

# COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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

<b>MARICEL L. MADRID</b>
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Contact Person

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Company Telephone Number

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1	2				
3	1				
Fiscal Year					

<b>DEFINITIVE 20-IS</b>
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Form Type

**3rd Wed. of June**

<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td></td><td></td></tr> </table> Month			<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr><td></td><td></td></tr> </table> Day		
Annual Meeting					

<b>INVESTMENT COMPANY</b>
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Secondary License type, if applicable

C	G	F	D
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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total amount of Borrowings

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To be Accomplished by SEC Personnel concerned

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File Number

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Document I.D.

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Cashier

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Remarks = Pls. use black ink for scanning purposes.

## NOTICE OF ANNUAL MEETING OF THE STOCKHOLDERS

TO ALL STOCKHOLDERS:

Please be informed that the Annual Meeting of Stockholders of **FIRST SAVE METRO SAVE AND LEARN PHILIPPINE INDEX FUND (SALPHIN), INC.** will be held on Wednesday, June 16, 2021 at 02:00PM via livestream, link provided in the website <https://fami.com.ph>.

The Agenda is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting
4. Annual Report
5. Ratification of Corporate Acts
6. Election of the Members of the Board of Directors
7. Appointment of External Auditor
8. Adjournment

Stockholders of record as of May 5, 2021 shall be entitled to vote at the meeting.

As a precautionary measure against the spread of COVID-19, the Company will not be conducting a physical annual shareholders' meeting. The conduct of the annual shareholders' meeting will be streamed live, and shareholders may attend the meeting by registering on or before 12:00 noon on June 16, 2021. Due to the limitations of available technology, voting will not be possible during the livestream, but participants may send in questions or remarks via the livestream platform.

If you cannot attend the meeting in person and you wish to be represented, you may designate your authorized representative by submitting a signed proxy document on or before May 28, 2021, through email at [20is@fami.com.ph](mailto:20is@fami.com.ph) and hardcopies at 18<sup>th</sup> Floor, PS Bank Center, 777 Paseo de Roxas corner Sedeño St., Makati City.

Attached for your convenience is a sample proxy form.

This Agenda and the attached sample proxy form together with the Definitive Information Statement including the Audited Financial Statements will be distributed through electronic mail to all stockholders as of record date.

  
**MELISSA B. REYES**  
Corporate Secretary

PROXY

The undersigned stockholder of **FIRST METRO SAVE AND LEARN PHILIPPINE INDEX FUND (SALPHIN), INC.** hereby appoints \_\_\_\_\_ or in his absence, the Chairman of the meeting, as attorney-in-fact and proxy, with power of substitution, to present and vote all shares registered in his/her/its name at the annual meeting of stockholders of the Company on Wednesday, June 16, 2021 and at any of the adjournments thereof. The proxy shall be revoked only in writing and by informing the Corporate Secretary prior to the annual stockholders meeting.

The proxy may vote by checking (✓) the area that corresponds to his vote. In the election of the Members of the Board of Directors, the proxy shall indicate number of votes on the blank place provided beside the names of the nominees or check abstain should they wish to do so.

ITEMS	ACTIONS		
	Yes	No	Abstain
1. Approval of the Minutes of the Annual Stockholders' Meeting held on September 2020			
2. Ratification of all Acts and Resolutions of the Board of Directors, Management and All Committees for the fiscal year 2020, including the following:  a. Renewal of the Management Distribution Agreement			
3. Election of the Members of the Board of Directors for the year 2021-2022	# of Votes		
Mr. Michael G. Say			
Mr. Robert T. Yu			
Mr. Winston Andrew L. Peckson			
Fr. Roderick C. Salazar, Jr., SVD ( <i>Independent Director</i> )			
Mr. Jose Allan I. Arellano ( <i>Independent Director</i> )			
	<b>Yes</b>	<b>No</b>	
5. Appointment of External Auditor for the year 2021			

\_\_\_\_\_  
PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER/  
AUTHORIZED SIGNATORY

\_\_\_\_\_  
DATE

<sup>1</sup> Please fill-out and sign the proxy form and return via mail/email/Metrobank Branches on or before 5:00 p.m. on May 28, 2021.  
Via Mail: To the Corporate Secretary, 18<sup>th</sup> Floor, PS Bank Center, 777 Paseo de Roxas corner Sedeño St., Makati City  
Via Email: 20is@fami.com.ph | Via Fax: (02) 816-0467

Via Metrobank Branches: Use Pouch Code 90020. This service is free of charge.  
<sup>2</sup>This proxy shall be valid for a period of five (5) years from the date of its execution. This proxy shall continue to be in effect until and unless withdrawn by written notice delivered to the Corporate Secretary, but shall not apply in instances wherein the undersigned personally attends the meeting.

<sup>3</sup>If no name is provided; the Chairman of the Meeting will act as the proxy.

THIS PROXY NEED NOT BE NOTARIZED. IF THE STOCKHOLDER ATTENDS IN PERSON AND EXPRESSES HIS INTENTION TO VOTE IN PERSON, THE PROXY WILL BE REVOKED.

**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:  
**FIRST METRO SAVE AND LEARN PHILIPPINE INDEX FUND (SALPHIN), INC.**
3. Province, Country or other jurisdiction of incorporation or organization;  
**Metro Manila, Philippines**
4. SEC Identification number:  
**CS201307805**
5. BIR Tax Identification Code:  
**008-518-284**
6. Address of Principal Office:  
**18F PSBank Center 777 Paseo de Roxas cor Sedeno St. Salcedo Village, Makati City, 1226**
7. Telephone Number:  
**(632) 8912860, 8561517, Fax No. (632) 8160467**
8. Date, time, place, of the meeting of security holders:  
**Date : June 16, 2021**  
**Time : 2:00 p.m.**  
**Place : Livestream at the link provided in <https://fami.com.ph>**
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **May 19, 2021**
10. Securities registered pursuant to Sections 4 and 8 of the RSA:  

Title of each class	Number of Shares*
<b>Common Shares</b>	<b>115,268,738</b>
11. Are any or all of registrant's securities listed on the Philippine Stock Exchange?  
**No.**

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Stock Exchange : n/a  
Class of Securities : n/a

## PART I - INFORMATION STATEMENT

### A. GENERAL INFORMATION

#### Item 1. Date, Time, and Place of Meeting of Security Holders:

Date : Wednesday, June 16, 2021  
Time : 02:00 p.m.  
Place : Livestream at the link provided in <https://fami.com.ph>

#### Mailing Address of the Registrant

18F PSBank Center 777 Paseo de Roxas cor Sedeno St. Salcedo Village, Makati City

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

May 19, 2021

#### Item 2. Right of Appraisal:

There are no actions or matters to be taken up at the Annual Stockholders Meeting that will give rise to a possible exercise by security holders of their right of appraisal.

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

There is no matter to be acted upon in which any Director or Executive Officer is involved or had a direct, indirect or substantial interest.

No one among the incumbent Directors has informed the Corporation in writing that he/she intends to oppose any action to be taken at the Annual Stockholders' Meeting.

### B. CONTROL & COMPENSATION INFORMATION

#### Item 4. Voting Securities and Principal Holders Thereof:

##### a. Class of Voting Shares :

Class of Voting Securities	Total Outstanding Shares*	Votes Entitlement
Common Shares	115,268,738	One (1) vote per share

##### b. Record Date:

Stockholders of record as of May 5, 2021 are entitled to notice and to vote in the Annual Stockholders Meeting.

##### c. Manner of voting

A shareholder may vote in person or by proxy. Article II, Section 6 of the Amended By-Laws of the Corporation provides that any shareholder entitled to vote at shareholders' meetings may be represented and vote thereat by proxy appointed in an instrument in writing, subscribed by such shareholder or by his duly authorized attorney-in-fact, and delivered to the Secretary at

least five (5) business days or such other period as may be determined by the Board of Directors. Proxies shall be properly signed, but they shall require no other attestation.

In addition, Article II, Section 7 of the By-Laws states that at each meeting of the shareholders, every shareholder entitled to vote on the particular question or matter involved shall be entitled to one (1) vote for each share of stock standing in his name on the books of the Corporation at the time of the closing of the transfer books for such meeting.

In the election of Directors, cumulative voting is allowed. Article II, Section 8 of the By-Laws states, in accordance with Section 24 of the Corporation Code, that at each election for Directors, every shareholder, entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates.

