paid US\$0.63 million and US\$0.48 million of the related outstanding lease liabilities, respectively, and recognized depreciation expense amounting to US\$0.50 million in relation to the right-of-use assets recognized (see Note 21).

Entities Under Common Control

Iomni Precision, Inc. (Iomni)

The Group entered into a sub-lease agreement with Iomni, entity under common control of the Ultimate Parent Company, for the lease of office space with a total floor area of 1,500 sq. m. The lease agreement began on September 1, 2013, subject to one (1) year extension. It was continued and renewed for another year from January 16, 2023 until January 15, 2024. The lease agreement was scoped under PFRS 16 but the Group has availed the practical expedient of applying the recognition exemption and continue to account this as an operating lease.

The lease agreement provides for the payment of advance rental and security deposit equivalent to three (3) months rental each. The advance rental shall be applied against the rentals due for the last three (3) months of the lease. The Group recognized rent expense pertaining to this lease under cost of sales and operating expenses amounting to US\$0.12 million in 2023, 2022 and 2021 (see Notes 16 and 17).

The future minimum lease payments pertaining to this lease agreement amounts to US\$0.01 million as at December 31, 2023 and 2022.



Ionics Properties, Inc. (IPI)

On September 27, 2019, the Group entered into a lease agreement with IPI, entity under common control of the Ultimate Parent Company, for the lease of a factory building (Plant 2). The lease agreement for one (1) year commenced on May 1, 2022. It was renewed for another year on May 1, 2023, subject to the extension or renewal upon mutual agreement of the parties. The lease agreement was scoped under PFRS 16, but the Group has availed the practical expedient of applying the recognition exemption and continue to account this as an operating lease.

The lease agreement provides for the payment of advance rental and security deposit equivalent to two (2) months rental each amounting to US\$0.19 million. The advance rental shall be applied against the rentals due for the last two (2) months of the lease. The Group recognized rent expense pertaining to this lease under cost of sales amounting to US\$0.56 million in 2023, US\$0.52 million in 2022, and US\$0.47 million in 2021.

In 2023, another lease agreement with IPI, for the lease of a factory building (Plant 4). The lease agreement commenced on November 1, 2023, until October 31, 2024, subject to the extension or renewal upon mutual agreement of the parties. The Group recognized rent expense pertaining to this lease under cost of sales amounting to US\$0.01 million in 2023.

The lease agreement provides for the payment of advance rental and security deposit equivalent to two (2) months rental each amounting to US\$0.019 million. The advance rental shall be applied against the rentals due for the last two (2) months of the lease.

b. Advances from related parties

The Ultimate Parent Company, Ionics Circuits, Ltd. (ICL) and Ionics Properties, Inc., an entity under common control of the Ultimate Parent Company, are financially committed to support operations of the Group through cash advances. In 2023 and 2022, the Parent Company received additional advances amounting to US\$7.00 million and US\$1.00 million, respectively. In 2023 and 2022, the Parent Company partially paid the advances amounting to US\$2.31 million and S\$0.25 million, respectively. The outstanding advances from related parties as of December 31, 2023 and 2022 amounted to US\$20.00 million and US\$15.31 million, respectively.

c. Other receivables

The Group initially paid payroll and other miscellaneous expenditures of its Ultimate Parent and other related parties. These expenses will be billed subsequently to related parties incurring the actual expenses.

The Group also charges expenses to Iomni pertaining to Information Technology (IT) maintenance which is fixed at US\$0.02 million annually (see Note 9).

d. Trade payable (purchases)

On June 28, 2005, the Group entered into a purchase agreement with Iomni, wherein in the latter agrees to sell products to the Group on the terms and conditions set out in the agreement.

The prices quoted to or paid by the Group shall not exceed current prices charged by Iomni to its other customers for the same or similar products; otherwise the excess prices shall be refunded to the Group. In case of end-of-life (EOL) of the product, the Group shall inform Iomni two (2) months before the actual EOL date in order for Iomni to immediately adjust ordering of raw materials. The outstanding trade payables as of December 31, 2023 and 2022 amounted to US\$0.09 million and US\$0.51 million, respectively (see Note 13).



The key management personnel of the Group include executives and directors. The summary of compensation of the key management personnel included in “salaries, wages and benefits” account under cost of sales and operating expenses in the consolidated statements of comprehensive income follows (see Notes 16 and 17):

	2023	2022	2021
Executive officers’ compensation	US\$562	US\$563	US\$493
Directors’ remuneration	337	337	337
Short-term employee benefits	98	94	85
Post-employment benefits	58	55	50
	US\$1,055	US\$1,049	US\$965

21. Leases

Group as Lessee

- The Group entered and leases its plant facilities from related parties including with the Ultimate Parent Company as discussed in Note 20. At the end of the terms of the respective leases, all additions or improvements made and constructed by the Group, which when removed would deface the immovable portion to which they may be attached, shall become the property of the lessors and be surrendered with the premises as a part thereof.

