

COVER SHEET

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SEC Registration Number

C	H	E	L	S	E	A		L	O	G	I	S	T	I	C	S		H	O	L	D	I	N	G	S		C	O	R	P.		
A	N	D		S	U	B	S	I	D	I	A	R	I	E	S																	

(Company's Full Name)

S	T	E	L	L	A		H	I	Z	O	N		R	E	Y	E	S		R	O	A	D								
B	O.		P	A	M	P	A	N	G	A																				
D	A	V	A	O		C	I	T	Y		8	0	0	0																

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

MA. HENEDINA SAN JUAN

(Contact Person)

+63 82 224 5373

(Company Telephone Number)

1	2
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3	1
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Month Day
(Fiscal Year)

1	7	-	C
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(Form Type)

0	3
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1	9
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Month Day
(Annual Meeting)

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(Secondary License Type, If Applicable)

CMRD

Dept. Requiring this Doc.

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Amended Articles Number/Section

18

Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document ID

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STAMPS

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CHELSEA LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
(Formerly Chelsea Logistics Corp.)
(A Subsidiary of Udena Corporation)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
MARCH 31, 2019 AND DECEMBER 31, 2018
(Amounts in Philippine Pesos)

	<u>March 31, 2019</u> <u>(Unaudited)</u>	<u>December 31, 2018</u> <u>(Audited)</u>
<u>A S S E T S</u>		
CURRENT ASSETS		
Cash and cash equivalents	P 702,581,535	P 443,495,969
Trade and other receivables - net	1,655,926,648	1,430,045,495
Financial assets at fair value through profit or loss	3,947,736	3,947,736
Inventories	402,401,614	525,904,778
Advances to related parties	2,561,345,327	3,127,555,209
Other current assets	<u>1,022,694,444</u>	<u>963,520,687</u>
Total Current Assets	<u>6,348,897,304</u>	<u>6,494,469,874</u>
NON-CURRENT ASSETS		
Property and equipment - net	18,343,827,042	17,303,897,157
Investments in an associate and a joint venture	1,733,612,233	1,821,168,833
Goodwill	5,641,434,544	5,641,434,544
Post-employment benefit asset	12,300,710	12,300,710
Deferred tax assets - net	315,663,737	283,345,565
Other non-current assets - net	<u>669,216,879</u>	<u>734,638,640</u>
Total Non-current Assets	<u>26,716,055,145</u>	<u>25,796,785,449</u>
TOTAL ASSETS	<u><u>P 33,064,952,449</u></u>	<u><u>P 32,291,255,323</u></u>

Notes	March 31, 2019 (Unaudited)	December 31, 2018 (Audited)
<u>LIABILITIES AND EQUITY</u>		
CURRENT LIABILITIES		
Trade and other payables	P 3,576,808,362	P 3,511,146,370
Interest-bearing loans	6,611,636,536	6,555,553,721
Advances from related parties	41,953,554	36,098,668
Income tax payable	<u>40,643,594</u>	<u>22,769,050</u>
Total Current Liabilities	<u>10,271,042,046</u>	<u>10,125,567,809</u>
NON-CURRENT LIABILITIES		
Interest-bearing loans	9,699,952,772	9,064,308,132
Post-employment benefit obligation	35,162,375	35,162,375
Deferred tax liabilities - net	73,531,167	82,471,428
Other non-current liabilities	<u>-</u>	<u>58,792,374</u>
Total Non-current Liabilities	<u>9,808,646,314</u>	<u>9,240,734,309</u>
Total Liabilities	<u>20,079,688,360</u>	<u>19,366,302,118</u>
EQUITY		
Equity attributable to shareholders of the Company		
Capital stock	1,821,977,615	1,821,977,615
Additional paid-in capital	9,998,370,157	9,998,370,157
Revaluation reserves	1,370,818,896	1,497,869,655
Other reserves	(1,058,033,280)	(1,058,033,280)
Retained earnings	<u>672,130,701</u>	<u>484,769,058</u>
	12,805,264,089	12,744,953,205
Non-controlling interest	<u>180,000,000</u>	<u>180,000,000</u>
Total Equity	<u>12,985,264,089</u>	<u>12,924,953,205</u>
TOTAL LIABILITIES AND EQUITY	P <u>33,064,952,449</u>	P <u>32,291,255,323</u>

See Notes to Interim Consolidated Financial Statements.