**d. Security Ownership of Certain Record and Beneficial Owners and Management:**

**Security Ownership of Certain Record and Beneficial Owners as of March 31, 2021:**

The following stockholders own more than 5% of the common voting securities as of March 31, 2021:

<b>Title of Class</b>	<b>Name and Address of Owner</b>	<b>Name of Beneficial Owner</b>	<b>Citizen</b>	<b>No. Of Shares</b>	<b>Percent Ownership</b>
Common	Equi-Parco Construction Company Purok 3, Ambangan Ambago, Butuan City	Same	Filipino	19,579,050	16.99%
Common	Customer Account No. 59733/ Stockholder/ Cebu City	Same	Filipino	11,583,012	10.05%
Common	Customer Account No. 35304/ Stockholder/ Pasig City	Same	Filipino	7,544,378	6.55%
Common	Customer Account No. 57557/ Stockholder/ Muntinlupa City	Same	Filipino	7,415,767	6.43%
Common	Customer Account No. 20038/ Stockholder/ Pasig City	Same	Filipino	6,832,789	5.93%

<sup>1/</sup> Equi-Parco Construction Company is the registered owner of the shares in the books of the Company. The Board of Directors of Equi-Parco Construction Company has the right to appoint actual person or persons acting individually or jointly to direct the voting or disposition of the shares held by the corporation. The person who will exercise the voting powers over the shares of Equi-Parco Construction Company is Ms. Gina Lee Sabuero or any officers appointed by the Board.

<sup>2-5/</sup> The respective registered owner(s) of the shares above has/have the right to appoint actual person or persons acting individually or jointly to direct the voting or disposition of the shares held by the corporation.

**Security Ownership of Management**

Following are the securities owned by directors and officers of the Fund as of March 31, 2021:

<b>Title of Class</b>	<b>Name of Beneficial Owners</b>	<b>Amount and Nature of Ownership</b>	<b>Citizenship</b>	<b>Percent to Outstanding Shares</b>
Common shares	Michael G. Say	I	Filipino	0.00%
Common shares	Robert T. Yu	I	Filipino	0.00%
Common shares	Winston Andrew L. Peckson	I	Filipino	0.00%
Common shares	Roderick C. Salazar*	I	Filipino	0.00%
Common shares	Jose Allan I. Arellano*	I	Filipino	0.00%

\*Independent Director

The Corporation knows of no other person holding more than 5% of common shares under a voting trust or similar agreement.

There is no arrangement that may result in a change in control of the registrant.

### **Change in Control**

There has been a change of control in the Corporation when First Metro Asset Management (FAMI) subscribed to 34,715,132 shares in December 4, 2017, which comprise 60.04% of the outstanding capital stock. In 2018, FAMI disposed all of its holdings.

### **Item 5. Directors and Executive Officers**

All directors are elected for a term of one year. Each Director shall hold office until the next annual meeting of shareholders and until his/her successor shall have been elected and qualified.

All other officers shall be elected/appointed by the Board of Directors. Vacancies occurring among such officers however arising shall be filled by the Board.

### **The Board of Directors as of May 5, 2021 are as follows:**

#### **MICHAEL G. SAY**

Chairman  
60, Filipino

Mr. Say has been serving as a member of the Board of Director of Save and Learn Philippine Index Fund, Inc. since December 2017. He is also a Director of First Metro Philippine Equity Exchange Traded Fund, Inc. He is currently Chairman of the following companies: Capitalwise Corp., (2008 to present), Atlantic Archers Achiever Corporation (2004 to present), Chef and Cooks Market Corporation (2009 to present), and Crusade for Better Philippines Inc., Hiratsuka Int'l Corp. He was the former Chairman for the following companies: Poc and Poc Corporation (2010 to 2016), Chic Uniform, Inc. (2002 to 2013) and Tokagawa Global Corporation (2004 to 2013). He graduated from De La Salle University with a degree in Management of Financial Institutions.

#### **ROBERT T. YU**

President  
73, Filipino

Mr. Yu has been serving as a member of the Board of Director of Save and Learn Philippine Index Fund, Inc. since December 2017. He is also a Director of First Metro Consumer Fund on MSCI Phils., IMI Inc. He is the former Vice Chairman of First Metro Securities Brokerage Corporation. He was also appointed as Director in 2011 after his stint as the company's President in 2010. He

concurrently serves as Adviser to the Board of Charter Ping An Insurance Corporation, and Executive Director of PG Progress Marketing Corporation. He previously served at the Senior Management level in various industrial corporations. He has a Bachelor's degree in Commerce from the University of the East.

**WINSTON ANDREW L. PECKSON**

Director  
68, Filipino

Mr. Peckson is a new nominee director. He has thirty-six years of experience in the banking industry. Among his past positions were Head of Treasury Marketing of Philippine National Bank (PNB) from 2009-2010; Vice President and General Manager of the Manila Offshore Branch of ABN-AMRO NV from October 1999-2009; VP and Corporate Treasury Advisor of Bank of America- Manila Branch from 1996-1999; CEO and Director of Danamon Finance Company (HK) from 1991-1996 and Manager Corporate Banking of Lloyds Bank PLC (HK) from 1986-1991, and VP(Commercial) at the Manila Offshore Branch. He is presently the Chief Risk Officer of GT Capital Holdings, Inc.

Mr. Peckson obtained a Master's Degree in Business Management from the Asian Institute of Management in 1977, and he graduated from the Ateneo De Manila University in 1972 with a Bachelor of Arts Degree, minor in Business Administration.

**FR. RODERICK C. SALAZAR**

Independent Director  
72, Filipino

Fr. Salazar has been serving as a member of the Board of Director of Save and Learn Philippine Index Fund, Inc. since December 2017. He is also a Director of First Metro Save and Learn Dollar Bond Fund, Inc., and Independent Director of First Metro Save and Learn Money Market Fund, Inc. and First Metro Asia Focus Equity Fund, Inc. He is an independent director of Cebu Holdings Inc. (CHI). For more than 15 years, until June 2014, he was Chair of the Board of Trustees of St. Jude Catholic School in Manila. In 2017, he was elected back to the same SICS Board. He served as the Chair of the Board of Trustees of St. Scholastica's College, Westgrove. He continues to be the Chair of the Board of Trustees of St. Agnes Academy in Legazpi City. He just finished a second term as a member of the Board of Trustees of St. Paul University in Dumaguete City. He is the Chair of the Board of Trustees of Center for Educational Measurement (CEM). He is the Regional Secretary for Asia and the Vice-president for Asia of the Office Internationale de l'Enseignement Catholique (OIEC) [International Office of Catholic Education] after serving as its President in 2011-2015. He is the Executive Secretary of the Office of Education and Faith Formation of the Federation of Asian Bishops Conferences (FABC-OEFF).

For sixteen years, from 1992 to 2008, he was President of the Catholic Educational Association of the Philippines (CEAP). Outside USC, he was member of various groups like FILIPINO, Inc. (Filipino Institute for the Promotion of Integrity and Nobility); San Carlos Community Development Foundation, Divine Word Educational Association (DWEA); Philippine Accrediting Association of Schools, Colleges, and Universities (PAASCU); Private Educational Advisory Council (PEAC); Word Broadcasting Corporation. As CEAP president, he served three terms as Chair of the Coordinating Council of Private Educational Associations (COCOPEA).

He has also been Chair of the Board of Trustees of St. Scholastica's Academy in Tabunok, Talisay City, Cebu; Divine Word University (now Liceo del Verbo Divino) in Tacloban City; and Divine Word College of Tagbilaran (now Holy Name University). He was a member of the Board of Trustees of St. Paul University in Tuguegarao, and, at different times, of the Boards of Trustees of the St Paul Colleges in Pasig, Iloilo, and Surigao, as well as of the Visayas Cluster of the Daughters of



Charity (DC) schools. He was a Board Director of People's Television Network (PTV4), and of First Metro Asset Management, Inc. (FAMI).

On August 14, 2010, in the Archdiocese of Cebu, he received the Papal Award Croce Pro Ecclesia et Pontifice for his years of service to Catholic Education. On June 2014 his congregation appointed him Director of SVD Mission Philippines, Inc, a position he presently holds.

### **JOSE ALLAN I. ARELLANO**

Independent Director  
50, Filipino

Mr. Arellano has been serving as a member of the Board of Director of Save and Learn Philippine Index Fund, Inc. since December 2017. He is also an Independent Director of First Metro Save and Learn Money Market Fund, Inc. He has been serving as Catholic Educational Association of the Philippines (CEAP) Executive Director since 2006 up to the present. He is also a Membership and Communication Officer of CEAP since 2010 to present and he held the position of OIC-Executive Director of CEAP for the period of October 2014-April 2015 and May 2016-September 2016. He is an Accreditor at the Philippine Accrediting Association of Schools, Colleges and Universities (PAASCU) since 2004 to the present. He was the Campus Administrator and Principal, at St. James College of Parañaque from 2007 to 2010 and Basic Education Department-World Citi-Colleges (Caloocan City) from 2006 to 2007. He held teaching, administrative and supervisory positions at St. Scholastica's College from 1991-2006. He was awarded by the Philippine Normal University as Outstanding Alumni in 1991. He graduated Cum Laude with a degree in Education, Major in Social Sciences from the Philippine Normal University in 1990. He also obtained his Masters in Religious Studies from the St. Vincent School of Theology in Adamson University.