In 2019, EMS entered into two (2) new lease agreements with a term of three (3) years to finance its acquisition of machineries and equipment recorded under right-of-use assets upon adoption of PFRS 16 amounting to US\$1.06 million. The carrying amount of related right-of-use assets on these leases amounted to US\$0.86 million as of December 31, 2021.

In 2020, EMS entered into additional three (3)-year lease agreement to finance its acquisition of machineries and equipment amounting to US\$1.72 million. The carrying amount of related right-of-use assets on these leases amounted to US\$1.19 million and US\$1.42 million as of December 31, 2021 and 2020, respectively.

In 2023 and 2022, the Group reclassified to machineries and equipment the right-of-use assets totaling US\$1.72 million and US\$1.06 million, respectively, as a result of full payment of lease liabilities (see Note 13).

In 2021, EMS entered into another five (5) year lease agreement for 1,332.84 sq.m. office factory warehouse from the same third party starting May 1, 2021 to April 30, 2026. The lease agreement provides 5% annual escalation cost beginning May 1, 2021.

In 2022, EMS entered into another three (3) years lease agreement for office factory warehouse from another third party starting September 01, 2022 to August 31, 2025.



Set out below are the carrying amounts of right-of-use assets recognized as at December 31:

	2023		
	Building	Machinery, Tools and Equipment	Total
Cost			
Balances at beginning of year	US\$5,846	US\$1,719	US\$7,565
Transfer (Note 12)	–	(1,719)	(1,719)
Balances at end of year	5,846	–	5,846
Accumulated Depreciation			
Balances at beginning of year	2,960	468	3,428
Depreciation (Notes 16, 17 and 20)	991	58	1,049
Transfer (Note 12)	–	(526)	(526)
Balances at end of year	3,951	–	3,951
Net Book Values	US\$1,895	US\$–	US\$1,895

	2022		
	Building	Machinery, Tools and Equipment	Total
Cost			
Balances at beginning of year	US\$4,150	US\$2,781	US\$6,931
Additions	1,696	–	1,696
Transfer (Note 12)	–	(1,062)	(1,062)
Balances at end of year	5,846	1,719	7,565
Accumulated Depreciation			
Balances at beginning of year	2,123	433	2,556
Depreciation (Notes 16, 17 and 20)	837	242	1,079
Transfer (Note 12)	–	(207)	(207)
Balances at end of year	2,960	468	3,428
Net Book Values	US\$2,886	US\$1,251	US\$4,137

In 2023 and 2022, the depreciation charges of the Group related to right-of-use assets included in the consolidated statements of comprehensive income under cost of sales amounted to US\$1.05 million and US\$1.08 million, respectively, and under operating expenses amounted to US\$0.01 million (see Notes 16 and 17).

The rollforward analysis of lease liabilities as at December 31 follows:

	2023	2022
Balance at beginning of year	US\$3,384	US\$3,310
Additions	–	1,696
Accretion of interests (Note 18)	195	171
Payment of principal (Note 5)	(1,187)	(1,622)
Payment of interests (Note 18)	(195)	(171)
Balance at end of year	US\$2,197	US\$3,384

The Group had a total cash outflows for leases of US\$1.38 million, US\$1.79 million and US\$1.98 million in 2023, 2022 and 2021, respectively.

The current and noncurrent portion of lease liabilities presented in the consolidated statements of financial position as of December 31 follows:

	2023	2022
Current	US\$1,129	US\$644
Noncurrent	1,068	2,740
	US\$2,197	US\$3,384



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

	2023	2022
Depreciation of right-of-use assets (Notes 16 and 17)	US\$1,049	US\$1,079
Accretion of interest (Note 18)	195	171
Rent expense relating to short-term lease (Notes 16, 17 and 20)	692	644

The future undiscounted minimum lease payments pertaining to these leases are as follow:

	2023	2022
Within one year	US\$1,239	US\$715
After one year but not more than five years	1,169	2,840
	US\$2,408	US\$3,555

22. Income Taxes

Provision for income tax consists of:

	2023	2022	2021
Current	US\$491	US\$392	US\$248
Deferred	1	9	(1)
	US\$492	US\$401	US\$247

Provision for current income tax pertains to GIT and RCIT of the Parent Company in 2023, 2022 and 2021.