CHELSEA LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
(Formerly Chelsea Logistics Corp.)
(A Subsidiary of Udenna Corporation)
CONSOLIDATED STATEMENTS OF PROFIT OR LOSS
FOR THE THREE MONTHS ENDED MARCH 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	<u>2019</u> <u>(Unaudited)</u>	<u>2018</u> <u>(Unaudited)</u>	<u>2017</u> <u>(Audited)</u>
REVENUES			
Freight	P 522,264,436	P 385,695,609	P 159,085,523
Charter fees	509,920,189	392,763,800	242,621,266
Passage	295,942,344	217,971,141	124,688,041
Rendering of services	157,546,670	73,508,804	363,431
Tugboat fees	81,729,567	83,268,362	63,944,044
Sale of goods	14,537,528	8,360,345	6,283,084
Standby charges	<u>16,837,614</u>	<u>18,159,361</u>	<u>19,692,086</u>
	1,598,778,348	1,179,727,422	616,677,475
COST OF SALES AND SERVICES	<u>1,008,000,660</u>	<u>758,670,669</u>	<u>448,661,948</u>
GROSS PROFIT	590,777,688	421,056,753	168,015,527
OTHER OPERATING EXPENSES	<u>209,907,582</u>	<u>173,887,237</u>	<u>69,629,221</u>
OPERATING PROFIT	<u>380,870,106</u>	<u>247,169,516</u>	<u>98,386,306</u>
OTHER INCOME (CHARGES) - Net			
Finance costs	(255,530,222)	(165,095,574)	(105,338,139)
Share in net income (loss) of an associate	(93,315,477)	11,093,284	-
Finance income	2,569,003	1,614,316	1,904,713
Other income	<u>67,536,543</u>	<u>30,239,261</u>	<u>43,033,685</u>
	(278,740,153)	(122,148,713)	(60,399,741)
PROFIT BEFORE TAX	102,129,953	125,020,803	37,986,565
TAX EXPENSE (INCOME)	(36,580,213)	9,920,205	10,850,154
NET PROFIT	<u>P 138,710,166</u>	<u>P 115,100,598</u>	<u>P 27,136,411</u>
Earnings Per Share (Basic and Diluted)	<u>P 0.076</u>	<u>P 0.006</u>	<u>P 0.005</u>

	<u>2019</u> <u>(Unaudited)</u>	<u>2018</u> <u>(Unaudited)</u>	<u>2017</u> <u>(Audited)</u>
NET PROFIT	P 138,710,166	P 115,100,598	P 27,136,411
OTHER COMPREHENSIVE INCOME (LOSS)			
Items that will not be reclassified subsequently			
to profit or loss:			
Revaluation of vessels	(78,429,643)	-	-
Currency exchange differences on translating financial			
statements of foreign operations	<u>30,361</u>	<u>-</u>	<u>(81,660)</u>
	<u>(78,399,282)</u>	<u>-</u>	<u>(1,433,172)</u>
TOTAL COMPREHENSIVE INCOME	P 60,310,884	P 115,100,598	P 25,703,239

See Notes to Interim Consolidated Financial Statements.

CHELSEA LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
(Formerly Chelsea Logistics Corp.)
(A Subsidiary of Udenna Corporation)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	Attributable to Owners of the Parent Company					Non-controlling Interest	Total Equity	
	Capital Stock	Additional paid-in Capital	Revaluation Reserves	Other Reserves	Retained Earnings			Total
Balance at January 1, 2019	P 1,821,977,615	P 9,998,370,157	P 1,497,869,655	(P 1,058,033,280)	P 484,769,058	P 12,744,953,205	P 180,000,000	P 12,924,953,205
Total comprehensive income (loss) for the period	-	-	(78,399,282)	-	138,710,166	60,310,884	-	60,310,884
Transfer of revaluation reserves through depreciation, net of tax	-	-	(48,651,477)	-	48,651,477	-	-	-
Balance at March 31, 2019	P 1,821,977,615	P 9,998,370,157	P 1,370,818,896	(P 1,058,033,280)	P 672,130,701	P 12,805,264,089	P 180,000,000	P 12,985,264,089
Balance at January 1, 2018	P 1,821,977,615	P 9,998,370,157	P 1,429,917,004	(P 1,058,033,280)	P 965,156,916	P 13,157,388,412	P -	P 13,157,388,412
Total comprehensive income for the period	-	-	-	-	115,100,598	115,100,598	-	115,100,598
Transfer of revaluation reserves through depreciation, net of tax	-	-	(21,493,622)	-	21,493,622	-	-	-
Balance at March 31, 2018	P 1,821,977,615	P 9,998,370,157	P 1,408,423,382	(P 1,058,033,280)	P 1,101,751,136	P 13,272,489,010	P -	P 13,272,489,010
Balance at January 1, 2017	P 500,000,000	P -	P 1,370,998,267	(P 1,058,033,280)	P 747,704,000	P 1,560,668,987	P -	P 1,560,668,987
Issuance of shares during the period	775,384,615	5,272,615,385	-	-	-	6,048,000,000	-	6,048,000,000
Total comprehensive income for the period	-	-	(1,433,172)	-	27,136,411	25,703,239	-	25,703,239
Transfer of revaluation reserves through depreciation, net of tax	-	-	(6,780,434)	-	6,780,434	-	-	-
Balance at March 31, 2017	P 1,275,384,615	P 5,272,615,385	P 1,362,784,661	(P 1,058,033,280)	P 781,620,845	P 7,634,372,226	P -	P 7,634,372,226

See Notes to Interim Consolidated Financial Statements.