### **Executive Officers**

**Term of Office of Executive Officers is one year.**

### **Edwin B. Valeroso**

Vice President  
56, Filipino

He is First Vice President of First Metro Asset Management, Inc. He was the President of First Metro Save and Learn Balanced Fund, Inc. (Jan 2007 to June 2011), First Metro Save & Learn Fixed-Income Fund, Inc. and First Metro Save and Learn Equity Fund, Inc. (from May 2005 to June 2011), and First Metro Save and Learn Dollar Bond Fund, Inc. (2008 to 2011). He is a Director of First Metro Save and Learn F.O.C.C.U.S Dynamic Fund, Inc. He is presently Vice President of First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn Balanced Fund, Inc., First Metro Save & Learn Fixed-Income Fund, Inc., First Metro Save and Learn Dollar Bond Fund, Inc., First Metro Save and Learn Philippine Index Fund, Inc., First Metro Consumer Fund on MSCI Phils., IMI Inc., First Metro Save and Learn Money Market Fund, Inc. and First Metro Asis Focus Equity Fund, Inc. He is also the Chief Information Officer of First Metro Philippine Equity Exchange Traded Fund, Inc. He is Vice President and Trustee of Philippine Investment Funds Association (2006-present) and an Associate Professor Guest Lecturer at De La Salle University-Graduate School of Business (2000-present). He was a Mutual Fund Strategist/Consultant at First Metro Investment Corp. (2004-2005). Mr. Valeroso has a BS Actuarial Mathematics degree from University of Santo Tomas, a Master's degree in Applied Mathematics (major in Actuarial Science) from University of the Philippines, and a Doctor of Business Administration degree from De La Salle University-Manila. He is also an alumnus of the Trust Institute Foundation of the Philippines.

### **Maricel L. Madrid**

Treasurer  
41, Filipino

Ms. Madrid joined First Metro Investment Corporation as First Vice President in November 2017. She currently heads the company's Controllership Group and holds directorship with SBC Properties, Inc., Prima Ventures Development Corporation and FMIC Equities, Inc. Ms. Madrid also serves as the Adviser to the Board and the Audit Committee for First Metro Securities Brokerage Corporation and the Treasurer of First Metro Asset Management, Inc., First Metro Save & Learn Equity Fund, Inc., First Metro Save and Learn Balanced Fund, Inc., First Metro Save and Learn Fixed Income Fund, Inc., First Metro Save & Learn Dollar Bond Fund, Inc., First Metro Asia Focus Equity Fund, Inc., First Metro Save and Learn Money Market Fund, Inc. and First Metro Save and Learn FOCCUS Dynamic Fund, Inc.

She has almost 20 years of solid experience in the banking industry in the areas of audit, risk management, controllership and finance. She was the Controller during her six years stint with East West Banking Corporation. She served as a director and a member of the audit committee for one of the subsidiaries of East West Bank. She also held key management positions for some entities under East West Bank Group. She started her career as an external auditor with Punongbayan & Araullo.

Ms. Madrid is a Certified Public Accountant and graduated cum laude with a degree of Bachelor of Science in Accountancy from the University of Santo Tomas.

### **Jonathan T. Tabac**

Compliance Officer  
65, Filipino

He is also the Compliance Officer of First Metro Securities Brokerage Corporation, First Metro Save & Learn Fixed-Income Fund, Inc., First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn Balanced Fund, Inc., First Metro Save and Learn Dollar Bond Fund, Inc., First Metro Asia Focus Equity Fund, Inc., First Metro Philippine Equity Exchange Traded Fund, Inc., and First Metro Asset Management, Inc. (from May 2005 to present) and First Metro Save and Learn Philippine Index Fund, Inc., First Metro Save and Learn Money Market Fund, Inc. and First Metro Save and Learn FOCCUS Dynamic Fund, Inc.. He served as AVP & Compliance Officer of Citystate Savings Bank (2002-2003), Vice President of Maybank Philippines (formerly PNB Republic Planters Bank)-1997-2001 and Chairman of the Board of RPB Provident Fund, Inc. (1997-2001). Mr. Tabac finished BSC-Accounting from University of Baguio. He is a Certified Public Accountant.

### **Melissa B. Reyes**

Corporate Secretary  
50, Filipino

She is Assistant Vice President and Legal Officer of First Metro Investment Corporation. She joined First Metro in November 2003. She is also the Corporate Secretary for First Metro Philippine Equity Exchange Traded Fund, Inc. She was Compliance Officer of FMSBC from 2004-2006. Prior to joining the First Metro group, she was Senior Consultant in the Corporate and Tax Services of J. Cunanan-Pricewaterhouse Philippines (2000-2003). She was previously the Chief Legislative Officer in the Office of Senator Loren Legarda from 1998-2000, and Court Attorney III in the Office of Supreme Court Justice Ricardo J. Francisco from 1997-1998. She obtained her A.B. Political Science Degree from Ateneo de Manila University, and her Bachelor of Laws degree from San Beda College. She also completed the Trust Course from the Trust Institute of the Philippines in 2012.

### **Significant Employees**

No person who is not an executive officer is expected by the Corporation to make significant contribution to its business.

## **Number of Employees**

The Fund has no employees because all aspects of its operations and administration are subcontracted with third parties; hence, it has no risks as far as labor problems are concerned.

## **Compliance with the Manual on Corporate Governance**

First Metro Save & Learn Philippine Index Fund (SALPHIN), Inc. has adopted a good governance scorecard to measure and determine the level of compliance by the Board of Directors and top-level management with its Manual of Corporate Governance. Every end of the current year, the scorecard patterned after the SEC-prescribed Corporate Governance Self-Rating Form (CG-SRF) shall be accomplished by the Compliance Officer. The result of this evaluation is submitted to the Board together with the CO's recommendation for any sanctions of non-compliance. On the basis of this scorecard, the Compliance Officer has issued to SEC a certification on the Company's compliance with its Manual of Corporate Governance.

A compliance officer has been appointed to manage the Compliance System of the Company and to monitor and evaluate compliance with the Manual of Corporate Governance. In general, the Company is in compliance with the leading practices in good corporate governance. This was reported in a Certification by the Compliance Officer filed with the Commission on January 25, 2019. No director or officer of the Company was found in violation of the Manual.

As there shall be new SEC issuances, the Company is committed to comply with new requirements to enhance its corporate governance.

## **Nominee Directors**

The following are the nominees to the Board of Directors for election during the Annual Stockholders' Meeting on June 16, 2021.

Mr. Michael Say

Mr. Robert Yu

Mr. Winston Andrew L. Peckson

*\*Independent Directors*

Fr. Roderick Salazar\*

Mr. Jose Allan Arellano\*

## **Independent Directors**

First Metro Save and Learn Philippine Index Fund has formulated its rules relative to the election of independent directors, as follows:

The Nomination Committee shall have at least three (3) members, one of whom is an independent director, and it shall promulgate the guidelines and criteria to govern the conduct of the nomination. The nomination of independent director/s shall be conducted by the Committee prior to a stockholder's meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

The Nomination and Compensation Committee of the Board of Directors is composed of Mr. Michael Say as Chairman, with Mr. Robert Yu and Fr. Roderick Salazar as members.

After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under SRC Rule 38. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates

shall have been prepared and no further nomination shall be entertained or allowed on the floor during the stockholders'/membership meeting.

Fr. Roderick Salazar, Mr. Jose Allan Arellano, Atty. Abelardo Cortez and Dr. Bernardo Villegas are nominees for independent directors of First Metro Save and Learn Philippine Index Fund, Inc. and they were recommended to the Nomination Committee for election of independent directors by Anne Marie Lorbis, stockholder, in accordance with the foregoing rules. Ms. Lorbis is not related to any of the nominees.

### **Legal Proceedings:**

The Fund is not aware of any event that occurred during the year that is material to an evaluation of the ability or integrity of any of its directors, any nominees for election as directors or executive officers for the past five (5) years.

The Fund has no material pending legal proceedings to which the registrant or any of its common affiliates is a party. No member of the Board of Directors is:

- involved in any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
- involved in or convicted by final judgment in any criminal proceeding, domestic or foreign, or subject to a pending criminal proceeding, foreign or domestic, excluding traffic violations and other minor offenses;
- 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 activities; and
- found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the said judgment has not been reversed, suspended or vacated.

### **Family Relationships**

There are no family relationships among the directors and officers listed above up to the fourth civil degree either by consanguinity or affinity among directors, executive officers, or persons nominated or chosen by the registrant to become director or executive officers.

