

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b)
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

EMPIRE EAST LAND HOLDINGS, INC.

3. Province, country or other jurisdiction of incorporation or organization

Metro Manila, Philippines

4. SEC Identification Number

AS094-006430

5. BIR Tax Identification Code

003-942-108

6. Address of principal office

2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig
City, Philippines

Postal Code

1604

7. Registrant's telephone number, including area code

(632) 85544800

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

11 June 2024, 8:30 a.m. by livestream access via <http://empire-east.com/asm2024>

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

May 14, 2024

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor

Not applicable

Address and Telephone No.

Not applicable

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

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	14,676,199,167

13. Are any or all of registrant's securities listed on a Stock Exchange?

Yes No

If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange - Common

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



Empire East

Empire East Land Holdings, Inc.

ELI

**PSE Disclosure Form 17-5 - Information Statement for Annual or
Special Stockholders' Meeting**
*References: SRC Rule 20 and
Section 17.10 of the Revised Disclosure Rules*

Date of Stockholders' Meeting	Jun 11, 2024
Type (Annual or Special)	Annual
Time	8:30 AM
Venue	by livestream access via http://empire-east.com/asm2024
Record Date	May 14, 2024

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End date	N/A

Other Relevant Information

Please see attached Definitive Information Statement of Empire East Land Holdings, Inc.

Filed on behalf by:

Name	Dennis Edano
Designation	Corporate Secretary

**SECURITIES AND EXCHANGE
COMMISSION SEC FORM 20-1S
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 **EMPIRE EAST LAND HOLDINGS, INC.**

3. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number **AS094-006430**

5. BIR Tax Identification Code **003-942-108**

6. **2F Tower 2, Kasara Urban Resort
Residences, P. Antonio St.
Barangay Ugong, Pasig City **1604**
Address of principal office Postal Code**

7. Registrant's telephone number, including area code **(632) 85544800**

8. **11 June 2024, 8:30 a.m.**
by livestream access via http://empire-east.com/asm2024
Date, time and place of the meeting of security holders

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

10. In case of Proxy Solicitations:
Name of Person Filing the Statement/Solicitor: Not applicable
Address and Telephone No.: Not applicable

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding*
Common	14,676,199,167

12. Are any or all of registrant's securities listed on the Philippine Stock Exchange?

Yes No

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

Philippine Stock Exchange **Common**

* As of 30 April 2024



Empire East

2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig City 1604

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO ALL STOCKHOLDERS OF EMPIRE EAST LAND HOLDINGS, INC.

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Empire East Land Holdings, Inc. (the "Company") will be held on **11 June 2024** at **8:30 AM**, to be conducted virtually, through the link <http://empire-east.com/asm2024> that can be accessed through the Company's website, with the following agenda:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Approval of Minutes of the Previous Annual Meeting
4. Annual Report of Management
5. Appointment of External Auditors
6. Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management
7. Election of Directors
8. Other Matters
9. Adjournment

Stockholders of record as of **14 May 2024** will be entitled to notice of, and to vote at, the Annual Meeting.

For our stockholder's convenience and to allow greater opportunity for them to participate at the Annual Meeting, the Company decided to hold the same via remote communication, and allow the stockholders to cast their votes by remote communication or in *absentia*, or by proxy.

To participate in the Annual Meeting, stockholders must register from 9:00 AM of **21 May 2024** until 5:00 PM of **28 May 2024**. The procedure for participation via remote communication and in *absentia* are contained in the Information Statement.

Stockholders who wish to appoint proxies may submit proxy instruments until 5:00 PM of **28 May 2024**, to the Office of the Corporate Secretary at 2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig City, or by email to corporatesecretary@empire-east.com. Validation of proxies shall be held on **31 May 2024**. A sample proxy form will be enclosed in the Information Statement for your convenience.

Pasig City, Philippines.



DENNIS E. EDAÑO
Corporate Secretary

EXPLANATION OF AGENDA ITEMS

1. Call to Order

The meeting will be formally opened at approximately 8:30 A.M. in the morning.

2. Proof of Notice and Determination of Quorum

The Corporate Secretary will certify that the written notice for the meeting was duly sent to stockholders of record, including the date of publication and the newspapers where the notice was published. The Corporate Secretary will also certify that a quorum exists, and the stockholders representing at least a majority of the outstanding capital stock, present in person or by proxy, shall constitute a quorum for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allows voting *in absentia* by the stockholders, Stockholders may register by submitting requirements via email at corporatesecretary@empire-east.com and vote *in absentia* on the matters for resolution at the meeting. A stockholder who votes in absentia as well as a stockholder participating by remote communication shall be deemed present for purposes of quorum.

Please refer to **Annex "A"** on the Procedures and Requirements for Voting and Participation in the 2024 ASM for complete information on remote participation or voting in absentia, as well as on how to join the live stream for the 2024 ASM.

3. Approval of Minutes of the Previous Annual Meeting

The minutes of the meeting held on 06 June 2023 are available at the Company's website, www.empire-east.com.

4. Annual Report of Management

The performance of the Company in 2023 and the outlook for 2024 will be reported.

5. Appointment of External Auditors

The appointment of Punongbayan & Araullo as the external auditor of the Company for the ensuing year will be endorsed to the stockholders for approval. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance of the accuracy of its financial statements.

6. Ratification of Acts and Resolutions of the Board of Directors, Board Committees, and Management

The actions of the Board and its committees were those taken from the Annual Stockholders' Meeting on 06 June 2023 until 10 June 2024. These include the approval of agreements, permit applications, treasury-related matters, actions pertaining to the day-to-day management of the Company and its projects, and matters covered by disclosures to the Securities and Exchange Commission and The Philippine Stock Exchange. The acts of Management were those taken to implement the resolutions of the Board or its committees or made in the general conduct of business.

7. Election of Directors

Nominees for the election of seven (7) members of the Board of Directors, including two (2) independent directors, will be submitted for election by the stockholders. The profiles of the nominees to the Board of Directors are provided in the Information Statement.

8. Other Matters

Other concerns or matters raised by stockholders will be discussed.

9. Adjournment

Upon determination that there are no other matters to be considered, the meeting shall be adjourned.

**SAMPLE PROXY
EMPIRE EAST LAND HOLDINGS, INC.
2024 STOCKHOLDERS' MEETING**

I/WE hereby name and appoint, _____, or in his absence, the Chairman of the meeting, as my/our proxy at the annual stockholders' meeting of **EMPIRE EAST LAND HOLDINGS, INC.** ("Empire East") to be held on 11 June 2024 and/or at any postponement or adjournment thereof, and/or any annual stockholders' meeting of Empire East, which appointment shall not exceed five (5) years from date hereof.

In particular, I/we hereby direct my said proxy to vote all my/our shares on the agenda items set forth below as I/we have expressly indicated by marking the same with an "X".

Items No.	Subject	Action		
		For	Against	Abstain
3.	Approval of Minutes of the Previous Annual Meeting held on 06 June 2023			
5.	Appointment of External Auditors			
6.	Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management			
7.	Election of Directors			
	a. Andrew L. Tan			
	b. Anthony Charlemagne C. Yu			
	c. Cresencio P. Aquino			
	d. Enrique Santos L. Sy			
	e. Sergio R. Ortiz-Luis, Jr.			
	f. Kevin Andrew L. Tan			
	g. Lino Victorioso, Jr.			
FULL DISCRETION				

PRINTED NAME OF STOCKHOLDER

AUTHORIZED SIGNATORY

THIS PROXY MUST BE SUBMITTED BEFORE 5:00 PM OF 28 MAY 2024, TO THE OFFICE OF THE CORPORATE SECRETARY AT 2F TOWER 2, KASARA URBAN RESORT RESIDENCES, P. ANTONIO ST., BARANGAY UGONG, PASIG CITY OR BY EMAIL TO CORPORATESECRETARY@EMPIRE-EAST.COM.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON.

THIS PROXY DOES NOT NEED TO BE NOTARIZED.
(Partnerships, Corporations and Associations must attach certified resolutions designating their proxies/representatives and authorized signatories)



Empire East

INFORMATION STATEMENT

A. GENERAL INFORMATION

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

Date of meeting	:	11 June 2024
Time of meeting	:	8:30 a.m.
Place of meeting	:	To be conducted virtually by livestream access via http://empire-east.com/asm2024 ¹
Approximate distribution date of this statement	:	14 May 2024 ²
Complete mailing address of the principal office of the registrant	:	2F Tower 2, Kasara Urban Resort Residences P. Antonio St., Barangay Ugong, Pasig City 1604

Empire East Land Holdings, Inc. (the “Company”) is not soliciting proxies. We are not asking you for a proxy. Neither are you required to send us a proxy.

Item 2. Dissenters’ Right of Appraisal

Any stockholder of the Company shall have the right to dissent and demand payment of the fair value of his shares in the following instances: (1) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; (2) in case the corporation decides to invest its funds in another corporation or business or for any purpose outside of the primary purpose for which it was organized; (3) in case of a sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets; and (4) in case of merger or consolidation.

The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the Company within thirty (30) days after the date on which the vote was taken, for payment of the fair value of his shares. A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right. Failure to make the demand within the 30-day period shall be deemed a waiver of the appraisal right. From the time of the demand until either the abandonment of the corporate action in question or the purchase of the dissenting shares by the Company, all rights accruing to the dissenting shares shall be suspended, except the stockholder’s right to receive payment of the fair value thereof. If the proposed corporate action is implemented or effected, the Company shall pay to such stockholder, upon surrender of the stock certificate(s) representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

¹. The link shall be operational on the date of distribution of the Notice of Meeting and Information Statement to the stockholders.