The reconciliation of the statutory income tax to the provision for income tax follows:

	2023	2022	2021
Statutory income tax	US\$766	US\$619	US\$268
Additions to (deductions from) income tax resulting from:			
Income from operations subject to lower preferential rate without NOLCO	(600)	(492)	(210)
Non- deductible expenses	312	261	181
Foreign exchange rate changes	53	40	23
Movement in unrecognized deferred tax assets	(34)	(27)	(13)
Reversal of allowance	(5)	—	(2)
Provision for income tax	US\$492	US\$401	US\$247



The components of the Group's net deferred tax assets as of December 31 follows:

	2023	2022
Deferred tax assets on:		
Lease liabilities	US\$110	US\$160
Past service costs	5	6
	115	166
Deferred tax liabilities on:		
Right-of-use assets	96	146
Contract assets	16	16
	112	162
	US\$3	US\$4

The Group did not recognize certain deferred tax assets since management believes that it may not be probable that sufficient taxable profit will be available against which the deductible temporary differences can be utilized.

The components of the temporary differences where deferred tax assets were not recognized by the Group follow:

	2023	2022	2021
Net pension liability	US\$3,226	US\$2,548	US\$2,752

Under Republic Act (R.A.) No. 7916 on Special Zones and PEZA, a PEZA-registered enterprise is exempt from national and local taxes. In lieu of the said national and local taxes, 5% of the gross income earned by all businesses and enterprises within the ecozone shall be remitted to the local and national government (see Note 2).

23. Net Pension Liability

The Group has a funded, noncontributory defined benefit pension plan covering all regular qualified employees. Benefits are based on the employee's years of service and final plan salary. The trust fund, to cover the pension obligation, is administered by a trustee bank under the supervision of the Board of Trustees (BOT) of the plan. The BOT is responsible for investment strategy of the plan.

Under the existing regulatory framework, R.A. 7641 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 Group's retirement plan meets the minimum retirement benefit specified under R.A. 7641. The law does not require minimum funding of the plan.

The components of retirement costs included in "Salaries, wages and benefits" account recognized as part of the cost of sales and operating expenses in the consolidated statements of comprehensive income (see Notes 16 and 17). Details are as follows:

	2023	2022	2021
Current service cost	US\$219	US\$267	US\$303
Net interest cost	158	114	99
	US\$377	US\$381	US\$402



The amount of remeasurement losses (gains) on retirement plan recognized in the consolidated statements of comprehensive income are as follows:

	2023	2022	2021
Defined benefit obligation	US\$309	(US\$374)	(US\$433)
Plan assets	(2)	24	23
	US\$307	(US\$350)	(US\$410)

The amount included in the consolidated statements of financial position arising from the Group's obligation in respect of its defined benefit plan is as follows:

	2023	2022
Present value of defined benefit obligation	US\$3,435	US\$3,123
Fair value of plan assets	(209)	(575)
	US\$3,226	US\$2,548

Changes in the present value of the defined benefit obligation are as follows:

	2023	2022
Balance at beginning of year	US\$3,123	US\$3,483
Current service	219	267
Interest cost	188	141
Benefits paid	(437)	(98)
Effect of changes in foreign exchange rates	24	(296)
Remeasurement (gains) losses arising from:		
Experience adjustments	28	132
Changes in financial assumptions	281	(506)
Net acquired obligation due to employee transfer	9	—
Balance at end of year	US\$3,435	US\$3,123

Changes in the fair value of plan assets are as follow:

	2023	2022
Balance at beginning of year	US\$575	US\$731
Interest income	30	26
Return on assets excluding amount included in net interest cost	2	(24)
Contributions	36	—
Benefits paid	(437)	(98)
Effect of changes in foreign exchange rates	3	(60)
Balance at end of year	US\$209	US\$575

The rollforward of the net pension liability is as follows:

	2023	2022
Balance at beginning of year	US\$2,548	US\$2,752
Retirement expense	377	381
Contributions	(36)	—
Remeasurement losses	307	(350)
Net acquired obligation due to employee transfer	9	—
Effects of changes in foreign exchange rates	21	(235)
Balance at end of year	US\$3,226	US\$2,548



The Group's plan assets are comprised of cash in banks, investment in equity instruments, debt instrument - government and other bonds and other assets. The Retirement Trust Fund assets are valued by the fund manager at fair value using the mark-to-market valuation.

The fair values of plan assets by each class are as follow:

	2023	2022
Assets		
Cash in banks	US\$178	US\$305
Investment in equity securities	7	6
Investment in government securities:		
Fixed rate treasury notes	134	40
Retail treasury bonds	229	222
Interest receivable	4	2
	552	575
Liabilities		
Accrued trust fee	1	—
Other payables	342	—
	343	—
Net plan asset	US\$209	US\$575

The composition of the fair value of the trust fund follows:

- Cash in banks - includes savings and time deposits with Bangko Sentral ng Pilipinas (BSP);
- Investments in stocks - includes investment in common shares traded in the Philippine Stock Exchange (PSE);
- Investment in government securities - includes investment in Philippine Retail Treasury Bonds (RTBs) and Fixed Rate Treasury Notes (FXTNs); and,
- Others - includes accrued interest on fixed income securities.