CHELSEA LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
(Formerly Chelsea Logistics Corp.)
(A Subsidiary of Udenna Corporation)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	<u>2019</u> <u>(Unaudited)</u>	<u>2018</u> <u>(Unaudited)</u>	<u>2017</u> <u>(Audited)</u>
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax	P 102,129,953	P 125,020,803	P 37,986,565
Adjustments for:			
Depreciation and amortization	275,869,359	224,013,404	166,406,676
Interest expense	254,937,670	130,306,595	86,801,327
Share in net loss (income) of an associate	93,315,477	(11,093,284)	-
Interest income	(1,553,241)	(1,614,316)	(684,726)
Unrealized foreign currency exchange losses (gains) - net	(1,015,764)	34,169,768	17,312,593
Operating profit before working capital changes	723,683,454	500,802,970	307,822,435
Increase in trade and other receivables	(225,881,153)	(325,980,631)	(11,731,185)
Decrease (increase) in inventories	123,503,165	(111,517,686)	(117,846,866)
Decrease (increase) in advances to related parties	566,209,882	(318,238,207)	194,446,078
Increase in other current assets	(45,627,730)	(681,426,800)	(61,168,251)
Increase in post-employment benefit asset	-	42,223	2,919,518
Decrease (increase) in other non-current assets	(199,924,851)	(4,058,682)	8,369,089
Increase in trade and other payables	8,248,221	333,275,137	183,171,624
Decrease in advances from customers	-	(37,850)	-
Decrease in post-employment benefit obligation	-	-	-
Increase (decrease) in other non-current liabilities	(58,792,374)	2,362,826	1,186,864
Cash generated from (used in) operations	891,418,614	(604,776,700)	507,169,306
Interest received	1,553,241	1,614,316	684,726
Cash paid for income taxes	(319,342)	(45,994)	(75,923,029)
Net Cash From (Used in) Operating Activities	<u>892,652,513</u>	<u>(603,208,378)</u>	<u>431,931,003</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property and equipment	(362,821,717)	(1,141,645,244)	(370,309,713)
Proceeds from disposal of property and equipment	16,774,894	3,526,827	966,751
Acquisitions of subsidiaries and additions to interest in a joint venture	(5,758,877)	-	(5,000,000)
Net Cash Used in Investing Activities	<u>(351,805,700)</u>	<u>(1,138,118,417)</u>	<u>(374,342,962)</u>
Balance carried forward	P 540,846,813	P 1,741,326,795	P 57,588,041

<u>Notes</u>	<u>2019</u> <u>(Unaudited)</u>	<u>2018</u> <u>(Unaudited)</u>	<u>2016</u> <u>(Audited)</u>
<i>Balance brought forward</i>	P 540,846,813	(P 1,741,326,795)	P 57,588,041
CASH FLOWS FROM FINANCING ACTIVITIES			
Interest paid	(197,523,900)	(117,288,274)	(86,801,327)
Repayments of interest-bearing loans	(325,092,233)	(193,551,819)	(564,044,766)
Proceeds from advances from related parties	41,058,715	147,129,760	39,708,002
Repayments of advances from related parties	(35,203,829)	(43,000,000)	(84,830,229)
Proceeds from interest-bearing loans	235,000,000	1,477,387,785	-
Collection of subscription receivable	-	-	350,000,000
Net Cash From Financing Activities	(281,761,247)	1,270,677,452	(345,968,320)
Effect of Changes in Foreign Exchange Rates on Cash and Cash Equivalents	-	(8,198,490)	(17,312,593)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	259,085,566	(478,847,833)	(305,692,872)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	443,495,969	1,441,704,190	508,940,431
CASH AND CASH EQUIVALENTS AT END OF PERIOD	P 702,581,535	P 962,856,357	P 203,247,559

Supplemental Information for Non-cash Investing and Financing Activities:

In 2019 and 2018, the Group acquired certain transportation equipment through obtaining mortgage loans from a local bank totaling P9.3 million and P1.4 million, respectively (see Notes 9 and 12).

In 2019, the Group acquired certain machinery and equipment amounting to P773.5 million through a sale and leaseback agreement with a local bank (see Note 12).

See Notes to Interim Consolidated Financial Statements.