². Pursuant to SEC Notice dated 23 February 2024, digital copies of the Information Statement, Management Report, Annual Report, and other relevant documents will be made available at the Company’s website: <http://empire-east.com/asm2024> and through the PSE Edge.

If the fair value is not determined, within sixty (60) days from the date the corporate action was approved by the stockholders, it will be determined by three (3) disinterested persons (one chosen by the Company, another chosen by the dissenting stockholder and the third to be chosen jointly by the Company and the stockholder). The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. Upon payment by the Company of the awarded price, the dissenting stockholder shall forthwith transfer his shares to the Company.

No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings.

There is no proposed corporate action or matter in the agenda for the Company's 2024 Annual Stockholders' Meeting that will grant appraisal rights pursuant to the Revised Corporation Code of the Philippines to dissenting stockholders.

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

No director or officer of the Company, or any nominee for election as a director of the Company, or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than an election to office.

No director of the Company has informed it in writing that he intends to oppose any action to be taken by the Company at the annual meeting of stockholders.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

Number of Shares Outstanding

As of 30 April 2024, the Company has 14,676,199,167 outstanding shares of common stock. Each common share shall be entitled to one (1) vote.

Record Date of Meeting

All owners on record of the Company's common shares as of 14 May 2024 will be entitled to notice of, and to vote at, the annual meeting of stockholders.

Manner of Voting

Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 06, Series of 2020 allowing voting through remote communication or in absentia, stockholders may now participate in the 2024 Annual Stockholders' Meeting by remote communication and cast their votes in absentia. A stockholder may cast his/her votes by remote communication or in absentia until 5:00 pm of 28 May 2024. A stockholder voting remotely or in absentia shall be deemed present for purposes of quorum. Please refer to **Annex "A"** on the Procedures and Requirements for Voting and Participation in the 2024 Annual Stockholders' Meeting for complete information on voting via remote participation or voting in absentia, as well as on how to join the livestream for the 2024 Annual Stockholders' Meeting.

Cumulative Voting Rights

Each common share entitles the person in whose name it is registered in the books of the Company to one (1) vote with respect to all matters to be taken up during the Annual Stockholders' Meeting. Each holder of common stock shall have cumulative voting rights with respect to the election of the members of the Board of Directors of the Company. Cumulative voting entitles each stockholder to cumulate his shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principle among as many nominees as he shall see fit; provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected. The Company is not soliciting any proxy or any

discretionary authority to cumulate votes.

Security Ownership of Record and Beneficial Owners of more than 5% of the Company's Shares of Common Stock as of April 30, 2024

Title of Class	Name, Address of Record Owner, and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares Held	Percent of Class
Common	Megaworld Corporation 30 th Floor, Alliance Global Tower, 11 th Avenue cor. 36 Street, Uptown Bonifacio, Taguig City, Stockholder; Parent Company	Megaworld Corporation The beneficial owner of Megaworld Corporation is Mr. Andrew L. Tan.	Filipino	11,994,426,438 ³	81.727%
Common	PCD Nominee Corporation (Filipino) G/F Makati Stock Exchange Bldg., 6767 Ayala Avenue, Makati City, Stockholder	The shares registered in the name of PCD Nominee Corporation (Filipino) are either beneficially owned by the participants of the PCD composed of custodian banks and brokers or held by them in trust for their clients.	Filipino	2,009,999,486 ⁴	13.70%

Other than the persons identified above, there are no other beneficial owners of more than 5% of the Company's outstanding capital stock that is known to the Company.

Security Ownership of Management as of April 30, 2024

Title of Class	Name of Beneficial Owner	Amount/Nature of Beneficial Ownership	Citizenship	Percent of Class
Directors				
Common	Andrew L. Tan	24,277,777 (direct)	Filipino	0.165422%
		11,994,426,438 ⁵ (indirect)	Filipino	81.727062%
		149,692,820 ⁶ (indirect)	Filipino	1.019970%
Common	Cresencio P. Aquino	1 (direct)	Filipino	0.000000%
Common	Anthony Charlemagne C. Yu	1 (direct)	Filipino	0.000000%
Common	Kevin Andrew L. Tan	1 (direct)	Filipino	0.000000%
Common	Enrique Santos L. Sy	11,892 (direct)	Filipino	0.000081%
Common	Evelyn G. Cacho	35,240 (direct)	Filipino	0.000240%
Common	Sergio R. Ortiz-Luis, Jr.	1 (direct)	Filipino	0.000000%
President and Four Most Highly Compensated Officers				
Common	Anthony Charlemagne C. Yu			Same as above
Common	Evelyn G. Cacho			Same as above
Common	Jhoanna Lyndelou T. Llaga	0	Filipino	n/a
Common	Dennis E. Edaño	0	Filipino	n/a
Common	Celeste Z. Sioson-Bumatay	0	Filipino	n/a
Other Executive Officers				
Common	Giovanni C. Ng	0	Filipino	n/a
Common	Franemil T. Ramos	0	Filipino	n/a

³ This comprises of: (i) 11,993,426,438 shares directly held by Megaworld Corporation, and (ii) 1,000,000 shares owned by Megaworld Corporation and lodged with PCD Nominee Corporation.

⁴ This excludes 1,000,000 shares beneficially owned by Megaworld Corporation.

⁵ The shares are held by Megaworld Corporation had authorized Andrew L. Tan, in his capacity as Chairman of the Board and President, or in his absence the Chairman of the Meeting, to vote Megaworld's common shares in the Company.

⁶ The shares are held by The Andresons Group, Inc. of which Andrew L. Tan is a controlling shareholder.

Common	Kim Camille B. Manansala	0	Filipino	n/a
Common	Amiel Victor A. Asuncion	0	Filipino	n/a
Common	Arminius M. Madridejos	0	Filipino	n/a
Common	Lino P. Victorioso, Jr.	0	Filipino	n/a
Common	All directors and executive officers as a group	24,324,913 (direct)	Filipino	0.165743%

Voting Trust Holders of 5% or More

The Company has no knowledge of any person holding more than five percent (5%) of the Company's shares of common stock under a voting trust or similar agreement.

Changes in Control

No change in control of the Company has occurred since the beginning of its last fiscal year. The Company has no knowledge of any existing arrangements that may result in a change in control of the Company.

Item 5. Board of Directors and Executive Officers

Background of Directors and Executive Officers

There are seven (7) members of the Company's Board of Directors, two (2) of whom are independent directors. All incumbent directors were elected during the Annual Stockholders' Meeting held on 06 June 2023, and will hold office for one (1) year and/or until their successors are elected and qualified. The Certification on the connection of the directors/officers with any government agencies or its instrumentalities is attached hereto as **Annex "B"**.

Information concerning the background of the directors and executive officers of the Company is provided on pages 24 to 28 of the Company's Management Report.

Procedure for Nomination and Election of Independent Directors

Pursuant to Article II, Section 2 of the Company's Amended By-Laws, the nomination and election of independent directors shall be conducted in accordance with the Securities Regulation Code ("SRC") Rule 38.

SRC Rule 38 provides that the nomination and election of independent directors shall be conducted in accordance with the following rules:

1. Nomination of independent directors shall be conducted by the Corporate Governance Committee, acting as Nomination Committee, prior to a stockholders' meeting. All recommendations shall be signed by nominating stockholders and shall bear the conformity of the nominees.
2. The Corporate Governance Committee shall pre-screen the nominees and prepare a final list of candidates.
3. The final list of candidates shall contain the business and/or professional experience of the nominees for independent directors, which list shall be made available to the Securities and Exchange Commission ("SEC" or the "Commission") and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the Company is required to submit to the Commission. The name of the person or group of persons who recommended the nominees for independent directors shall be identified in such report including any relationship to the nominees.
4. Only nominees whose names appear in the final list of candidates shall be eligible for election as independent directors. No other nominations shall be entertained after the final list of candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor.

during the actual Annual Stockholders' Meeting.

5. The conduct of the election of independent directors shall be made in accordance with the standard election procedures of the Company in its By-Laws, subject to pertinent laws, rules and regulations of the Commission.
6. It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure that independent directors are elected during the stockholders' meeting.
7. In case of failure of election for independent directors, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

Nominees

Directors are elected annually by the stockholders at the annual stockholders' meeting to serve until the election and qualification of their successors. The Corporate Governance Committee, composed of Cresencio P. Aquino as Chairman, Sergio R. Ortiz-Luis, Jr. and Enrique Santos L. Sy as members, accepts nominees to the Board of Directors, including nominees for independent directors. The Committee is responsible for screening and qualifying the list of nominees.

The following is the complete and final list of nominees and candidates for members of the Board of Directors:

	NAME	AGE ⁷	CITIZENSHIP	CUMULATIVE PERIOD OF DIRECTORSHIP IN THE COMPANY
1.	Andrew L. Tan	74	Filipino	30 years
2.	Anthony Charlemagne C. Yu	61	Filipino	27 years
3.	Enrique Santos L. Sy	75	Filipino	15 years
4.	Kevin Andrew L. Tan	44	Filipino	9 years
5.	Lino P. Victorioso, Jr.	44	Filipino	N/A
6.	Cresencio P. Aquino – (Independent Director)	71	Filipino	6 years
7.	Sergio R. Ortiz-Luis, Jr. – (Independent Director)	81	Filipino	2 years

Information concerning the background of the candidates for members of the Board of Directors of the Company is provided on pages 24 to 28 of the Company's Management Report.