### **Relationships and Related Transactions**

Except for the related party transactions stated in the notes to financial statements of First Metro Save and Learn Philippine Index Fund, Inc. (SALPHIN) as of and for the year ended December 31, 2018, there has been no material transaction during the last two years nor is there any material transaction currently proposed to which SALPHIN was, or is a party, or in which any director or executive officer of SALPHIN, any nominee for election, any of more than five (5.0%) percent of SALPHIN's voting shares, or any member of the immediate family of any such director or officer, had or is to have a direct or indirect material interest.

### **Item 6. Compensation of Executive Officers and Directors**

#### **Per Diem**

	<b>2021 (Estimated)</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>
Directors	₱250,000	₱227,616	₱205,000	₱156,500
Executive Offices	77,500	₱74,391	₱67,000	61,075
Aggregate Annual Per Diem	₱327,500	₱302,007	₱272,000	₱217,575

*\*Estimate*

Per diem of Directors, Corporate Secretary and Officers of the Fund amounting to P10,000.00, P3,000.00, P2,500.00, respectively, are given during their Annual Stockholders' and regular meetings.

There is no employment contract between the Registrant and a named executive officer. There is no compensatory plan or arrangement, including payments to be received from the Registrant, with respect to a named executive officer in the event of resignation, retirement or any other termination of such officer's employment with the Registrant and its subsidiaries.

### **Warrants and Options Outstanding: Repricing**

There are no stock warrants or options that SALPHIN has awarded to any of its directors or officers. Neither has the registrant's officers or directors SALPHIN any stock warrants or options.

### **Item 7. Independent Public Accountants:**

Sycip, Gorres, Velayo and Company (SGV) has been the external auditor of First Metro Save & Learn Philippine Index Fund (SALPHIN), Inc. since its inception in 2013. Representatives of SGV are expected to be present at the stockholders meeting on June 16, 2021. They will have the opportunity to make a statement if they desire to do so and they are expected to be available to respond to appropriate questions.

For the year 2021, SALPHIN will still be engaging the services of SGV.

In compliance with SRC Rule 68, par. 3 (b)(iv), the signing partner of the auditing firm is rotated every after five (5) years of engagement. Janet A. Paraiso, signed the independent auditors' for the years 2020, 2019 and 2018. The reports of auditors on the financial statements of the company for the years ended December 31, 2019, 2018 and 2017 contained unqualified opinions.

There are no disagreements with the auditors on any matter of accounting principles or practices, financial statement disclosures, auditing scope or procedures, which disagreements, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their respective reports on the financial statements for such years.

The aggregate fees paid for the professional services rendered by SGV and Company for the audit of our Financial Statements for the years 2020, 2019 and 2018 amounted to ₱155,235, ₱155,232 and ₱113,541, respectively. SGV and Co. conducted the audit in accordance with auditing standards generally accepted in the Philippines to obtain reasonable assurance about whether the financial statements are free of material misstatements. Their audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation.

There are no tax fees paid for the last 2 years for professional services rendered by SGV and Co. for tax accounting compliance, advice, planning and any other form of tax service.

The audit committee is responsible for the appointment of the Independent External Auditor, the audit fee and any question of resignation or dismissal. The external auditors shall report directly to

the Audit Committee. To date, there are no written policies on the appointment of external auditors.

The audit committee recommends to the shareholders the external auditor to be appointed based on an assessment of the auditing firms' qualification, expertise and resources, effectiveness and independence. The audit committee should ensure that the external auditor that is recommended for the appointment is accredited by the Securities and Exchange Commission.

The audit committee must approve the external auditors' term of engagement and remuneration. To do so, the audit committee should evaluate the term of engagement and discuss with the auditor to satisfy itself that the level of remuneration is appropriate to enable an effective audit to be conducted. SALPHIN's Audit Committee is chaired by Fr. Roderick Salazar with Mr. Jose Arellano and Mr. Michael Say as members.

### **C. ISSUANCES AND EXCHANGE OF SECURITIES**

**Not Applicable**

### **D. OTHER MATTERS**

**Item 15. Action with Respect to Reports – Not Applicable**

**Item 16. Matters Not Required to be Submitted- Not Applicable**

**Item 17. Amendment of Charters, By-Laws or Other Documents**

**Item 18. Other Proposed Action**

1. Approval of the minutes of the meetings of the stockholders held on September 16, 2020 with the following points:

- i. Annual report
- ii. Election of Directors (including independent directors)
- iii. Appointment of External Auditor

2. Ratification of Corporate Acts

The matters that will be ratified are:

(a) The minutes of the meeting of the Board of Directors and all acts, transactions and resolutions of the Board of Directors, and the Management in 2020 adopted in the ordinary course of business like:

- i) Approval of Investments
- ii) Other agreements
  - Management and Distribution Agreement*
  - Stock and Transfer Agency Agreement*
  - Custodianship Agreement*

3. Election of Directors (including independent directors)

4. Appointment of External Auditor

**Item 19. Voting Procedure**

1. The votes of all the shares present or represented at the meeting will be on a per share basis.
2. For the approval of the minutes of 2018 meetings and ratification/approval of the acts and resolutions of the board, every shareholder shall be entitled to one (1) vote for each share of stock standing in his name on the books of the Corporation at the time of closing. A majority vote of the stockholders present in the meeting is sufficient to approve and ratify the Corporate acts mentioned.
3. For the election of Directors  
Cumulative voting is allowed provided that the total votes cast by a stockholder shall not exceed the number of shares registered in his name in the books of the corporation as of the record date multiplied by the whole number of directors to be elected. If the number of nominees does not exceed the number of Directors to be elected, the Secretary of the meeting, upon motion made, will be instructed to cast all votes represented at the meeting in favor of the nominees. However, if the number of nominees exceeds the number of Directors to be elected, voting shall be done by secret ballot.

The owners of a majority of the outstanding capital stock must be present in person or by proxy at the meeting called for the election of the directors. Candidates obtaining the highest number of votes are elected directors.

4. Methods by which votes will be counted

Voting shall be made *viva voce*, through the raising of the hands or electronically by poll during the meeting, and counted manually/electronically by the Corporate Secretary. The duly accomplished proxy forms indicating votes for the particular items, sent by the stockholder prior the meeting, shall be tallied in advance by the Corporate Secretary accordingly.

The Board of Directors in its special meeting held on May 22, 2020, approved the adoption of guidelines to allow participation through remote/electronic means of communication in board/shareholders' meeting. The guidelines detail mainly: a) the mechanism to verify the identity of the shareholders; (b) the measures to ensure that all shareholders have the opportunity to participate in the meeting; and (c) the mechanism to enable shareholders to vote during the meeting.

**FIRST METRO SAVE AND LEARN PHILIPPINE INDEX FUND, INC. YEAR 2020 ANNUAL REPORT WILL BE PROVIDED WITHOUT CHARGE TO EACH STOCKHOLDER UPON WRITTEN REQUEST ADDRESSED TO:**

**Atty. Melissa B. Reyes**  
Corporate Secretary  
First Metro Save and Learn Philippine Index FundFund, Inc.  
18<sup>th</sup> Floor, PSBank Building,  
Paseo De Roxas, Makati City

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 Makati City on May 17, 2021.

**FIRST METRO SAVE AND LEARN PHILIPPINE INDEX FUND, INC.**

By:

  
**MELISSA B. REYES**  
Corporate Secretary



## **PART II -COMPANY PROFILE**

### **Brief Description of the General Nature and Scope of Business of the Company**

#### **I. Business Development**

First Metro Save & Learn Philippine Index Fund (SALPHIN), Inc. (the Fund) was incorporated on April 26, 2013. On December 17, 2013, the Fund was granted its registration under the Philippine Investment Company Act, Republic Act (RA) 2629, as an open-end mutual fund company engaged in selling its capital to the public and investing the proceeds in a portfolio of quality, high-grade equity securities and fixed income instruments. As an open-end mutual fund company, it can redeem its outstanding redeemable shares at net asset value (NAV) per share at any time upon redemption of its investors.

The number of securities being offered, inclusive of what has already been subscribed to upon incorporation, is One Hundred Million (100,000,000) shares which corresponds to the authorized capital stock of the Fund at par value of P1.00 per share. The price at which these shares are to be offered is based on the net asset value per share computed on a daily basis plus a front-end sales load fee. The shares to be offered are unlisted and will be traded through the over-the-counter market.

On December 13, 2013, the Board of Directors (BOD) approved and the stockholders ratified the increase in authorized capital stock of the Fund from P=100.00 million (100.00 million redeemable common shares) to P=2.00 billion (2.00 billion redeemable common shares) with a par value of P=1.00 per share. Also, the BOD adopted a resolution that the increase in the authorized capital stock to 2.00 billion be made in several tranches. The succeeding increase in the authorized capital stock will be executed upon determination and approval of the BOD without the need of going back to the stockholders for approval. The authority of the BOD to increase the authorized capital stock is limited to 2.00 billion. On October 12, 2018, the SEC has approved the increase in authorized capital stock.