As at December 31, 2023 and 2022, the trust fund has no investments in the securities (debt or equity) of any related party.

The plan assets do not include any property occupied by or owned by any related party. The costs of defined benefit pension plan as well as the present value of the pension obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions.

The principal assumptions used in determining pension obligation for the defined benefit plan are as follows:

	2023	2022	2021
Retirement age	60 - 65	60 - 65	60 - 65
Average remaining working life	11 - 18	11 - 18	11 - 18
Discount rate			
Beginning of year	7.24%	5.07%	3.82%
End of year	6.10%	7.24%	5.07%
Salary increase rate			
Beginning of year	3.5% - 5%	3.5% - 5%	3.5% - 5%
End of year	3.5% - 5%	3.5% - 5%	3.5% - 5%



The following sensitivity analysis has been determined based on reasonably possible changes of the assumption occurring as of the end of the reporting period, assuming that all other assumptions were held constant.

It should be noted that the changes assumed to be reasonably possible at the valuation date are open to subjectivity, and do not consider more complex scenarios in which change other than those assumed may be deemed to be more reasonable.

Assumptions	2023		2022	
	Changes	Increase (decrease) in present value of defined benefit obligation	Changes	Increase (decrease) in present value of defined benefit obligation
Discount rate	+1.0%	(US\$249)	+1.0%	(US\$183)
	-1.0%	288	-1.0%	210
Future salary increase rate	+1.0%	US\$307	+1.0%	US\$229
	-1.0%	(270)	-1.0%	(203)

The BOT of the Plan ensures that its plan assets are readily available to service the pension obligation due. This is done by ensuring that its assets are easily disposable and can easily be converted to cash. Furthermore, the Group is not required to pre-fund the future defined benefits payable under the Retirement Plan before they become due. For this reason, the amount and timing of contributions to the Plan are at the Parent Company's discretion. However, in the event a benefit claim arises and the Plan is insufficient to pay the claim, the shortfall will then be due and payable from the Parent Company to the Plan.

The table below shows the maturity profile of the undiscounted pension payments as of December 31:

	2023					
	Less than 1 year	1 to 5 years	5 to 10 years	10 to 15 years	15 to 20 years	More than 20 years
Normal retirement	US\$558	US\$9	US\$140	US\$808	US\$717	US\$2,847
Other than normal retirement	202	939	1,699	2,004	1,947	3,428
	US\$760	US\$948	US\$1,839	US\$2,812	US\$2,664	US\$6,275

	2022					
	Less than 1 year	1 to 5 years	5 to 10 years	10 to 15 years	15 to 20 years	More than 20 years
Normal retirement	US\$872	US\$129	US\$69	US\$632	US\$636	US\$2,526
Other than normal retirement	194	773	1,385	1,764	1,684	3,120
	US\$1,066	US\$902	US\$1,454	US\$2,396	US\$2,320	US\$5,646

The Group expects to contribute to the pension plan amounting to US\$0.86 million in 2024.

24. Segment Information

The primary segment reporting format of the Group is by business segments as the Group's risks and rates of return are affected predominantly by differences in the goods produced. Secondary information is reported geographically. The 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.



The computer peripherals segment provides design, build, ship, and logistics services to computer equipment companies. This includes service offerings to customers in the desktop personal computer (PC), peripheral, server, notebook PC, and storage device industries.

The telecom segment specializes in the manufacture and delivery of carrier-and-enterprise-class communications equipment, as well as wireless, optical networking, wire line transmission, and enterprise networking equipment.

The automotive segment includes service offerings on Product Part Approval Processes (PPAPs), Process Failure Mode & Effects Analysis (PFMEA) and Design Failure Mode & Effects Analysis (DFMEA). The Group is ISO/TS 16949 certified.

The consumer electronics segment also provides design, build, ship and logistics services for its customers in the digital media devices, digital television capture and audio products industries. The consumer electronics segment builds the capability to serve these customers with every element that is required to deliver real products to the marketplace.

The Group's geographical segments are based on the location of the Group's assets. Sales to external customers disclosed in the geographical segments are based on the geographical location of its customers.

The revenues from major customer under the telecommunications amounted to US\$10.22 million in 2023, while under computer peripherals industry amounted to US\$10.21 million in 2022 and US\$9.41 million in 2021. Total revenues from these customers exceeded approximately 10% of the Group's total revenue from contracts with customers.