Independent Directors

This year's nominees for directors include two persons who qualify as independent directors.

Stockholder, Mr. Carmelo Jose J. Canto III, nominated incumbent independent director, Mr. Cresencio P. Aquino, for another term. Stockholder, Ms. Maria Rosario Justo, nominated incumbent independent director, Mr. Sergio R. Ortiz-Luis, Jr., for another term.

Ms. Justo and Messrs. Canto, Aquino and Ortiz-Luis are not related by consanguinity or affinity up to the fourth civil degree.

Copies of the Certifications of the Independent Directors are attached hereto as **Annex "C"**.

Disagreements with the Company

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last Annual Stockholders' Meeting because of a disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

⁷ As of 30 April 2024.

Significant Employees

While the Company values its workforce, the business of the Company is not highly dependent on the services of personnel outside of Senior Management.

Family Relationships

Chairman Andrew L. Tan and Mr. Kevin Andrew L. Tan, both directors of the Company, are father and son, respectively.

Material Pending Legal Proceedings

The Company is not aware of the occurrence, as of the date hereof and during the past five (5) years preceding this date, of any of the following events which it believes to be material to the evaluation of the ability or integrity of any of its directors, nominees for election as director, or executive officers:

1. Any bankruptcy petition filed by or against any business of a director, nominee for election as director, or executive officer who was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. Any director, nominee for election as director, or executive officer being convicted by final judgment in a criminal proceeding, domestic or foreign, or being subject in his personal capacity to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
3. Any director, nominee for election as director, or executive officer being 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
4. Any director, nominee for election as director, or executive officer being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

In addition, neither the Company nor any of its subsidiaries or affiliates or any of their properties are involved in or the subject of any material pending legal proceedings which would have a material adverse effect on the business or financial position of the Company or any of its subsidiaries or affiliates, or any of its or their properties.

Related Transactions

The Company adopts a policy of full disclosure with regard to related party transactions. Disclosure of relationship or association is required to be made before entering into transaction. Directors, officers and key management personnel involved in the related party transaction shall have no participation in the approval of the transaction. None of the Company's directors and officers have entered into self-dealing and related party transactions with or involving the Company in 2023.

All related party transactions are conducted in a fair and at arm's length basis.

The Company, in the normal course of business, enters into transactions with related companies primarily consisting of lease of properties and advances for real estate transactions, working capital requirements, and other business-related purposes. In 2023, total commissions earned by a subsidiary from the sale of its Parent Company's real estate properties amounted to P37.1 million. Rental for leased properties and interest on interest-bearing advances are within market rates. The related parties that have entered into transactions with the Company are identified in Schedules C & F of the SEC Supplementary Schedules as of 31 December 2023. Related parties are able to settle their obligations in connection with transactions with the

Company. The Company does not foresee risks or contingencies arising from these transactions. Additional information on related party transactions is provided in Note 25 of the Notes to the Audited Consolidated Financial Statements of the Group attached as Exhibit 1 hereof and incorporated herein by reference.

Other than those disclosed in the Company's Audited Consolidated Financial Statements, the Company has not entered into other related party transactions.

Item 6. Compensation of Directors and Executive Officers

Compensation of Certain Officers

The total annual compensation paid to the President/CEO and four most highly compensated executive officers of the Company amounted to Php54,486,438 and Php46,456,448 in 2023 and 2022, respectively. The projected total annual compensation of the named executive officers for 2024 is Php56,795,753.

Compensation of Directors

The members of the Board of Directors of the Company receive a standard per diem for attendance in board meetings. In 2023, the Company paid a total of Php900,000 for directors' per diem. The Company has allocated the same amount for 2024.

Name of Directors	Year	Salary	Total Annual Director's Per Diem
Andrew L. Tan		Per diem	
Cresencio P. Aquino		Per diem	
Anthony Charlemagne C. Yu		Per diem	
Kevin Andrew L. Tan		Per diem	
Enrique Santos L. Sy		Per diem	
Evelyn G. Cacho		Per diem	
Sergio R. Ortiz-Luis, Jr.		Per diem	
Total Annual Director's Per Diem	2022		850,000
	2023		900,000
	2024		900,000 *

*For 2024, the amount indicated is only an allocation and may be subject to change.

Apart from directors' per diem, there are no other arrangements, such as consulting contracts, pursuant to which any director of the Company was compensated, or is to be compensated, directly or indirectly, during the Company's last completed fiscal year, and the ensuing year, for any service provided as a director.

Summary of Compensation Table

The following table identifies the President and the four most highly compensated officers of the Company and summarizes their aggregate compensation in 2022 and 2023 and estimated aggregate compensation for 2024:

Name and Principal Position	Year	Salary	Others Variable Pay	Total Annual Compensation
Anthony Charlemagne C. Yu, President & CEO				
Evelyn G. Cacho ⁸ Senior Vice President				
Jhoanna Lyndelou T. Llaga Senior Vice President for Marketing				

⁸ Ms. Cacho retired as Senior Vice President, Compliance Officer and Corporate Information Officer of the Company effective the close of business hours of 01 February 2024.

Dennis E. Edaña First Vice President for Legal and Corporate Affairs				
Celeste S. Bumatay First Vice President for Credit and Collection				
President and 4 Most Highly Compensated Officers	2022	40,622,733	5,833,715	46,456,448
	2023	45,385,639	9,100,799	54,486,438
	2024	47,654,920	9,140,833	56,795,753
All Other Officers and Directors as a Group	2022	32,016,362	4,006,912	36,023,274
	2023	34,556,311	5,529,191	40,085,502
	2024	35,624,097	6,199,006	41,823,103

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

Executive officers are appointed by the Board of Directors to their respective offices. Certain executive officers are employees of the Company and are entitled to standard employee benefits extended by the Company to the employees.

Other than benefits available under the Company's retirement plan, there is no compensatory plan or arrangement with respect to an executive officer which results or will result from the resignation, retirement, or any other termination of such executive officer's employment with the Company and its subsidiaries, or from a change-in-control of the Company, or a change in an executive officer's responsibilities following a change-in-control of the Company.

Outstanding Warrants and Options

There are no outstanding warrants or options in respect of the Company's shares that are held by the Company's CEO, or any director or executive officer of the Company.

Item 7. Independent Public Accountants

The Board of Directors of the Company, in consultation with the Audit Committee, composed of Cresencio P. Aquino, as Chairman and Sergio R. Ortiz-Luis, Jr. and Evelyn G. Cacho as members, will recommend to the stockholders the engagement of Punongbayan & Araullo as external auditors of the Company for 2024.

The Company complied with SRC Rule 68, as amended, as prescribed by the Code of Ethics for Professional Accountants as adopted by the Board of Accountancy and the Professional Regulation Commission, and the Company's Manual on Corporate Governance, which requires that the Company's external auditor be rotated or the engagement partner changed after seven (7) years of engagement. A five-year cooling-off period shall be observed in the re-engagement of the same engagement partner. In this regard, starting the year ending 31 December 2023, Mr. Edcel U. Costales, one of the Audit and Assurance Partners of Punongbayan and Araullo (P&A), was designated as the engagement partner for the audit of the Company's financial statements. Mr. Renan A. Piamonte, also one of the Audit and Assurance Partners of P&A, handled the audit of the Company's financial statement for the past seven years from 2016 to 2022.

There are no disagreements with the auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their reports on the financial statements of the Company and its subsidiaries.

Representatives of Punongbayan & Araullo are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 8. Compensation Plans

No action is to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

Item 9. Authorization or Issuance of Securities Other than for Exchange

No action will be presented for stockholders' approval at the Annual Stockholders' Meeting with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the Company.

Item 10. Modification or Exchange of Securities

No action will be presented for stockholders' approval at the Annual Stockholders' Meeting which involves the modification of any class of the Company's securities, or the issuance of one class of the Company's securities in exchange for outstanding securities of another class.

Item 11. Financial Information

The Consolidated Audited Financial Statements of the Company and its subsidiaries as of 31 December 2023 and 2022, the Interim Consolidated Financial Statement as of 31 March 2024 and the Management's Discussion and Analysis of Results of Operations and Financial Condition for the corresponding periods are contained in the Company's 2023 Annual Report to stockholders, and are incorporated herein by reference.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be presented for stockholders' approval at the Annual Stockholders' Meeting which involves mergers, consolidations, acquisitions and similar matters.

Item 13. Acquisition or Disposition of Property

No action will be presented for stockholders' approval at the Annual Stockholders' Meeting which involves the acquisition or disposition of any property.

Item 14. Restatement of Accounts

No action will be presented for stockholders' approval at the Annual Stockholders' Meeting which involves the restatement of any of the Company's assets, capital or surplus account.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are to be submitted for approval or consideration of the stockholders during the Annual Stockholders' Meeting:

1. Approval of Minutes of the Previous Annual Meeting held on 16 June 2023, a copy of the minutes is attached hereto as **Annex "D"**.
2. Report of Management
3. Appointment of External Auditors

4. Ratification of all resolutions of the Board of Directors and the Board Committees and acts of Management adopted during the period covering 06 June 2023 through 11 June 2024. These include, among others, the following matters:
 - a. Appointment of Contract Signatories
 - b. Appointment of Proxies and Nominees
 - c. Application for Permits and Licenses for Projects
 - d. Operation of Bank Accounts and other Bank Transactions
 - e. Development and Operation of Projects
 - f. Application for, and renewal of, corporate permits, licenses and accreditations
 - g. Holding of 2024 Annual Meeting of Stockholders
5. Election of Directors

Item 16. Matters Not Required to be Submitted

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

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

No action is to be taken with respect to any amendment of the Company's charter, by-laws or other documents as to which information is not required above.