The Fund was launched to the public on January 22, 2014. On March 26, 2015, the BOD approved the change in its investment objective from balanced to equity fund, and ratified by the stockholders on May 20, 2015. On April 28, 2016, the SEC has approved the application for the change in investment objective that was filed last January 26, 2016.

The first tranche for increase in capital stock equivalent to P=100.00 million (100.00 million redeemable common shares) was also approved by the BOD in March 26, 2015 and ratified by the stockholders on May 20, 2015.

On October 12, 2018, the fund changed its corporate name from One Wealthy Nation Fund, Inc. to First Metro Save & Learn Philippine Index Fund (SALPHIN), Inc.

#### **2. Business of Registrant**

##### **Principal Products and Services**

The Fund is principally engaged in the sale of its shares of stock and in the investment of the proceeds from these sales into a portfolio of quality, high grade equity securities. As an open-end mutual fund company, it can redeem its outstanding redeemable shares at net asset value per share at any time upon redemption of its investors.

The Fund's main objective is to provide small investors with the opportunity to access the capital markets and enable them to reap satisfactory returns on their investments through prudent selection of equity securities, and the professional management and supervision of the Fund.

The product being sold by the registrant, through First Metro Asset Management, Inc. (FAMI), is its shares of stock, being a mutual fund company. As of December 31, 2019, the registrant's total sales were P1.54 million.

## Competition

The competitive environment for the company's products includes not only the products and services offered by the other mutual fund players, but all other investment instruments that the target market has access to. The Philippine mutual fund industry is still a relatively young industry compared to those of other countries; however, it is growing at a fast rate for the past three years.

Currently the big players in this category are Philam, BPI, Philequity and Sunlife. These companies have a big sales force and they have life insurance companies as affiliates which they utilize to market their mutual funds. Two of these companies have big multinational financial institutions as their parent companies. They have longer track records and experience not only in the mutual fund industry but also in other financial products and services. As of December 31, 2020, these four competitor Funds represent around 62.58% of the total funds in this category. The Fund will compete with other equity funds which at present are also few. It will target potential clients all over the country with concentration in the major cities. The Fund believes that competition will be in the area of investment performance and client services. The Fund will be competing more in terms of investment performance. It will adopt active investment strategies and tactics. It will utilize its present network, database, and available technology to its advantage.

The institutional funds of the target market (especially the bigger ones) evidently have access to almost all types of instruments locally available such as unit investment trust funds, pre-need plans, universal life products and other bank products. The retail funds and smaller institutional funds, however, are limited to simple bank products. Appropriately formulated marketing strategies, sales tactics and promotional activities will be employed by the Fund's principal distributor as it competes in this industry.

## Description of Securities

### Capitalization and Ownership

The Fund's authorized capital stock is One Hundred Million (100,000,000) common shares with a par value of Php1.00 per share.

The Company has an initial paid-up capital of Twenty Five Million Pesos (Php25,000,000.00) which was subscribed by the following:

<b>Name</b>	<b>Nationality</b>	<b>Number of shares subscribed</b>	<b>Amount subscribed (in Php)</b>	<b>Percentage (%)</b>
1. Francisco J. Colayco	Filipino	12,499,999	12,499,999.00	49.99%
2. Mary Anne B. Colayco	Filipino	12,499,998	12,499,998.00	49.99%
3. Armand Q. Bengco	Filipino	1	1.00	0.00%
4. Guita T. Gopalan	Filipino	1	1.00	0.00%
5. Charito Cole-Alfaro	Filipino	1	1.00	0.00%
<b>Total</b>		<b>25,000,000</b>	<b>25,000,000.00</b>	<b>100.00%</b>

Pursuant to ICA Rule 35-1(c)(3), the incorporators of the Fund agreed not to sell, transfer, convey, encumber or otherwise dispose of their shares in the Fund within twelve (12) months from the registration date of the Fund.

There are no other material rights that common or preferred stockholders have nor there is any provision in the charter or by-laws of the issuer that would delay, deter or prevent a change in control of the registrant.

Each share of stock of the Fund is a voting stock with voting rights equal to every other outstanding share of stock and subject to the following:

**Right of Redemption** – The holder of any shares of stock of the Fund, upon presentation to the Fund or to any of the Fund's duly authorized representatives of the Confirmation Receipt or stock certificate, and upon filing of the duly accomplished redemption form, shall receive by way of redemption approximately his proportionate share in the Fund's current net assets or the cash equivalent thereof, i.e., the net current asset value per share, subject to existing laws and the By-Laws of the Fund.

**Waiver of Pre-emptive Rights** – No stockholder shall, because of his partnership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Fund. The Fund's Articles of Incorporation further provide that any part of such stock or other securities may at any time be issued, auctioned for sale, and sold or disposed of by the Fund pursuant to the resolution of its Board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

**Restrictions on Transfer** – No transfer of shares of the Fund, which would reduce the stock ownership or equity interest of Filipino citizens to less than the percentage required by applicable laws or regulations shall be caused or allowed to be recorded in the books of the Fund.

**Distribution of Dividends** - As provided for in the Fund's By-laws, the Board of Directors may make arrangements with its stockholders whereby dividends and/or other distributions may be reinvested in the Fund's securities in lieu of cash to be paid to the stockholders. The arrangement with shareholders shall be such that the dividends to be reinvested shall be valued at the net asset value per share of the Fund at the time said dividends are paid.

### **Properties**

The Registrant does not own any properties such as real estate, plant and equipment, mines, patents, etc.

### **Affiliated Companies**

The Fund has no affiliated companies.

## PART III - SECURITIES OF THE REGISTRANT

### MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

#### Market Information

Below is the list of the highest and lowest Net Asset Value per Share (NAVPS) of the Fund for first quarter of 2021, and for the years 2020, 2019 and 2018.

Year		1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2021	High	0.7731	–	–	–
	Low	0.6497	–	–	–
2020	High	0.8559	0.7310	0.7072	0.7792
	Low	0.5287	0.5986	0.6347	0.6456
2019	High	0.9033	0.8965	0.9242	0.8999
	Low	0.8323	0.8304	0.8551	0.8299
2018	High	1.0315	0.9195	0.8975	0.8604
	Low	0.9039	0.8044	0.8055	0.7703

There is no principal market where the Fund's shares are traded, not even in the Philippine Stock Exchange due to its nature as an open-end investment company. The Fund's shares shall be sold by First Metro Asset Management, Inc., its appointed Principal Distributor.

#### Dividends

The fund has not issued cash dividends since its inception. The BOD of the Fund may decide to declare dividends from the unrestricted retained earnings of the Fund at a time and percentage as the same Board may deem proper and in accordance with law. Dividends, if any, are automatically re-invested.

The Fund may declare or pay dividends but limits those dividends to come from the Fund's accumulated undistributed net income, determined in accordance with good accounting practice and including profits or losses realized upon the sale of securities; or from the Fund's earned surplus so determined for the current or preceding fiscal year.

#### Shareholders

As of March 31, 2021, there are 488 shareholders of the Fund.

\*On December 17, 2019, SEC approved the confidential treatment of the Top 20 shareholders of the Fund.

#### Recent Sale of Unregistered Securities

There are no securities of the registrant sold by it during the year which were not registered under the Code.

#### Legal Proceedings:

There are no pending material legal proceedings to which SALPHIN is a party since its inception in 2013.

## PART IV – MANAGEMENT DISCUSSION AND ANALYSIS

The Fund's Statements of Financial Position and Statements of Comprehensive Income as of and for the period ended March 31, 2021, and for the years ended December 31, 2020, 2019 and 2018 are presented below:

### Statements of Financial Position

#### FIRST METRO SAVE AND LEARN PHILIPPINE INDEX FUND (SALPHIN), INC. INTERIM STATEMENTS OF FINANCIAL POSITION

	As of	
	March 31, 2021	December 31, 2020
<b>ASSETS</b>		
Cash and cash equivalents	₱ 2,785,425	₱2,826,069
Financial assets at fair value through profit or loss	75,075,347	77,571,552
Receivables	201,339	35,683
Other assets	485,291	485,291
	<b>₱ 78,547,402</b>	<b>₱80,918,595</b>
<b>LIABILITIES AND EQUITY</b>		
<b>LIABILITIES</b>		
Accounts payable and accrued expenses	₱3,054,686	₱ 1,075,323
<b>EQUITY</b>		
Capital stock	115,268,738	102,836,837
Additional paid-in capital	4,383,825	4,383,825
Deficit	(44,159,847)	(27,377,390))
	<b>75,492,716</b>	<b>79,843,272</b>
	<b>₱78,547,402</b>	<b>₱ 80,918,595</b>