The Group's segment information as of and for the years ended December 31, 2023, 2022 and 2021, which presents revenue and certain assets and liabilities attributed to each business segment are summarized in the following tables:

	December 31, 2023				
	Computer Peripherals	Telecom	Medical	Consumer Electronics	Total
Revenue from contracts with customers	US\$23,739	US\$20,184	US\$155	US\$48,499	US\$92,577
Income from operations	2,101	3	74	2,413	4,591
Foreign exchange loss-net	(43)	(44)	—	(56)	(143)
Provision for income tax	(193)	(113)	(2)	(184)	(492)
Interests – net	(363)	(339)	—	(788)	(1,490)
Miscellaneous expenses	(16)	(8)	—	40	16
Net income (loss)	US\$1,486	(US\$501)	US\$72	US\$1,425	US\$2,482
Total assets*	US\$19,760	US\$20,568	US\$227	US\$42,090	US\$82,645
Total liabilities**	US\$350	US\$6,203	US\$226	US\$4,033	US\$10,812
Capital expenditures	US\$5,803	US\$412	US\$2	US\$687	US\$6,904
Depreciation and amortization	US\$3,081	US\$1,246	US\$6	US\$795	US\$5,128
Allowance for impairment losses on receivables	US\$18	US\$—	US\$—	US\$—	US\$18

*Excluding unallocated assets amounting to US\$7,789.

**Excluding unallocated liabilities amounting to US\$56,413.



December 31, 2022				
	Computer Peripherals	Telecom	Consumer Electronics and others	Total
Revenue from contracts with customers	US\$24,852	US\$19,005	US\$28,829	US\$72,686
Income from operations	1,394	478	840	2,712
Foreign exchange gain – net	346	153	210	709
Interest expense – net	(259)	(186)	(327)	(772)
Provision for income tax	(189)	(88)	(124)	(401)
Miscellaneous expenses	(30)	(24)	(45)	(99)
Net income	US\$1,262	US\$333	US\$554	US\$2,149
Total assets*	US\$19,888	US\$28,437	US\$26,508	US\$74,833
Total liabilities**	US\$1,658	US\$3,813	US\$1,717	US\$7,188
Capital expenditures	US\$1,536	US\$812	US\$356	US\$2,704
Depreciation and amortization	US\$3,282	US\$862	US\$428	US\$4,572
Allowance for impairment losses on receivables	US\$18	US\$–	US\$87	US\$105

*Excluding unallocated assets amounting to US\$11.65 million
Excluding unallocated liabilities amounting to US\$58.27 million

December 31, 2021				
	Computer Peripherals	Telecom	Consumer Electronics and others	Total
Revenue from contracts with customers	US\$20,098	US\$20,675	US\$16,682	US\$57,455
Income (loss) from operations	344	1,077	201	1,622
Foreign exchange loss – net	80	(6)	8	82
Interest expense – net	(203)	(234)	(155)	(592)
Provision for income tax	(96)	(102)	(49)	(247)
Miscellaneous expenses	(9)	(14)	(12)	(35)
Net income (loss)	US\$116	US\$721	(US\$6)	US\$831
Total assets*	US\$16,422	US\$19,855	US\$20,388	US\$56,665
Total liabilities**	US\$540	US\$1,687	US\$668	US\$2,895
Capital expenditures	US\$748	US\$572	US\$228	US\$1,548
Depreciation and amortization	US\$3,139	US\$674	US\$624	US\$4,437
Allowance for impairment losses on receivables	US\$18	US\$–	US\$–	US\$18

*Excluding unallocated assets amounting to US\$10.15 million

**Excluding unallocated liabilities amounting to US\$45.40 million

Sales represent revenues from external customers. During 2023, 2022 and 2021, there are no inter-segment sales.

The BOD analyzes cash flows at a consolidated level.

The Group's geographical segments refer only to the initial destination of the products. Most of the Group's products are intermediate products which are shipped to the customers' plants for incorporation or further assembly into the final finished products. All assets of the Group, except for assets attributed to the subsidiary, Ionics-EMS (USA), are located in the Philippines.

The following tables represent the Group's total revenue and assets as per Group's geographical segment:

Segment Revenue

	2023	2022	2021
Asia	US\$80,839	US\$61,133	US\$44,250
North America	5,227	8,282	10,331
Europe	6,511	3,271	2,874
	US\$92,577	US\$72,686	US\$57,455



Segment Assets

	2023	2022	2021
Asia	US\$90,251	US\$86,234	US\$66,725
North America	183	253	94
	US\$90,434	US\$86,487	US\$66,819

The segment revenue and segment assets of the subsidiary are located in North America.

Revenue from Contracts with Customers

Revenues from contracts with customers are further disaggregated by type, product type and timing of revenue recognition, as management believes it best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

The Group's revenue from manufacturing goods recognized over time amounted to US\$92.58 million, US\$72.69 million and US\$57.46 million in 2023, 2022 and 2021, respectively.

The Group disaggregates its revenue from contracts with customers in the same manner as it reports its segment information as presented above.