Item 18. Other Proposed Action

No action is to be taken with respect to any matter not specifically referred above.

Item 19. Voting Procedures

Vote Required

1. In the election of directors, the seven (7) nominees garnering the highest number of votes will be elected as members of the Board of Directors, provided that there shall always be at least two (2) independent directors in the Company's Board of Directors.
2. For all other matters submitted to a vote, a majority vote of the stockholders is necessary for the approval of such matter.

Method of Counting of Votes

Each common share entitles the person in whose name it is registered in the books of the Company to one vote with respect to all matters to be taken up during the annual meeting of stockholders. In the election of directors, each holder of common share may vote such number of shares for as many persons as there are directors to be elected or may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many nominees as he shall see fit; provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

There will be seven (7) persons to be elected to the Company's Board of Directors, including two (2) independent directors. Stockholders may cast their votes by remote communication or in *absentia*, or by proxy. A stockholder who votes in *absentia*, as well as a stockholder participating by remote communication shall be deemed present for purposes of quorum. Please refer to **Annex "A"** on the Procedures and Requirements for Voting and Participation in the 2024 Annual Stockholders' Meeting for complete information on voting via remote participation or voting in *absentia*, as well as on how to join the livestream for the 2024

Annual Stockholders' Meeting.

The Company shall provide, without charge, to each stockholder a copy of its annual report on SEC Form 17-A, upon written request addressed to Empire East Land Holdings, Inc., Attention: The Corporate Secretary, 2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig City 1604.

[Signature page follows.]

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on 14 May 2024.

EMPIRE EAST LAND HOLDINGS, INC.

By:


LINO P. VICTORIOSO, JR.

Chief Financial Officer, Corporate Information
Officer and Compliance Officer



Empire East

MANAGEMENT REPORT

BUSINESS OF THE COMPANY

Business Development

Empire East Land Holdings, Inc. (the “Company”) was incorporated under Philippine law on 15 July 1994. Prior to its incorporation, the Company was a division of Megaworld Corporation (formerly, Megaworld Properties & Holdings, Inc.) and was then known as its Community Housing Division. In 1994, Megaworld Corporation decided to spin off its Community Housing Division into what is now the Company, for the purpose of separating its high-end residential and office business from its lower and middle-income housing business. As of 31 March 2024, Megaworld holds 81.7% interest in the Company.

As of 31 March 2024, the Company holds 100% equity interest in Eastwood Property Holdings, Inc. (EPHI); Valle Verde Properties, Inc. (“VVPI”); Sherman Oak Holdings, Inc. (“SOHI”) Empire East Communities, Inc. (“EECI”) and 20th Century Nylon Shirt Co., Inc. (“20th Century”); 72.5% in Laguna BelAir Science School, Inc. (“LBASSI”); 60% in Sonoma Premier Land, Inc. (“SPLI”) (formerly, “Galleria Corsini Holdings, Inc.”); 47% in Gilmore Property Marketing Associates, Inc. (“GPMAI”); and 40% in Pacific Coast Megacity Inc. (“PCMI”).

EPHI, which was incorporated on 05 September 1996, serves as the marketing arm of the Company and markets the projects of the Company and those of other related parties.

VVPI was incorporated on 13 October 2006. In 2008, the Company acquired shares of VVPI from another stockholder increasing the Company’s ownership in VVPI to 100%.

SPLI was incorporated on 26 February 2007. In 2008, 200 million shares in SPLI were acquired by the Company, increasing its ownership to 60% from 20%.

EECI was incorporated on 14 October 2008 and is wholly owned by the Company. It acts as a marketing arm of the Company.

SOHI was incorporated on 02 February 2007. In January 2008, the Company acquired 100% ownership in SOHI.

GPMAI was incorporated on 05 September 1996 to acquire, lease, and construct or dispose of properties. In 2010, the Company acquired 52% ownership in GPMAI by subscribing to 27M shares by way of conversion of advances into equity. In 2012, GPMAI issued 5M shares of stock to a third party which resulted in the decrease of the Company’s ownership to 47%.

LBASSI (formerly Laguna Bel Air School Inc. or LBASI) is a company incorporated on 13 February 1996 and was operating a school for primary and secondary education. The change in name was approved in August 2013. In 2022, LBASI ceased its operations. The Company owns 72.5% of LBASSI.

20th Century was incorporated in 1952. On January 24, 2003, the SEC approved the extension of the Company’s life for another 50 years from the date of renewal. In February 2015, the company acquired 100% ownership interest in 20th Century.

PCMI was incorporated in 2012. In 2015 the Company acquired 20% ownership interest. Subsequently in 2018, the Company obtained de facto control over PCMI. In 2019, it acquired an additional 20% increase in its ownership interest to 40%.

Neither the Company nor its subsidiaries (collectively the "Group") have been the subject of a bankruptcy, receivership, or similar proceeding or has been involved in any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business except as otherwise stated herein.

General Nature and Scope of Business

The Company is a residential property developer catering to the middle-income and upscale market segments. Its real estate projects include mid-rise to high-rise condominiums and single-detached houses, strategically situated in major cities in Metro Manila and progressive areas in the provinces of Rizal and Laguna.

As an industry leader for almost 30 years, the Company has reshaped the cityscape through its residential developments. Whether purchasing for personal use or as an investment, over 27,000 households with over 120,000 residents enjoy an easily accessible and comfortable lifestyle, making its communities a popular choice among Filipino homebuyers.

The Company's innovative approach to homebuilding has continuously set industry trends and transformed urban lifestyles. Its groundbreaking "township model," which was first used in its premier Laguna Bel-Air subdivision in Santa Rosa City, combined the concepts of "live, work, play, and learn" into a single, self-sufficient neighborhood. Similar lifestyle concept was also applied to its "micro cities" including the 6-tower San Francisco Gardens, 25-tower California Garden Square in Mandaluyong City, 9-tower Greenhills Garden Square in Quezon City, and 37-tower Cambridge Village in the boundary of Pasig City and Cainta, Rizal.

The Company indeed delivered "affordable luxury" when it introduced the "No Down Payment" scheme during the Asian Financial Crisis in 1997, as well as the flexible loft-type condo layout, which are still popular in the Philippine real estate market today.

The Company currently focuses on and specializes in two residential concepts: (1) Transit-Oriented Developments (TOD), which offer unparalleled accessibility and mobility due to their close proximity to mass transit systems, such as PUV terminals and the MRT-3 and LRT-2 stations; and (2) Urban Resort Communities, which provide a luxurious resort-style experience with its world-class amenities and facilities.

The Company also benefits from the government's vigorous infrastructure development initiative, which is seeing the expansion of road networks and mass transit systems east of Metro Manila. Gaining an early advantage in the development of condominium communities in the forward-thinking eastern areas of Pasig City and Cainta, Rizal, it has begun marketing and building the 22-hectare Empire East Highland City, which is intended to be the nation's first "elevated city," complete with a world-class sports club, a high-end shopping mall, an expansive park, a man-made forest, and a high-rise condominium complex.

Update on Projects

Empire East Highland City is located at the convergence of Pasig City in Metro Manila and Cainta in the Province of Rizal, near the major thoroughfares of Marcos Highway and Ortigas Avenue Extension. This 22-hectare sustainable community along Felix Avenue is well-positioned to provide future residents with mobility and accessibility. They can ride the LRT Line 2 via Marikina Station and the upcoming MRT Line 4 via Cainta Junction Station, which will connect to the much-anticipated Metro Manila Subway.

The vast 8,000-square meter Highland Park is located along the township's frontage. A 500-seater church, retail stores, al fresco dining, expansive walking paths, water features, and beautiful greenery will all welcome locals and guests. This elevated park will include majestic Spanish steps leading up to the opulent Highland Mall. This mall has restaurants, boutiques, a supermarket, movie theaters, and other necessities for daily life.

This "luxurious uphill community" will feature bike lanes, wide sidewalks bordered by trees, and 4- to 6-lane roads. The 37-tower Highland Residences will rise in an elevated and serene area of the township, while the

center of the neighborhood is The Chartered Club, an elite recreation center that provides top-notch recreational amenities and sports facilities to potential club members.

Towers 1 through 4 of the first residential phase, Arcadia, nearly sold out, demonstrating the strong demand that buyers and investors are placing in the project. Condo units start at 21.38 square meters in size, up to 46.50 square meters, with well thought-out layout options such as executive studios, 1-bedroom, and 2-bedroom suites.

The Paddington Place is a four-tower high-rise condominium situated on Shaw Boulevard in Mandaluyong City. This 8,816-square-meter property is conveniently walkable from the Ortigas Central Business District (CBD) and the MRT-3 Shaw Boulevard Station along EDSA. The development's Transit-Oriented Development concept offers buyers superior mobility and unparalleled accessibility.

The first two levels of the podium will house "The Pad," a community mall that will provide future residents with their daily necessities. The seventh and eighth floors will provide a function room, fitness gym, indoor play area, terraced gardens, and a 25-meter lap pool with kiddie pool.