	As of December 31			Increase (Decrease)			
	2020	2019	2018	2020 vs 2019		2019 vs 2018	
				Amount	%	Amount	%
<b>ASSETS</b>							
Cash in banks	₱ 2,826,069	₱ 1,509,283	₱7,801,356	₱1,316,786	87.25%	(₱6,292,073)	(80.65%)
Financial assets at FVTPL	77,571,552	59,891,324	60,840,368	17,680,228	29.52%	(949,044)	(1.56%)
Receivables	35,683	65,481	31,167	(29,798)	(45.51%)	34,314	110.10%
Other assets	485,291	489,123	485,291	(3,832)	(0.78%)	3,832	0.79%
	<b>₱80,918,595</b>	<b>₱ 61,955,211</b>	<b>₱69,158,182</b>	<b>₱18,963,384</b>	<b>30.61%</b>	<b>(₱7,202,971)</b>	<b>(10.42%)</b>
<b>LIABILITIES</b>							
Accounts payable and accrued expenses	₱ 1,075,323	₱ 435,925	₱621,626	639,398	146.68%	(185,701)	(29.87%)
<b>EQUITY</b>							
Capital stock	102,836,837	72,074,067	81,910,194	30,762,770	42.68%	(9,836,127)	(12.01%)
Additional paid-in capital	4,383,825	14,161,415	14,344,613	(9,777,590)	(69.04%)	(183,198)	(1.28%)
Retained earnings (Deficit)	(27,377,390)	(24,716,196)	(27,718,251)	(2,661,194)	(10.77%)	3,002,055	(10.83%)
	79,843,272	61,519,286	68,536,556	18,323,986	22.95%	(7,017,270)	(10.24%)
	<b>₱ 80,918,595</b>	<b>₱ 61,955,211</b>	<b>₱69,158,182</b>	<b>₱18,963,384</b>	<b>30.61%</b>	<b>(₱7,202,971)</b>	<b>(10.42%)</b>

## Statements of Comprehensive Income

### FIRST METRO SAVE AND LEARN PHILIPPINE INDEX FUND (SALPHIN), INC. INTERIM STATEMENTS OF COMPREHENSIVE INCOME

	For the Period Ended March 31	
	2021	2020
<b>INVESTMENT INCOME</b>		
Trading and securities gain (loss)	(₱7,795,420)	(₱19,354,915)
Dividend income	567,681	414,986
Interest income	1	597
	(₱7,795,420)	(18,939,332)
<b>EXPENSES</b>		
Management and retainer's fees	375,528	309,296
Taxes and licenses	146,284	99,210
Directors' and officers' fees	96,466	75,087
Custodian fees	39,300	42,853
Professional fees	71,243	38,596
Broker's commissions	25,507	9,952
Transaction charges	10,364	352
Miscellaneous	25,000	19,778
	789,692	595,124
<b>NET INVESTMENT INCOME (LOSS) BEFORE TAX</b>	<b>(8,017,430)</b>	<b>(19,534,456)</b>
<b>PROVISION FOR FINAL TAX</b>	<b>0.27</b>	<b>8,573</b>
<b>NET INVESTMENT INCOME (LOSS)*</b>	<b>(8,017,430)</b>	<b>(19,543,029)</b>
<b>EARNINGS (LOSS) PER SHARE</b>	<b>(₱0.1071)</b>	<b>(₱0.2610)</b>

\*There are no other comprehensive income items for the period ended March 31, 2021 and 2020.

	Years Ended December 31			Increase (Decrease)			
	2020	2019	2018	2020 vs 2019		2019 vs 2018	
				Amount	%	Amount	%
<b>INVESTMENT INCOME</b>							
Trading and securities gain (loss)	(₱1,154,800)	₱3,418,405	(₱13,698,137)	(₱4,573,205)	(133.78%)	₱17,116,542	124.96%
Dividend income	965,445	1,149,733	1,287,722	(184,288)	(16.03%)	(137,989)	(10.72%)
Interest income	3,379	2,380	22,252	999	41.97%	(19,872)	(89.30%)
Miscellaneous income	73,863	500	126,923	73,363	14672.60%	(126,423)	(99.61%)
	(112,113)	4,571,018	(12,261,240)	(4,683,131)	(102.45%)	16,832,258	137.28%
<b>EXPENSES</b>							
Management and retainer's fees	1,298,467	1,556,993	2,041,294	(258,526)	(16.60%)	(484,301)	(23.73%)
Directors and officers fees	302,007	272,000	217,575	30,007	11.03%	54,425	25.01%
Brokers' commission	99,824	173,016	786,880	(73,192)	(42.30%)	(613,864)	(78.01%)
Professional fees	155,235	155,232	113,541	3	0.00%	41,691	36.72%
Custodian fees	161,059	153,272	158,780	7,787	5.08%	(5,508)	(3.47%)
Taxes and licenses	374,885	110,181	667,557	264,704	240.24%	(557,376)	(83.49%)
Transaction charges	3,562	15,103	46,715	(11,541)	(76.42%)	(31,612)	(67.67%)
Miscellaneous	103,005	112,129	107,307	(9,124)	(8.14%)	4,822	4.49%
	2,498,044	2,547,926	4,139,649	(49,882)	(1.96%)	(1,591,723)	(38.45%)
<b>NET INVESTMENT INCOME (LOSS) BEFORE TAX</b>	<b>2,610,157</b>	<b>2,023,092</b>	<b>(16,400,889)</b>	<b>(4,633,249)</b>	<b>(229.02%)</b>	<b>18,423,981</b>	<b>(112.34%)</b>
<b>PROVISION FOR FINAL TAX</b>	<b>51,037</b>	<b>198,923</b>	<b>763,216</b>	<b>(147,886)</b>	<b>(74.34%)</b>	<b>(564,293)</b>	<b>(73.94%)</b>
<b>NET INVESTMENT INCOME (LOSS)</b>							
	(2,661,194)	1,824,169	(17,164,105)	(4,485,363)	(245.89%)	18,988,274	(110.63%)
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>							
<i>Items that recycle to profit or loss in subsequent periods:</i>							
Changes in fair value of FVOCI investments	-	-	-	-	-	-	-
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>	<b>(₱2,661,194)</b>	<b>₱1,824,169</b>	<b>(₱17,164,105)</b>	<b>(4,485,363)</b>	<b>(245.89%)</b>	<b>18,988,274</b>	<b>(110.63%)</b>

## **Financial Position (March 31, 2021 vs. December 31, 2020)**

As of March 31, 2021, the Fund's total assets ended at P78.55 million, lower by 2.93% or P13.53 million from P80.92 million as of December 31, 2020. Total liabilities increase by 184.07% or P1.97 million from P1.08 million to P3.05 million during the three-month period. The changes in total assets and liabilities are primarily due to the movements in the following accounts:

### **a) Cash and cash equivalents**

This account represents the Fund's savings and checking accounts in local banks. Cash in banks earn interest at the respective bank deposit rates. The decrease of P0.04 million from P2.83 million to P2.79 million was due to the receipt of funds from subscriptions of clients during the period.

### **b) Financial assets at FVTPL**

This account consists of investments in equity securities. The decrease of 3.22% or P2.49 million from P77.57 million to P75.08 million was due to result of changes in the fair value of investments during the quarter. As of March 31, 2021 and December 31, 2020, this account includes fair value loss of P7.80 million.

### **c) Receivables**

This amount is composed of dividends receivable. The decrease of P0.17 million from P0.03 million to P0.2 million was due to higher cash dividends declared but not yet collected as of reporting date.

### **d) Other assets**

This account remained at P0.49 million which pertains to creditable withholding taxes of the Fund.

### **e) Accounts payable and accrued expenses**

This account consists of due to brokers, accounts payable, payable to FAMI, accrued expenses, withholding tax and documentary stamp tax (DST) payable. The increase of 184.07% or P1.98 million from P1.08 million to P3.05 million was due to higher payable to FAMI and accruals during the period.

### **f) Equity**

The Fund's equity is comprised of its capital stock, additional paid-in capital and retained earnings. The decrease of P4.35 million or 5.45% from P79.84 million to P75.49 million was mainly due to the net effect of subscriptions and net loss recognized during the period.

*Capital Stock* ended at P115.27 million, an increase of 12.09% or P12.42 million from P102.84 million, mainly due to subscriptions during the period. The Fund's authorized capital stock remained at P200.00 million with par value of P1.00 per share. As of March 31, 2021 and December 31, 2020, the total issued and outstanding shares were 111,611,383 and 74,891,783, respectively, while the total number of holders of redeemable common shares is 487 and 474, respectively.

*Additional paid-in capital* remained at P4.38 million this year.

*Deficit* increased by P16.78 million or 61.30% from P27.38 million to P44.16 million mainly due to the results of operations recognized during the year.