25. Earnings per Share

Earnings (loss) per share amounts were computed as follows (amounts in thousands, except earnings/loss per share):

	2023	2022	2021
Net income	US\$2,482	US\$2,149	US\$831
Dividend attributable to preference shares	(145)	(145)	(145)
Total income attributable to common shares	US\$2,337	US\$2,004	US\$686
Weighted average number of outstanding common shares	1,560,000	1,560,000	1,560,000
Basic/diluted earnings per share	US\$0.0015	US\$0.0013	US\$0.0004

In 2023, 2022 and 2021, there were no convertible preferred stocks that have dilutive effect on the basic earnings per share of the Group.

There have been no other transactions involving ordinary shares between the reporting date and the date of issuance of these consolidated financial statements.



INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders
Ionics EMS, Inc. and Subsidiary
Circuit Street, Light Industry and Science Park of the Philippines-I
Bo. Diezmo, Cabuyao City, Laguna, Philippines

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Ionics EMS, Inc. and subsidiary (the Group) as at December 31, 2023 and 2022 and for each of the three years in the period ended December 31, 2023, included in this Form 17-A and have issued our report thereon dated April 4, 2024. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Maria Antoniette L. Aldea

Partner

CPA Certificate No. 116330

Tax Identification No. 242-586-416

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

BIR Accreditation No. 08-001998-147-2022, November 7, 2022, valid until November 6, 2025

PTR No. 10079893, January 5, 2024, Makati City

April 4, 2024



IONICS EMS, INC. AND SUBSIDIARY
INDEX TO THE SUPPLEMENTARY SCHEDULES
December 31, 2023

- Annex I Schedules Required under SRC Rule 68-J
- A. Financial Assets
 - B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)
 - C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
 - D. Long-term Debt
 - E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)
 - F. Guarantees of Securities of Other Issuers
 - G. Capital Stock
- Annex II Group Structure
- Annex III Schedule of Financial Soundness Indicators
- Annex IV Schedule of Reconciliation of Retained Earnings Available for Dividend Declaration

IONICS EMS, INC. AND SUBSIDIARY

**SUPPLEMENTARY INFORMATION AND DISCLOSURES REQUIRED ON
REVISED SECURITIES AND REGULATION CODE (SRC) RULE 68
DECEMBER 31, 2023**

Below are the additional information and schedules required by the Revised SRC Rule 68 that are relevant to the Group. This information is presented for purposes of filing with the SEC and is not required part of the basic consolidated financial statements. All amounts are rounded to the nearest thousand (US\$000) except when otherwise indicated.

Schedule A. Financial Assets

Below is the schedule of financial asset at FVOCI of the Group as of December 31, 2023:

Name of issuing entity and association of each issue	% Ownership	Number of Shares of Principal Amount of Bonds and Notes	Amount Shown in the Balance Sheet
FVOCI			
<i>Unquoted:</i>			
The Palms Country Club	N/A	—	US\$35

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties
and Principal Stockholders (other than related parties)

The Group has no receivable from directors, officers, employees, and principal stockholders (other than related parties) other than those arising from purchase subject to usual terms, for ordinary travel and expense advances and for other such items arising in the ordinary course of business, from whom an aggregate indebtedness of more than ₱100,000 or one percent of total assets, whichever is less.

Schedule C. Amounts Receivable from Related Parties which are Eliminated During the Consolidation of
Financial Statements

As of December 31, 2023, the Group has no eliminated receivables from related parties.

Schedule D. Long-term Debt

Below is the schedule of long-term debt of the Group:

Type of Obligation	Amount authorized by indenture	Current	Noncurrent	Total
Long-term debt	Not applicable	US\$1,377	US\$1,890	US\$3,267
Lease liabilities	Not applicable	1,129	1,068	2,197
Bank loans	Not applicable	40	94	134
		US\$2,546	US\$3,052	\$5,598

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

As of December 31, 2023, the Group has no long-term loans from related companies.

Schedule F. Guarantees of Securities of Other Issuers

As of December 31, 2023, the Group has no guaranteed securities by other issuers.