Breathtaking views of the Wack-Wack Golf Course, the Greenhills neighborhood, and the Ortigas and Makati skylines will excite future homeowners. With each tower rising up to 45 stories high, the development's excellent rental potential and easily accessible address attracted a large number of investors in addition to end-users. The available condos start at 21.32 square meters up to 95.46 square meters, ranging from executive studios, 1-to-2-bedroom suites, and larger penthouse suites. Furthermore, first-time homebuyers and those looking for secondary homes for temporary use were drawn to the property.

Towers 1 through 3 have been almost sold out. Construction is in full-swing, with the completion of the residential towers expected in four to five years.

Mango Tree Residences is a two-tower condominium project situated on a 3,000-square-meter premium land in the elevated and hilly terrain of M. Paterno and Ledesma Streets in San Juan City, near many prestigious schools and major retail centers in the Greenhills area. This on-stilts green development is bordered by decades-old mango trees that will be preserved amid the construction.

The future MRT Line 4 stations along Ortigas Avenue will be walkable from this community, while major cities like Quezon City, Manila, Pasig, Mandaluyong, and the Makati CBD, can be reached through efficient road networks via N. Domingo Street and Santolan Road.

There will be open areas on the ground level, held up by sturdy stilt structures, giving the development a secluded and peaceful feel. Future homeowners can indulge in landscaped gardens, an al fresco lounge, and recreational amenity areas. All levels are kept in low density, with just 9 to 12 suites per floor at typical levels and only 6 units at the penthouse level, to ensure privacy and exclusivity.

This property features spacious condo units with 1-bedroom and 2-bedroom layouts, as well as special units with private patios on the 7th floor. Both the 34-level East Residences and the 38-level West Residences have been topped off and are prepared for turnover to homebuyers.

Covent Garden's prime location at Santol Street Extension and Magsaysay Boulevard in Santa Mesa, Manila, makes it an easy stroll to the neighboring LRT-2 V. Mapa Station. People who drive their own cars may readily access the Metro Skyway Stage 3 Extension and other efficient road networks, while commuters can take the LRT Line 2, which connects to the LRT Line 1 and MRT Line 3.

Due to its juxtaposed structural design, the 5,033.25 square meter land property has been intelligently maximized, giving the occupants access to elevated open spaces and recreation areas. Every level of residential condos has an unobstructed view of the Metro Manila cityscape.

While the North Residences is nearing completion, the fully constructed South Residences currently has a high occupancy rate of residents and tenants. There are still a few 2-bedroom suites and bi-level properties available, while all executive studios and 1-bedroom suites have been sold out.

Kasara Urban Resort Residences between Eagle and P. E. Antonio Streets in Ugong, Pasig City, is a 1.8-hectare five-star resort community situated in the heart of the metropolis. With close proximity to C5 Road,

Tiendesitas, the exclusive Valle Verde neighborhoods, and the Ortigas CBD, this six-tower development will also be near to future infrastructures like the Metro Manila Subway and MRT Line 4, both of which will be advantageous to its residents.

About 60% of the property is made up of open spaces and world-class resort amenities. The property includes an open-air play area, a fitness facility, jogging paths, a kiddie pool, waterfalls, a koi pond, bubblers, landscaped gardens, and a function hall with bar area at the clubhouse. The centerpiece of the development is a lake-inspired swimming pool.

Offerings for condo suites start at 22.20 square meters up to 144 square meters, ranging from executive studio, one to two bedrooms, and a bi-level penthouse. Certain condo units come pre-configured with private patios or balconies. While Towers 4 and 6 are still under construction, Towers 1, 2 and 3 are ready for occupancy, and Tower 5 is nearing turnover. The entire development is nearly sold out.

The Rochester located at Elisco Road, San Joaquin, Pasig City, is a seven-tower mid-rise urban resort community. It is only a kilometer away from the intersection of C5 Road and Kalayaan Avenue, giving residents easy access to Bonifacio Global City and the Central Business Districts of Makati, Ortigas, and Eastwood City.

The project's seven towers are almost sold out and are ready-for-occupancy. Residents of Garden Villa 1, Garden Villa 2, Breeze Tower, Parklane Tower, Palmridge Tower, Hillcrest Tower, and the newly turned over Bridgeview Tower, currently enjoy resort-style amenities like a community clubhouse with bar area, al fresco lounge, function room, fitness gym, a 25-meter lap pool, and a kiddie pool. Furthermore, there are pocket gardens, a children's play area, and a multipurpose open court.

In this mid-rise community with Asian Modern architectural design, condo suites start at 24.30 square meters up to 58 square meters, featuring one-bedroom, two-bedroom, and three-bedroom layouts, with selected units with a balcony. Spacious bi-level suites with floor areas up to 93 square meters are available in some towers.

Pioneer Woodlands is a Transit-Oriented Development that is connected to the Boni Avenue Station of MRT Line 3. Residents of this six-tower complex in Mandaluyong City are in closer proximity to the central business districts of Makati, Ortigas, and Bonifacio Global City due to its advantageous location along EDSA corner Pioneer Street.

Investors and end-users alike are drawn to executive studios, 1-bedroom to 2-bedroom suites, and some units with patios or balconies. Towers 1 through 5 have been completed and almost sold out, while Tower 6, which still has a few number of units available, is in full swing construction. Residents can now enjoy leisurely recreational amenities on the development's fifth level.

Little Baguio Terraces situated between N. Domingo Street and Aurora Boulevard in San Juan City, is a short stroll from the J. Ruiz and Gilmore stations of LRT Line 2. This four-tower mid-to-high-rise condominium community offers easy access to the top academic institutions in Manila's "University Belt" and the Katipunan area in Quezon City.

The nearly sold out Towers 1 to 4 offered a typical two-bedroom unit with a floor area of 30 square meters, while Tower 5 provided options for unit combination, turning into a much spacious 60 square meters three-bedroom unit. Residents currently utilize the recreational facilities located at the podium level.

San Lorenzo Place in the heart of Makati City, is a renowned TOD that is connected directly to the Magallanes Station of MRT Line 3. This opulent high-rise development at the highly desirable intersection of EDSA and Chino Roces Avenue, has its own community mall, the two-level San Lorenzo Place Mall, which offers its residents not only their basic daily needs, but also additional options for increased mobility. Its transport hub has variety of routes and destinations for point-to-point buses and other public utility vehicles.

World-class recreational facilities, such as a clubhouse, fitness gym, function room, children's playground, pocket gardens, swimming pool, and multipurpose open court, are located on the sixth floor.

The Cambridge Village is a mid-rise, 37-tower "micro city" located at East Bank Road in Cainta, Rizal, near the boundary of Pasig City, featuring resort-style recreational amenities, ground level retail stores, an

expansive central park, and a parish church.

All the residential clusters in this 8-hectare development, which range in height from six to ten levels, are almost completely sold out and are ready-for-occupancy. Condo layouts include spacious two-bedroom units, loft-style homes, and flexible studios.

The Sonoma offers Asian Modern-style single-detached residences in the bustling and nature-rich Santa Rosa City, Laguna. This 50-hectare horizontal development features a central recreation zone with top-notch amenities and facilities. Nestled among lush greenery, homeowners may enjoy quality time at the clubhouse, function rooms, swimming pools, and basketball court.

There are a few remaining available lots in the four residential phases: The Enclave, The Pavilion, The Country Club, and The Esplanade. In the subdivision's entrance, The Sonoma Commercial Strip will soon house restaurants, retail stores, and other business establishments.

South Science Park is a 51-hectare mixed-use development, located in Gimalas, Balayan, Batangas, in the Southern Luzon region.

MARKET PRICE OF AND DIVIDENDS ON COMMON EQUITY

The Company's common shares are traded on the Philippine Stock Exchange ("PSE"). The following table sets out, for the periods indicated, the high and low sales price for the Company's common shares as reported on the PSE:

Year		First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2022	High	0.265	0.235	0.220	0.199
	Low	0.222	0.198	0.186	0.181
2023	High	0.214	0.191	0.152	0.155
	Low	0.183	0.140	0.094	0.119
2024	High	0.183			
	Low	0.119			
3/30/2024 Close		0.181			

Market price of the Issuer's Shares as of 10 May 2024 was ₱0.152 per share.

HOLDERS

As of 30 April 2024, there were 12,280 holders of the Company's common shares. The following table sets forth the twenty largest shareholders of the Company as of 30 April 2024.

Rank	Name of Holder	Number of Shares	Percentage of Ownership
1.	Megaworld Corporation	11,993,426,438 ⁹	81.018%
2.	PCD Nominee Corporation (Filipino)	2,009,999,486 ¹⁰	13.578%
3.	PCD Nominee Corporation (Non-Filipino)	213,409,904	1.442%
4.	The Andresons Group, Inc.	149,692,820	1.011%
5.	Alliance Global Group, Inc.	56,000,000	0.378%
6.	Andrew L. Tan	24,277,777	0.164%
7.	Simon Lee Sui Hee	16,685,206	0.113%
8.	Ramon Uy Ong	14,950,000	0.101%
9.	Lucio W. Yan	10,350,000	0.070%

⁹ This excludes 1,000,000 shares beneficially owned by Megaworld Corporation.

¹⁰ This includes 1,000,000 shares beneficially owned by Megaworld Corporation.