## **Results of Operations**

For the quarter ended March 31, 2021, the Fund realized a net loss of P=8.02 million, higher by P11.53 million from same period last year's net loss of P19.54 million. Detailed discussions on the changes in the statement of income accounts are as follows:

**a) Trading and securities gain (loss)**

This account includes realized and unrealized gains or losses from investment in stocks. The increase of P11.56 million from last year's loss of P19.35 million to P7.80 million loss was mainly due to result of changes in fair value of equity securities during the period.

**b) Dividend income**

This account increased by P0.16 million or 36.80% from P0.41 million to P0.57 million mainly due to higher cash dividend earned from equity securities during the period.

**c) Interest income**

This account decreased by 99.77% mainly due to lower interest income earned from cash and cash equivalents during the period.

**d) Management and retainer's fee**

This account increased by P0.07 million or 21.41% from last year's P0.31 million to P0.38 million mainly due to the decline in management fees relative to the increase in the Fund's net assets.

**e) Taxes and licenses**

This account pertains to taxes other than income tax, such as DST and local taxes. The increase of P0.04 million from last year's P0.10 million to P0.15 million was mainly due to higher DST paid during the year.

**f) Directors' and officers' fees**

This account pertains to per diem of the Fund's officers and directors during board meetings and annual stockholders' meeting amounting to P0.10 million for the quarter ended March 31, 2021 and 2020.

**g) Custodian fees**

This account fees pertains to payment for the custody of the Fund's investments amounting to P0.04 million for the quarter ended March 31, 2021 and 2020.

**h) Professional' fees**

This account represents audit fees and other professional fees incurred by the Fund amounting to P0.04 million for the quarter ended March 31, 2021 and 2020.

**i) Broker's commission**

This account pertains to fees paid to brokers for executing trade transactions. The increase of P0.01 million or 156.30% from P0.01 million last year was due to lower brokers' commission incurred during the period.

**j) Transaction Charges**

This account decreased by 2,844.32% mainly due to higher transaction cost incurred during the year.

**k) Miscellaneous expenses**

This account consists of membership fee and dues and bank charges paid by the Fund. The increase of 26.40% from P0.01 million to P0.02 million was due to higher other expenses incurred during the period.

**2020**

**Financial Position (December 31, 2020 vs. December 31, 2019)**



The Fund ended the year 2020 with total assets at P80.92 million, higher by P18.96 million or 30.61% from P61.96 million last year. Total liabilities increased by P0.64 million or 146.68% from P0.44 million to P1.08 million during the year.

The changes in total assets and liabilities are primarily due to the movements in the following accounts:

**g) Cash and cash equivalents**

This account represents the Fund's savings and checking accounts in local banks. Cash in banks earn interest at the respective bank deposit rates. The increase of P1.32 million or 87.25% from P1.51 million to P2.83 million was due to subscriptions for the period. This account represents the Fund's saving and checking accounts.

**h) Financial assets at FVTPL**

This account consists of investments in equity securities. The increase of P17.68 million or 29.52% from P59.89 million to P77.57 million was mainly due to purchase of various equity securities.

**i) Receivables**

This account solely pertains to dividends receivable. The decrease of P0.03 million or 45.41% from P0.07 million to P0.04 million was due to lower dividend declaration made by Investee Companies as of December 31, 2020.

**j) Other assets**

This account remained at P0.49 million which pertains to creditable withholding taxes of the Fund.

**k) Accounts payable and accrued expenses**

Accounts payable and accrued expenses consisting of due to brokers, accounts payable, payable to FAMI, accrued expenses, withholding tax and documentary stamp tax (DST) payable. The increase of P0.64 million or 146.68% from P0.44 million to P1.08 million was mainly due to higher accounts payable and payable to FAMI this year.

**l) Equity**

The Fund's equity is comprised of its capital stock, additional paid-in capital and deficit. The increase of P18.32 million or 22.95% from P61.52 million to P79.84 million was mainly due to the net effect of subscriptions over redemption and net loss incurred during the year.

*Capital Stock* ended at P102.84 million, an increase of P30.76 million or 42.68% from P72.07 million mainly due to subscriptions during the year. On October 12, 2018, the Fund's authorized capital stock with par value of P1.00 per share increased to P2.00 billion from P1.00 billion. As of December 31, 2020 and 2019, the total issued and outstanding shares were 102,836,837 and 72,074,067, respectively, while the total number of holders of redeemable common shares is 447 and 347, respectively.

*Additional paid-in capital* went down by P9.78 million or 69.04% from P14.16 million to P4.38 million mainly due to subscriptions made during the year.

*Deficit* increased by P2.67 million or 10.77% from P24.72 million to P27.38 million mainly due to the results of operations recognized during the year.

## **Results of Operations**

For the year ended December 31, 2020, the Fund incurred a net loss of P2.66 million, a decrease of P4.49 million or 245.89% from last year's net income of P1.82 million.

The highlights of the results of operations for the year are as follows:

**l) Trading and securities gain (loss)**

This account includes realized and unrealized gains or losses from investment in stocks. The decrease of P4.57 million or 133.78% from last year's gain of P3.42 million to P1.15 million loss this year was mainly due to realized loss from the sale and unrealized loss from changes in fair value of equity securities during the year.

**m) Dividend income**

This account decreased by P0.18 million or 16.03% from P1.15 million to P0.97 million mainly due to lower cash dividend earned from equity securities during the year.

**n) Interest income**

This account increased by 41.97% mainly due to higher interest income earned from cash in bank during the year.

**o) Miscellaneous income**

This account increased by P0.07 million mainly due to higher miscellaneous income earned during the year.

**p) Management and retainer's fee**

This account declined by P0.26 million or 16.60% from last year's P1.56 million to P1.30 million mainly due to the lower management fees relative to the decrease in the Fund's net assets.

**q) Taxes and licenses**

This account pertains to taxes other than income tax, such as DST and local taxes. The increase of P0.26 million or 240.24% from last year's P0.11 million to P0.37 million was mainly due to higher DST paid during the year.

**r) Directors' and officers' fees**

This account pertains to per diem of the BOD and officers during annual stockholders' meeting and board meetings. The increase of P0.03 million or 11.03% from last year's P0.27 million to P0.30 million was mainly due to higher per diem paid during the year.

**s) Custodian fees**

This pertains to payment of fees to the custodian of the Fund. This account totaled P0.16 million this year with a minimal increase of 5.08% compared with last year's P0.15 million.

**t) Professional' fees**

This account represents audit fees and other professional fees incurred by the Fund. This account remained steady at P0.16 million on 2020 and 2019.

**u) Broker's commission**

This account pertains to fees paid to brokers for executing trade transactions. The decrease of P0.07 million or 42.30% from last year's P0.17 million to P0.01 million was mainly due to lower brokers' commission incurred during the year.

**v) Transaction Charges**

This account decreased by P0.01 million or 76.42% mainly due to lower transaction cost incurred during the year.

**w) Miscellaneous expenses**

This account consists of membership fee and dues, annual stockholders meeting expenses, bank charges and postage and mailing fees paid by the Fund. This account totaled P0.10 million with minimal decrease of 8.14% compared last year's P0.11 million.

## **2019**

### **Financial Position**

The Fund ended the year 2019 with total assets at ₱61.96 million, lower by ₱7.20 million or 10.42% from ₱69.16 million last year. Total liabilities decreased by ₱0.19 million or 29.87% from ₱0.62 million to ₱0.44 million during the year.

The changes in total assets and liabilities are primarily due to the movements in the following accounts:

#### **m) Cash and cash equivalents**

This account represents the Fund's savings and checking accounts in local banks. Cash in banks earn interest at the respective bank deposit rates. The decrease of ₱6.29 million or 80.65% from ₱7.80 million to ₱1.51 million was due to payments of redemption of clients during the year.

#### **n) Financial assets at FVTPL**

This account consists of investments in equity securities. The decrease of ₱0.95 million or 1.56% from ₱60.84 million to ₱59.89 million was mainly due to sales of securities during the year.

#### **o) Receivables**

This account solely pertains to dividends receivable. The increase of ₱0.03 million or 110.10% from ₱0.03 million to ₱0.07 million was due to uncollected cash dividends as of reporting date.

#### **p) Other assets**

This account remained at ₱0.49 million which pertains to creditable withholding taxes of the Fund.

#### **q) Accounts payable and accrued expenses**

Accounts payable and accrued expenses consisting of due to brokers, accounts payable, payable to FAMI, accrued expenses, withholding tax and documentary stamp tax (DST) payable. The decrease of ₱0.19 million or 29.87% from ₱0.62 million to ₱0.44 million was mainly due to lower accounts payable and payable to FAMI this year.

#### **r) Equity**

The Fund's equity is comprised of its capital stock, additional paid-in capital and deficit. The decrease of ₱7.02 million or 10.24% from ₱68.54 million to ₱61.52 million was mainly due to the net effect of redemptions and net income recognized during the year.