Schedule G. Capital Stock

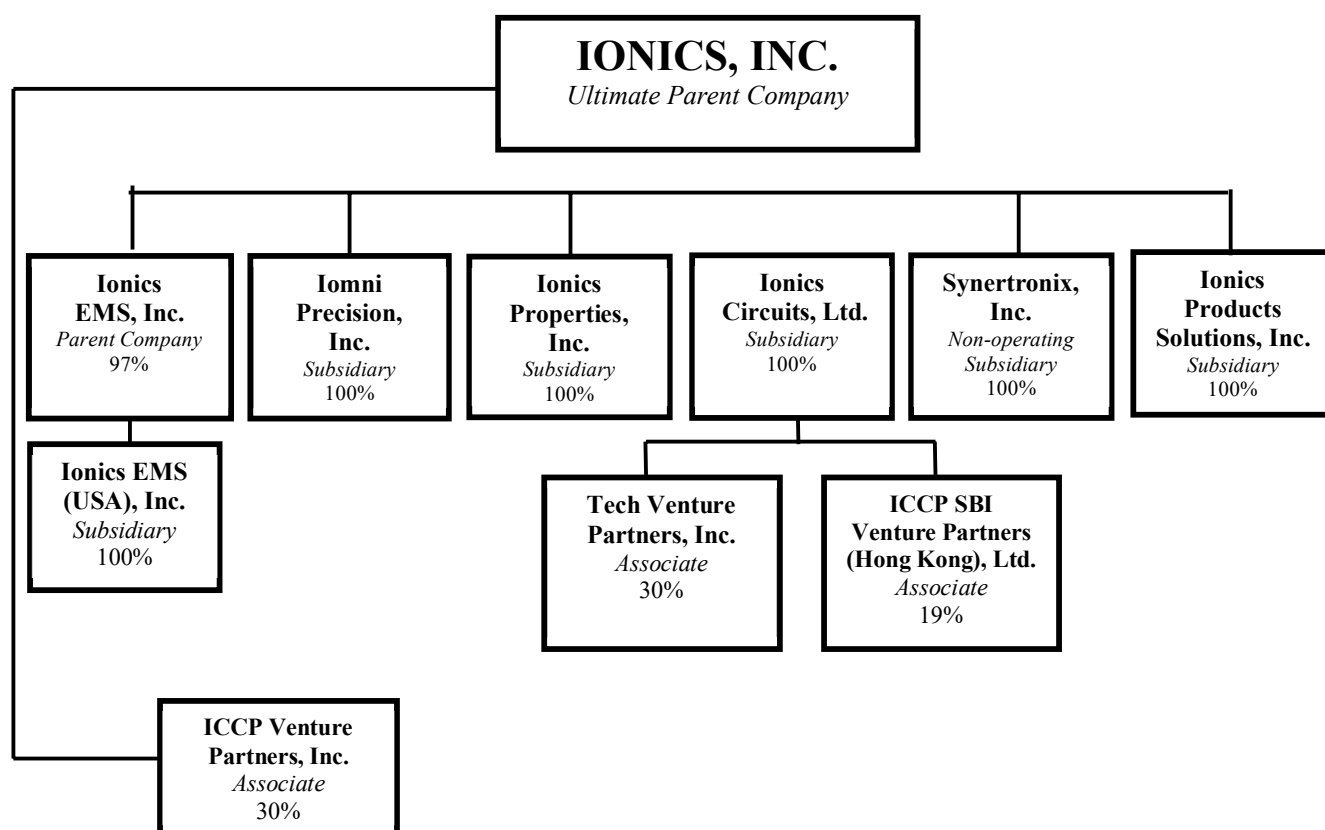
Title of issue	Number of shares authorized*	Number of shares issued and outstanding*	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by*		
				Affiliates	Directors, Officers and Employees	Others
Common Stock	2,072,176	1,560,000	–	1,508,801	141	51,058
Preferred Stock	927,824	927,824	–	927,824	–	–
	3,000,000	2,487,824	–	2,436,625	141	51,058

**In thousands*

IONICS, INC. AND SUBSIDIARIES

GROUP STRUCTURE

Below is a map showing the relationship between and among the Company, Ultimate Parent Company and subsidiaries as of December 31, 2023:



INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
Ionics EMS, Inc. and Subsidiary
Circuit Street, Light Industry and Science Park of the Philippines-I
Bo. Diezmo, Cabuyao City, Laguna, Philippines

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Ionics EMS, Inc. and subsidiary (the Group) as at December 31, 2023 and 2022, and for each of the three years in the period ended December 31, 2023, and have issued our report thereon dated April 4, 2024. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRSs) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRSs. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2023 and 2022 and for each of the three years in the period ended December 31, 2023 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Maria Antoniette L. Aldea

Maria Antoniette L. Aldea

Partner

CPA Certificate No. 116330

Tax Identification No. 242-586-416

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

BIR Accreditation No. 08-001998-147-2022, November 7, 2022, valid until November 6, 2025

PTR No. 10079893, January 5, 2024, Makati City

April 4, 2024



IONICS EMS, INC. AND SUBSIDIARY

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

Below are the financial ratios that are relevant to the Group for the year ended December 31, 2023 and 2022:

Financial ratios		2023	2022
Liquidity Ratios			
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$	1.09:1	1.07:1
Acid Test Ratio	$\frac{\text{Cash and receivables}}{\text{Current liabilities}}$	0.38:1	0.37:1
Leverage ratio	$\frac{\text{Net debt}}{\text{Net debt and equity}}$	0.72:1	0.73:1
Debt-to-equity ratio	$\frac{\text{Total debt}}{\text{Total equity}}$	2.90:1	3.11:1
Asset-to-equity ratio	$\frac{\text{Total assets}}{\text{Total equity}}$	3.90:1	4.11:1
Profitability Ratio			
Interest rate coverage ratio	$\frac{\text{Income before income tax and finance costs}}{\text{Finance costs}}$	2.99:1	4.29:1
Revenue Growth	$\frac{\text{*CY revenue} - \text{**PY revenue}}{\text{**PY revenue}}$	27.37%	26.51%
Gross Profit Margins	$\frac{\text{Gross profit}}{\text{Total Revenue}}$	9.72%	8.45%
Net Income Margins	$\frac{\text{Net income}}{\text{Total Revenue}}$	2.68%	2.96%
Return on Equity	$\frac{\text{Net income}}{\text{Total equity}}$	10.69%	10.22%

*CY - current year

**PY - prior year

IONICS EMS, INC. AND SUBSIDIARY
RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND
DECLARATION
December 31, 2023

IONICS EMS, INC.
No. 14 Mountain Drive, LISP II, Brgy. La Mesa, Calamba City, Laguna

Unappropriated Retained Earnings, beginning of reporting period	US\$6,597
Add: Category A: Items that are directly credited to Unappropriated Retained Earnings	
Reversal of Retained Earnings Appropriation/s	—
Effect of restatements or prior-period adjustments	—
Others	—
	<hr/>
Less: Category B: Items that are directly credited to Unappropriated Retained Earnings	
Dividend declaration during the reporting period	—
Retained Earnings appropriated during the reporting period	—
Effect of restatements or prior-period adjustments	—
Others	—
	<hr/>
Unappropriated retained earnings, as adjusted	6,597
Add/Less: Net Income (loss) for the current year	2,553
Less: Category C.1: Unrealized income recognized in the profit or loss during the reporting period (net of tax)	
Equity in net income of associate/joint venture, net of dividends Declared	—
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	—
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	—
Unrealized fair value gain of Investment Property	—
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	—
Sub-total	<hr/>
	<hr/>
Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)	
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	—
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	—
Realized fair value gain of Investment Property	—
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	—
Sub-total	<hr/>
	<hr/>

Add: Category C-3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)

Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	—
Reversal of previously recorded fair value adjustment (mark-to-market gains) Of financial instruments at fair value through profit or loss (FVTPL)	—
Reversal of previously recorded fair value gain of Investment property	—
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded (describe nature)	—
Sub-total	—

Adjusted Net Income/Loss

2,553

Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)

Depreciation on revaluation increment (after tax)	—
Sub-total	—

Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP (see Footnote 3)

Amortization of the effect of reporting relief	—
Total amount of reporting relief granted during the year	—
Others (describe nature)	—
Sub-total	—

Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution

Net movement of treasury shares (except for reacquisition of redeemable shares)	—
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	51
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	—
Adjustment due to deviation from PFRS/GAAP — gain (loss)	—
Others (describe nature)	—
Sub-total	51

Total Retained Earnings, end of the reporting period available for Dividend

US\$9,201

IONICS, INC.

PRINCIPAL OFFICE

Circuit Street
Light Industry & Science Park of the Philippines (LISP)
Bo. Diezmo, Cabuyao, Laguna
Tel: (6349) 508-1111

IOMNI PRECISION INC.

No. 14 Mountain Drive
Light Industry & Science Park of the Philippines II (LISP II)
Brgy. La Mesa, Calamba, Laguna
Tel: (6349) 545 0050

IONICS PROPERTIES, INC.

Blk 2 & 3 Carmelray Industrial Park II
Brgy. Milagrosa, Calamba, Laguna
Tel: (6349) 508 1111

IONICS EMS, INC.

HEAD OFFICE

No. 14 Mountain Drive
Light industry & Science Park of the Philippines II (LISP II)
Brgy. La Mesa, Calamba, Laguna
Tel: (6349) 508 1111

PLANT 2

Blk 2 & 3 Carmelray Industrial Park II
Brgy. Milagrosa, Calamba, Laguna
Tel: (6349) 508-1111

PLANT 4

No. 3 Mountain Drive
Light industry & Science Park of the Philippines II (LISP II)
Brgy. La Mesa, Calamba, Laguna
Tel: (6349) 508-1111

PLANT 5 and PLANT 6

Circuit Street
Light industry & Science Park of the Philippines (LISP)
Brgy. Diezmo, Cabuyao, Laguna
Tel: (6349) 508-1111

SUPPLY CHAIN MANAGEMENT CENTER (SCM HUB)

Binary Street
Light industry & Science Park of the Philippines (LISP)
Brgy. Diezmo, Cabuyao, Laguna
Tel: (6349) 508-1111

CALAMBA HUB

No. 20 Tagaytay Ridge Drive
Carmelray Industrial Park II
Brgy. Punta, Calamba City, Laguna
Tel: (6349) 508-1111