10.	Alberto Mendoza and/or Jeanie C. Mendoza	4,444,106	0.030%
11.	Evangeline R. Abdullah	4,324,000	0.029%
12.	George T. Yang	3,675,400	0.025%
13.	Zheng Chang Hua	3,220,000	0.022%
14.	Tiong C. Rosario	3,138,791	0.021%
15.	Maximino S. Uy &/or Lim Hue Hua	3,105,000	0.021%
16.	Luisa Co Li	2,902,908	0.020%
17.	Edward N. Cheok	2,875,000	0.019%
18.	Aboitiz Equity Ventures, Inc.	2,813,843	0.019%
19.	Maximino S. Uy	2,357,500	0.016%
20.	William How	2,300,000	0.016%

DIVIDENDS AND DIVIDENDS POLICY

Neither stock nor cash dividends were declared on the Company's or any of its subsidiaries' common shares from 2007 to 2023. The Company declared a 15% stock dividend on 15 March 2006, which was paid on 08 August 2006 to all shares of common stock outstanding as of 13 July 2006.

The payment of dividends, either in the form of cash or stock, will depend upon the Company's earnings, cash flow, and financial condition, among other factors. The Company may declare dividends only out of its unrestricted retained earnings. These represent the net accumulated earnings of the Company, with its capital unimpaired, that is not appropriated for any other purpose. In view of the fact that payment of dividends is largely dependent on various factors, including Company's earnings, cash flow, and financial condition, the Company and its subsidiaries have no specific dividend payout policy, which provides for the payment dividends of a specific percentage out of the Company's or its subsidiaries net income or other similar terms.

The Company may pay dividends in cash, by the distribution of property, or by the issue of shares of stock. Dividends paid in cash are subject to approval by the Board of Directors. Dividends paid in the form of additional shares are subject to approval by both the Board of Directors and at least two-thirds (2/3) of the outstanding capital stock of the shareholders at a shareholders' meeting called for such purpose.

The Corporation Code prohibits stock corporations from retaining surplus profits in excess of one hundred percent (100%) of their paid-in capital stock, except when justified by definite corporate expansion projects or programs approved by the Board of Directors, or when the corporation is prohibited under any loan agreement with any financial institution or creditor from declaring dividends without its consent, and such consent has not yet been secured, or when it can be clearly shown that such retention is necessary under special circumstances obtaining in the corporation.

RECENT SALES OF UNREGISTERED OR EXEMPT SECURITIES

On 26 June 2013, One Billion Two Hundred Million (1,200,000,000) common shares of the capital stock of the Company were issued to Megaworld Corporation, at the price of One Peso & 05/100 (Php1.05) centavos per share for an aggregate subscription price of One Billion Two Hundred Sixty Million Pesos (Php1,260,000,000.00).

Relative to the subscription of Megaworld Corporation, the Company filed on 05 July 2013 with the Philippine Securities and Exchange Commission ("SEC") a Notice of Exempt Transaction under Section 10.1(e) of the Securities Regulation Code.

DIRECTORS AND EXECUTIVE OFFICERS

There are seven (7) members of the Company's Board of Directors, two of whom are independent directors. An independent director is a person who, apart from his fees and shareholdings, is independent of

management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director (SRC Rule 38). All directors were elected during the annual meeting of stockholders held on 06 June 2023 for a term of one year and until their successors are elected and qualified.

Information concerning the background of the directors/nominees for directors, and executive officers of the Company indicating their principal occupation or employment and their business or professional experience for the past five (5) years is provided below.

The table sets forth each member of the Company's Board and Officers as of 30 April 2024.

Andrew L. Tan.....	Chairman of the Board
Anthony Charlemagne C. Yu.....	Director/President/CEO
Cresencio P. Aquino.....	Lead Independent Director
Sergio R. Ortiz-Luis, Jr.....	Independent Director
Evelyn G. Cacho.....	Director
Kevin Andrew L. Tan.....	Director
Enrique Santos L. Sy.....	Director
Jhoanna Lyndelou T. Llaga.....	Senior Vice President for Marketing
Franemil T. Ramos.....	First Vice President for Management Information System
Arminius M. Madridejos.....	First Vice President for Property Development
Dennis E. Edaño.....	Corporate Secretary/First Vice President for Legal and Corporate Affairs
Celeste Z. Sioson-Bumatay.....	Assistant Corporate Secretary/First Vice President for Credit and Collection
Lino P. Victorioso, Jr.....	Chief Financial Officer/Chief Information Officer/Compliance Officer
Amiel Victor A. Asuncion.....	Senior Assistant Vice President for Human Resources
Kim Camille B. Manansala.....	Senior Assistant Vice President for Audit and Management Services
Giovanni C. Ng.....	Treasurer

Board of Directors

Andrew L. Tan

Chairman of the Board

Mr. Tan, 74 years old, Filipino, has served as Chairman of the Company's Board of Directors since its incorporation in July 1994. He was also Treasurer of the Company from July 1994 to May 1998. He is the Chairman of the Board and President of Megaworld Corporation, a publicly listed corporation and the parent of the Company, and Chairman of other publicly listed companies such as Alliance Global Group, Inc., Emperador Inc., and Global-Estate Resorts, Inc. He pioneered the live-work-play-learn model in real estate development through the Company's integrated township communities, fueling the growth of the business process outsourcing (BPO) industry. He embarked on the development of integrated tourism estates through publicly-listed Alliance Global Group, Inc. and Global-Estate Resorts, Inc., which he both chairs, while continuing to focus on consumer-friendly food and beverage and quick service restaurants. Mr. Tan serves as Chairman of the Board of Empire East Land Holdings, Inc., a publicly-listed subsidiary of the Company, and Suntrust Properties, Inc., a subsidiary engaged in the development and marketing of affordable housing projects. He also serves in the boards of other Megaworld subsidiaries including Eastwood Cyber One Corporation, Megaworld Land, Inc., Megaworld Central Properties Inc., Megaworld Bacolod Properties, Inc., Mactan Oceanview Properties and Holdings, Inc., Megaworld Newport Property Holdings, Inc. and Richmonde Hotel Group International Limited. He is also the Chairman of Emperador Inc., a public-listed company which owns Emperador Distillers, Inc., the leading brandy manufacturer and distributor in the Philippines. Mr. Tan is Chairman Emeritus of Megaworld Foundation, the Company's corporate social responsibility arm, which primarily focuses on the promotion of education through scholarship programs for financially handicapped but deserving students, and supports causes that promote poverty alleviation, people empowerment, social justice, good governance and environmental conservation. He is a director of Travellers International Hotel Group, Inc., which owns Newport World Resorts Manila, and the food and

beverage companies, Emperador Distillers, Inc. Alliance Global Brands, Inc. and Golden Arches Development Corporation. Dr. Tan graduated magna cum laude from the University of the East with a Bachelor of Science degree in Business Administration. In 2011, Dr. Tan was conferred by the University of the East the Degree of Doctor of Humanities, honoris causa.

Anthony Charlemagne C. Yu

Director/President/CEO

Mr. Yu, 61 years old, Filipino, has been a member of the Company's Board of Directors since August 1997 and has served as President and CEO of the Company for the same period. He joined Megaworld Land, Inc. in July 1996 and served as its Vice President until July 1997. Mr. Yu obtained his Bachelor of Arts degree major in Political Science from the Ateneo de Manila University and his Bachelor of Laws degree from the University of the Philippines. He holds a Master's Degree from the University of London. Mr. Yu previously worked for Ten Knots Development Corporation where he served as Vice President for Corporate and Legal Affairs and was a member of both its Executive and Management Committees. He also worked as a Legal Associate in one of the country's largest and most active law firms then, and served as Special Legal Counsel to the Secretary of Health, Dr. Juan Flavio. He also served as a Consultant in the Senate of the Philippines. He was a member of the University Faculty of the Ateneo de Manila University for many years, and sat on the board of the Institute of the Philippine Culture of the Ateneo de Manila University. He was also a Founding Faculty of the College of Law of De La Salle University, and a Professor of Law at the Lyceum College of Law. Mr. Yu continues to serve as a Professor of Law in the College of Law of the University of the Philippines. He was a member of the Philippine Delegation to the Integrated Environmental Management Forum held in Israel. Mr. Yu was also a member of the Regional Network of Legal Experts on Marine Pollution of a multilateral agency, and sat in the Board of Trustees of Management Advancement Systems, Association, Inc. He is currently the Chairman of the Board and President of the Philippine Science-assisted school, Laguna BelAir Science School, Inc. He is the President of the El Nido Foundation, an NGO that promotes sustainable development and environmental protection in northern Palawan. He is a Trustee of Cullion Foundation, a social development organization that primarily supports undertakings on the prevention and control of selected communicable and infectious diseases, reproductive health, and micro-enterprise development. He is the Chairman of the ERDA Group of Foundations, which promotes educational assistance to the marginalized sectors of society, including street children. He was also a member of the Board of Trustees of a non-profit research and education development institution that provides socio-economic research and analysis on people's issues to various sectors. He also sits in the Board of NVC Foundation- Negrense Volunteers for Change, an organization that fights hunger and poverty by providing proper nutrition for poor children, as well as sustainable livelihood opportunities for their families. He is also a member of the Board of Trustees of WWF Philippines, which works to improve Filipino lives by crafting solutions to climate change, providing sustainable livelihood programs, and conserving the country's richest marine and terrestrial habitats. Mr. Yu is also President and/or Director of Empire East Communities, Inc., Megaworld Central Properties, Inc., Sherman Oak Holdings, Inc., Sonoma Premier Land, Inc., Valle Verde Properties, Inc. and Megaworld Newport Property Holdings, Inc. Mr. Yu obtained his Bachelor of Arts degree major in Political Science from the Ateneo de Manila University and his Bachelor of Laws degree from the University of the Philippines. He holds a Master's Degree from the University of London.