*Capital Stock* ended at ₱72.07 million, a decrease of ₱9.84 million or 12.01% from ₱81.91 million mainly due to redemptions during the year. The Fund's authorized capital stock with par value of ₱1.00 per share increased to ₱2.00 billion from ₱1.00 billion last year. As of December 31, 2019 and 2018, the total issued and outstanding shares were 72,074,067 and 81,910,194, respectively, while the total number of holders of redeemable common shares is 347 and 387, respectively.

*Additional paid-in capital* went down by ₱0.18 million or 1.28% from ₱14.34 million to ₱14.16 million mainly due to redemptions made during the year.

*Deficit* decreased by ₱3.00 million or 10.83% from ₱27.72 million to ₱24.72 million mainly due to the results of operations recognized during the year.

### **Results of Operations**

For the year ended December 31, 2019, the Fund realized a net income of ₱1.82 million, an increase of ₱18.99 million or 110.63% from last year's net loss of ₱17.16 million.

The highlights of the results of operations for the year are as follows:

**x) Trading and securities gain (loss)**

This account includes realized and unrealized gains or losses from investment in stocks. The increase of ₱17.12 million or 124.96% from last year's loss of ₱13.70 million to ₱3.42 million gain this year was mainly due to higher realized gain from the sale and unrealized gain from changes in fair value of equity securities during the year.

**y) Dividend income**

This account decreased by ₱0.14 million or 10.72% from ₱1.29 million to ₱1.15 million mainly due to lower cash dividend earned from equity securities during the year.

**z) Interest income**

This account declined by ₱0.02 million or 89.30% mainly due to lower interest income earned from cash and cash equivalents during the year.

**aa) Miscellaneous income**

This account decreased by ₱0.13 million or 99.61% mainly due to lower miscellaneous income earned during the year.

**bb) Management and retainer's fee**

This account dropped by ₱0.48 million or 23.73% from last year's ₱2.04 million to ₱1.56 million mainly due to the decline in management fees relative to the decrease in the Fund's net assets.

**cc) Directors' and officers' fees**

This account pertains to per diem of the BOD and officers during annual stockholders' meeting and board meetings. The increase of ₱0.05 million or 25.01% from last year's ₱0.22 million to ₱0.27 million was mainly due to higher per diem paid during the year.

**dd) Broker's commission**

This account pertains to fees paid to brokers for executing trade transactions. The decrease of ₱0.61 million or 78.01% from last year's ₱0.79 million to ₱0.17 million was mainly due to lower brokers' commission incurred during the year.

**ee) Professional' fees**

This account represents audit fees and other professional fees incurred by the Fund. The increase of ₱0.04 million or 36.72% from last year's ₱0.11 million to ₱0.16 million was mainly due to lower professional fees incurred during the year.

**ff) Custodian fees**

This pertains to payment of fees to the custodian of the Fund. This account totaled ₱0.15 million this year with a minimal decrease of 3.47% compared with last year's ₱0.16 million.

**gg) Taxes and licenses**

This account pertains to taxes other than income tax, such as DST and local taxes. The decrease of ₱0.56 million or 83.49% from last year's ₱0.67 million to ₱0.11 million was mainly due to lower DST paid during the year.

**hh) Transaction Charges**

This account decreased by ₱0.03 million or 67.67% from ₱0.05 million to ₱0.02 million mainly due to lower transaction cost incurred during the year.

**ii) Miscellaneous expenses**

This account consists of membership fee and dues, annual stockholders meeting expenses, bank charges and postage and mailing fees paid by the Fund. This account totaled ₱0.11 million with minimal increase of 4.49% compared last year.

**Plan of Action**

FAMI is licensed by SEC to act as Investment Company Adviser/Manager, Administrator and Principal Distributor of mutual funds.

Being the principal distributor of the Fund's shares of stock, it intends to increase its marketing network and accredit sub-dealers or agents to sell the Fund's share.

**Subsequent Events**

In a move to contain the COVID-19 outbreak, on March 13, 2020, the Office of the President of the Philippines issued a Memorandum directive to impose stringent social distancing measures in the National Capital Region effective March 15, 2020. On March 16, 2020, Presidential Proclamation No. 929 was issued, declaring a State of Calamity throughout the Philippines for a period of six (6) months and imposed an enhanced community quarantine throughout the island of Luzon until April 12, 2020. These measures have caused disruptions to businesses and economic activities, and its impact on businesses continue to evolve.

The Fund considers the events surrounding the outbreak as non-adjusting subsequent events, which do not impact its financial position and performance as of and for the period ended September 30, 2020. However, the outbreak could have a material impact on its 2020 financial results and even periods thereafter. Considering the evolving nature of this outbreak, the Fund cannot determine at this time the impact to its financial position, performance and cash flows. The Fund will continue to monitor the situation.

**Other Matters**

The Fund Manager is not aware of any event and/or uncertainties that:

- will have a material impact on liquidity
- will trigger direct or contingent obligation that is material to the Fund including any default or acceleration of obligation
- will have an impact on all material off-balance sheet transactions, arrangement, obligations and other relationships of the Fund
- is a significant element of income or loss that did not arise from the Fund's continuing operations
- there are no material commitments for capital expenditures during the past year and in the subsequent year.

**DISCUSSION OF KEY PERFORMANCE INDICATORS**

First Metro Save & Learn Philippine Index Fund (SALPHIN), Inc. is classified as an investment company with moderate risk. Its investment objective is to seek long-term capital appreciation by investing primarily in carefully selected listed and non-listed equity securities.

The Fund has First Metro Asset Management, Inc. (FAMI) as its Investment Company Adviser, Administrator and Principal Distributor.

The Fund has an initial paid-up capitalization of P25.00 million which translates to a minimal share in the mutual fund industry under the balanced fund category.

The Fund has identified the following as its key performance indicators:

- **Net Asset Value Per Share** - The Net Asset Value per share is P0.6549 at the end of March 31, 2021, lower by 23.27% from P0.8536 as of December 31, 2020. The Fund's average daily net asset value increased by 32.00% or P18.95 million from P58.84 million as of December 31, 2020 to P77.79 million as of March 31, 2021.
- **Sales for the period ended** - The Fund's total sales of P10.31 million for the period ended March 31, 2021 was P4.30 million or 72% higher than P6.00 million sales for the same period last year.
- **Redemptions for the period ended** - The Fund's total redemptions of P1.57 million for the period ended March 31, 2021 was P1.44 million higher than P0.13 million redemptions for the same period last year.
- **Net Income vs. Benchmark** – The Fund incurred a net loss of P8.02 million for the first quarter of 2021, P11.52 million higher than the P19.53 million net loss for the same quarter last year.
- **Market Share vs. Benchmark** – As of March 31, 2021 the Fund garnered 0.07% share in the Equity Funds category while 1.1% share among all mutual funds in terms of net assets. On the basis of account holders, the Fund has 487 account holders or 0.17% of the total accounts in this Fund category.

The following basic ratios measure the financial performance of the Company for the period ended March 31, 2021, March 2020, and December 2020:

#### FINANCIAL SOUNDNESS INDICATORS

Performance Indicators	As of		
	March 31, 2021 (Unaudited)	March 31, 2020 (Unaudited)	December 31, 2020 (Audited)
Current ratio <sup>1/</sup>	2555.49%	8373.54%	7479.92%
Acid test ratio <sup>2/</sup>	2555.49%	8373.54%	7479.92%
Debt-to-equity ratio <sup>3/</sup>	4.05%	1.20%	1.35%
Asset-to-equity ratio <sup>4/</sup>	104.05%	101.20%	101.35%
Interest rate coverage ratio <sup>5/</sup>	n.a.	n.a.	n.a.
Profitability ratios:			
Return on assets <sup>6/</sup>	-40.22%	-141.64%	-26.51%
Return on equity <sup>7/</sup>	-41.29%	-142.95%	-26.81%

<sup>1/</sup> Current Assets divided by Current Liabilities

<sup>2/</sup> Quick Assets (Cash and cash equivalents, Financial assets at FVPL securities and Current receivables) divided by Current Liabilities

<sup>3/</sup> Total Liabilities divided by Total Equity

<sup>4/</sup> Total Assets divided by Total Equity

<sup>5/</sup> Earnings Before Interest and Tax divided by Interest Expense

<sup>6/</sup> Annualized Net Investment Income divided by Average Total Assets

<sup>7/</sup> Annualized Net Investment Income divided by Average Total Equity

a. Information Required I. The following are attached as annexes hereto:

Statement of Management Responsibility  
Audited Financial Statements as of December 31, 2020  
With Report of Independent Auditors

Annex "1"

Annex "2"

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 Makati City on May 19, 2021.

**FIRST METRO SAVE AND LEARN PHILIPPINE  
INDEX FUND, INC.**

By:

  
**MARICEL L. MADRID**  
Treasurer