Cresencio P. Aquino

Lead Independent Director

Atty. Aquino, 71 years old, Filipino, has served as independent director of the Company since 15 February 2018. He is currently the Managing Partner of The Law Firm of CP Aquino & Partners. He concurrently serves as an independent director in the boards of publicly-listed companies, Megaworld Corporation and Global-Estate Resorts, Inc. Atty. Aquino has extensive experience in both the public and private sectors as Director of Clark Development Corporation from 2012 to 2016, Independent Director of Suntrust Home Developers, Inc. from 2009 to 2012, Corporate Legal Counsel of MBF Card and One Card Corporation from June 1998 to May 2004, Special Assistant and Chief Legal Counsel of the Government Service Insurance System from September 1992 to June 1998, Director of the Meat Packaging Corporation of the Philippines from September 1992 to June 1998, Personnel and Administrative Manager, Corporate Secretary and Chief Legal Counsel of ComSavings Bank from September 1992 to June 1998, and Executive Director of the Department of Interior and Local Government ("DILG") from 1988 to 1992, and concurrently Ex-Officio Commissioner of the DILG with the Housing and Land Use Regulatory Board also for the same period. Atty. Aquino was formerly an Associate Professor with the San Sebastian College. Atty. Aquino has been a member of the Integrated Bar of the Philippines since 1978 and is also a member of the Capitol Bar

Association, Knights of Columbus, and the Lawyers League of the Philippines. Atty. Aquino graduated from San Sebastian College Manila with the degree of Bachelor of Arts in 1973. He obtained his Bachelor of Laws from the same institution in 1977.

Sergio R. Ortiz-Luis, Jr.
Independent Director

Mr. Ortiz-Luis, 81 years old, Filipino, is an independent director of the Company since June 2022. He is the Head of the Philippine Exporters Confederation, Inc., the country's umbrella organization of Philippine exporters under the Export Development Act, Honorary Chairman and Treasurer of the Philippine Chamber of Commerce & Industry, President of Employers Confederation of the Philippines, a Director and Past President at Philippine Foundation, Inc. or Team Philippines, and Founding Director of the International Chamber of Commerce in the Philippines. He is also the Independent Director of MREIT, Inc. Mr. Ortiz-Luis, Jr. obtained his bachelor's degree in Liberal Arts and Business Administration, and a candidate of Master of Business Administration from De La Salle College. He has a PhD in Humanities from Central Luzon State University, PhD in Business Technology from Eulogio "Amang" Rodriguez Institute of Science and Technology, and PhD in Business Administration from Angeles University Foundation.

Evelyn G. Cacho
Director

Ms. Cacho, 62 years old, Filipino, has served as director of the Company since 20 February 2009. Ms. Cacho joined the Company in February 1995 and was previously the Senior Vice President, Compliance Officer and Corporate Information Officer of the Company. She currently serves as director of the Company's subsidiaries, Empire East Communities, Inc., Laguna BelAir School, Inc., Sonoma Premier Land, Inc., Valle Verde Properties, Inc., and Sherman Oak Holdings, Inc. She also holds the position of Treasurer of Megaworld Central Properties, Inc. and Megaworld Newport Property Holdings, Inc. She is the Assistant Corporate Secretary of Gilmore Property Marketing Associates, Inc. Prior to joining the Company, she had extensive experience in the fields of financial/operations audit, treasury, and general accounting from banks, manufacturing, and trading companies. Ms. Cacho has a bachelor's degree in Business Administration major in Accounting from Adamson University and is a Certified Public Accountant by profession.

Kevin Andrew L. Tan
Director

Mr. Tan, 44 years old, Filipino, has served as Director last June 2015. He is the Executive Vice President and Chief Strategy Officer of Megaworld Corporation. He previously held the position of Senior Vice President for Commercial Division which markets and operates the Megaworld Lifestyle Malls including Eastwood Mall and The Clubhouse at Corinthian Hills in Quezon City, Venice Piazza at McKinley Hill, and Burgos Circle at Forbestown Center, both in Fort Bonifacio, California Garden Square in Mandaluyong City, Newport Mall at Resorts World Manila in Pasay City, and Lucky Chinatown Mall in Binondo, Manila and Uptown Mall in Bonifacio Global City. He is the Chief Executive Officer and Vice Chairman of public-listed company, Alliance Global Group, Inc, and President and Chief Executive Officer of MREIT, Inc. He is also concurrently a Director of publicly-listed companies, Empire East Land Holdings, Inc., Emperador Inc. and Global-Estate Resorts, Inc. and of Eastwood Cyber One Corporation, Uptown Cinemas, Inc., Megaworld Central Properties Inc., Twin Lakes Corporation, Megaworld Land, Inc., Townsquare Development, Inc., Emperador Distillers, Inc., Alliance Global Brands, Inc., Anglo Watsons Glass, Inc., Yorkshire Holdings, Inc., The Bar Beverage, Inc., Emperador Brandy, Inc., and New Town Land Partners, Inc. He is also a Chairman of Megaworld Foundation, Inc. Mr. Tan obtained his bachelor's degree in Business Administration major in Management from the University of Asia and the Pacific.

Enrique Santos L. Sy
Director

Mr. Sy, 75 years old, Filipino, was elected to the Board on 09 June 2009. Previously, he served as director of the Company from April 1996 to April 1998 and from June 1999 to 23 December 2008. Mr. Sy was Corporate Secretary of the Company from July 1994 until 31 March 2011. Mr. Sy concurrently serves on the board of the publicly-listed company, Megaworld Corporation. He is a Director of Eastin Holdings and First Oceanic Property Management, Inc. He is also a Director and the Corporate Secretary of Asia Finest Cuisine, Inc. and the Corporate Secretary of Empire East Communities, Inc. Mr. Sy previously worked as

Advertising Manager of Consolidated Distillers of the Far East, Inc., Creative Director of AdCentrum Advertising, Inc., Copy Chief of Admakers, Inc., and Peace Advertising Corporation and Creative Associate of Adformatix, Inc. Mr. Sy graduated with honors from the Ateneo de Manila University with the degree of Bachelor of Arts in Communication Arts.

Senior Management

Anthony Charlemagne C. Yu **President/CEO**

Profile stated above.

Jhoanna Lyndelou T. Llaga Senior Vice President for Marketing

Ms. Llaga, 52 years old, Filipino, currently serves as director of Empire East Communities, Inc, the Company's subsidiary, and as a Senior Vice President of Megaworld Central Properties, Inc., an affiliate of the Company. She joined the Company in April 1996 and is currently the Senior Vice President for Marketing. She was appointed Marketing Head in June 2003, Assistant Vice President in July 2009, Vice President in March 2011 and First Vice President in July 2015. Ms. Llaga graduated from the University of the Philippines in March 1994 with the degree of Bachelor of Arts in English Language Studies.

Franemil T. Ramos First Vice President for Management Information System

Mr. Ramos, 50 years old, Filipino, joined the company in December 1997 and held various positions in the Management Information System (MIS) Department. He was appointed as First Vice President in May 2022. He also held the position of Senior Manager on July 2004, Assistant Vice President on July 2006 and Vice President for MIS on July 2016. Mr. Ramos has a broad background in multiple programming languages along with extensive experience in system analysis, design, and implementation. Prior to joining the company, he was a Programmer Analyst of Union Industries, Inc. assigned to developing and migrating applications from mainframe computer. He graduated from the Lyceum of the Philippines with the degree of Bachelor of Science in Information Technology.

Arminius M. Madridejos First Vice President for Property Development

Mr. Madridejos, 52 years old, Filipino, currently heads the Property Development Division. He entered the Company as a Senior Manager in January 2009, was appointed Assistant Vice President in 2015, Vice President in 2017, and First Vice President in May 2023. Prior to joining the Company, he had work experiences in Jose Aliling & Associates (a construction management firm), SYNA Engineering (a project management firm based in Dubai), and Ayala Land, Inc. (construction management division). He obtained his B.S. Civil Engineering degree from the University of the Philippines – Diliman in 1994, and his Civil Engineering license on the same year.

Dennis E. Edaño Corporate Secretary/First Vice President for Legal and Corporate Affairs

Mr. Edaño, 47 years old, Filipino, is the Corporate Secretary of the Company. He has been with the Company since September 2003 and currently heads the Legal & Corporate Affairs Department. Prior to his appointment as Corporate Secretary, Mr. Edaño was Assistant Corporate Secretary of the Company. Mr. Edaño has extensive experience in civil, criminal, administrative, labor and local taxation litigation, labor relations and real estate law. Prior to joining the Company, he was an Associate at the Siguion Reyna Montecillo Ongsiako Law Offices. Mr. Edaño obtained his bachelor's degree in Law in 1999 from the University of the Philippines and his bachelor's degree in Liberal Arts major in Philosophy from the same institution in 1995.

Celeste Z. Sioson Assistant Corporate Secretary/First Vice President for Credit and Collection

Ms. Sioson, 47 years old, Filipino, is the Assistant Corporate Secretary of the Company. She joined the Company in October 2006 and is currently the First Vice President of the Credit and Collection Department of the Company. Ms. Sioson obtained her bachelor's degree in Law from the University of the Philippines in 2002 and her bachelor's degree in Science major in Biology in 1998 from the same institution. She has extensive experience in civil, criminal, administrative, labor litigation, labor relations and real estate law. Prior to joining the Company, she was a Senior Associate at the Andres Marcelo Padernal Guerrero and Paras Law Offices and an Associate at the Ponce Enrile Reyes & Manalastas Law Offices.

Lino P. Victorioso, Jr.

Chief Financial Officer/Chief Information Officer/Compliance Officer

Mr. Victorioso, Jr., 44 years old, Filipino, is the current Chief Financial Officer, Chief Information Officer and Compliance Officer of the Company. He also serves as the Data Protection Officer of Megaworld Corporation, a publicly-listed company. Mr. Victorioso previously held the position of Senior Assistant Vice-President and headed the Corporate Financial Services Division of the Megaworld Corporation. Prior to joining the Company, he held various CFO roles in the real estate and retail industries. Mr. Victorioso graduated cum laude from the University of the Philippines Diliman with a degree in Business Administration and Accountancy. He is a Certified Public Accountant.

Amiel Victor A. Asuncion

Senior Assistant Vice President for Human Resources

Mr. Asuncion, 40 years old, Filipino, has been with the Company since May 2014, and currently heads its Human Resources Department. Prior to his assignment as head of the Human Resources Department, Mr. Asuncion was Assistant Vice President of the Legal and Corporate Affairs Division of the Company. Mr. Asuncion obtained his Juris Doctor degree from the Ateneo de Manila University School of Law in 2010 and his Bachelor of Arts degree, major in Philosophy, minor in English Literature from the Ateneo de Manila University in 2006. Mr. Asuncion has extensive experience in civil, criminal, administrative, tax, and labor litigation, labor relations, and real estate law. Prior to joining the Company, Mr. Asuncion was an Associate at the Siguion Reyna Montecillo Ongsiako Law Offices and at Villaraza Cruz Marcelo & Angangco, and a Legal Officer at the Philippine Amusement and Gaming Corporation.

Kim Camille B. Manansala

Senior Assistant Vice President for Audit and Management Services

Ms. Manansala, 33 years old, Filipino, currently serves as Senior Assistant Vice President for Audit and Management Services (AMS). She joined the company in May 2016 as Senior Audit Manager and was appointed as AMS-Head in July 2016, Assistant Vice President for AMS in January 2017 and Senior Assistant Vice President for AMS in July 2022. She is also the assigned Project Manager for the SAP implementation from January 2017 to the present. Prior to joining the Company, she worked with SyCip Gorres Velayo & Co. (SGV & Co.) as Senior Assurance Associate where she gained extensive exposure in financial/operations audit for insurance, service, finance, and holding companies, advertising and non-profit institutions. She also worked with QBE Group Shared Services Centre as Quality Assurance Analyst Level 4 and AMA Group of Companies as Senior Audit Manager. Ms. Manansala graduated Magna Cum Laude from the Polytechnic University of the Philippines in 2011 with the degree of Bachelor of Science in Accountancy and is a Certified Public Accountant by profession.

Giovanni C. Ng

Treasurer

Mr. Ng, 50 years old, Filipino, has served as Treasurer of the Company since 06 January 2002. He is also the Senior Vice President and Finance Director of Megaworld Corporation and Treasurer of Adams Properties, Inc. and Townsquare Development, Inc. He serves as a director in Eastwood Property Holdings, Inc., Oceantown Properties, Inc., Empire East Communities, Inc., Gilmore Property Marketing Associates, Inc., First Centro, Inc., Valle Verde Properties, Inc., Lucky Chinatown Cinemas, Inc. and New Town Land Partners, Inc. and Megaworld Land, Inc. Previously, he worked as Analyst Associate in Keppel IVI Investments. Mr. Ng obtained his bachelor's degree in Quantitative Economics from the University of Asia and the Pacific, graduating summa cum laude in 1995.

Board Attendance at Meetings for Year 2023

The attendance of the directors at the meetings of the Board of Directors for the year 2023 is as follows:

Name	No. of Meetings held during the year	No. of Meetings Attended	Percentage of Attendance
Andrew L. Tan	23	23	100%
Anthony Charlemagne C. Yu	23	23	100%
Enrique Santos L. Sy	23	23	100%
Evelyn G. Cacho	23	23	100%
Kevin Andrew L. Tan	23	23	100%
Cresencio P. Aquino	23	23	100%
Sergio R. Ortiz-Luis, Jr.	23	23	100%

CORPORATE GOVERNANCE

Pursuant to SEC Memorandum Circular No. 19 series of 2016, otherwise known as the Code of Corporate Governance for Publicly-Listed Companies ("Code"), the Company's Board of Directors approved the Revised Manual on Corporate Governance dated 30 May 2017 ("Revised Manual"), incorporating corporate governance principles and best practices which guides the Company in the pursuit of its goals.

The Company's Integrated Annual Corporate Governance Report (I-ACGR), embodying the Company's compliance with good corporate governance, will be filed separately.

Compliance with Leading Practices on Corporate Governance

Pursuant to the Company's Corporate Governance Manual, its Board created each of the following committees and appointed Board members thereto.

Audit Committee

The Audit Committee is responsible for ensuring that all financial reports comply with internal financial management and accounting standards, performing oversight of financial management functions, pre-approving all audit plans, scope and frequency and performing direct interface functions with internal and external auditors. On 3 October 2012, the Board approved the Audit Committee Charter which provides for the purpose, membership, structure, operations, duties and responsibilities of the Audit Committee. The Company's Audit Committee has three (3) members, two of whom are independent directors. An independent director serves as the head of the Audit Committee. The members of the Audit Committee are Cresencio P. Aquino, Chairman (Independent Director), and Sergio R. Ortiz-Luis, Jr., and Evelyn G. Cacho, members.

Corporate Governance Committee

The Corporate Governance Committee is tasked to assist the Board in the performance of its corporate governance responsibilities. It also oversees the implementation, review and periodic evaluation of the corporate governance framework. It recommends continuing relevant education/training programs for directors, assignment of tasks/projects to Board committees, succession plan for the Board members and senior officers, and remuneration packages for corporate and individual performance, as well as establishes a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers. It is also responsible for determining the nomination and election process for the Company's directors and the general profile of Board members, and ensures that this process is conducted in accordance with the qualifications prescribed by Philippine law and the Company's Corporate Governance Manual. The members of the Corporate Governance Committee are Cresencio P. Aquino, Chairman (Independent Director), and Sergio R. Ortiz-Luis, Jr. and Enrique Santos L. Sy, members.

Board Risk Oversight Committee

The Board Risk Oversight Committee is responsible for the development, evaluation, and oversight of the

Corporation's Enterprise Risk Management system to ensure its functionality and effectiveness. It also advises the Board on its risk appetite levels and risk tolerance limits, and reviews the Company's risk appetite levels and risk tolerance limits based on changes and developments in the business. The Company's Board Risk Oversight Committee consists of three (3) members, including at least one (1) independent director. The members of the Board Risk Oversight Committee are Sergio R. Ortiz-Luis, Jr, Chairman (Independent Director), and Cresencio P. Aquino and Enrique Santos L. Sy, members.

Related Party Transaction Committee

The Related Party Transaction Committee is responsible for reviewing all material related party transactions of the Company. This Committee shall evaluate on an ongoing basis the existing relations between and among business and counterparties to ensure that all related parties are continuously identified, related party transactions are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured, and evaluate all material related party transactions to ensure that these are in strict adherence to the principle of arm's length dealings and not undertaken on more favourable economic terms. The Company's Related Party Transaction Committee consists of three (3) members, including at least one (1) independent director. The members of the Related Party Transaction Committee are Cresencio P. Aquino, Chairman (Independent Director), and Sergio R. Ortiz-Luis, Jr. and Enrique Santos L. Sy, members.

Evaluation System

The Board conducts regular annual assessment of its performance, including the performance of the Chairman, individual members and committees. It periodically evaluates and monitors the implementation of such policies and strategies, including the business plans and operating budgets, and assesses Management's overall performance based on established performance standards that are consistent with the Company's strategic objectives. This assessment and evaluation include determining compliance with the corporate governance requirements under the Code, the Revised Manual, and other relevant laws, regulations and standards. The Company has designated a Compliance Officer who is tasked with monitoring compliance with the provisions and requirements of its Manual on Corporate Governance.

Deviations from Manual and Sanctions Imposed

The Company complies with the Code and the Revised Manual. There has been no material deviation from the Revised Manual on Corporate Governance. Neither has there been any director or executive officer of the Company who has violated any material provision of the same.

Plan to Improve Corporate Governance

Pursuant to SEC Memorandum Circular No. 19 series of 2016, otherwise known as the Code of Corporate Governance for Publicly-Listed Companies the Company's Board of Directors approved the Revised Manual on 31 May 2017, incorporating corporate governance principles and best practices which guides the Company in the pursuit of its goals. Consistently strengthening its corporate governance system and practices is a commitment of the Company.

FINANCIAL INFORMATION

The Consolidated Audited Financial Statements of the Company and its subsidiaries (the “Group”) as of 31 December 2023 and 2022 and Interim Consolidated Financial Statement as of 31 March 2024 are attached hereto and incorporated herein by reference.

Management’s Discussion and Analysis of Financial Condition and Results of Operations

For the three-month period ending 31 March 2024, the following are the top key performance indicators of the Group:

		2024	2023
Sales		P1.20 Billion	P1.14 Billion
Net Profit		P236.1 Million	P205.8 Million
Current Ratio	*1	2.79:1	2.87:1
Quick Ratio	*2	1.05:1	1.06:1
Return on Asset	*3	0.005:1	0.004:1
Return on Equity	*4	0.008:1	0.007:1

*1- Current Assets/Current Liabilities

*2- Cash and cash equivalents + Trade and other receivables + Contract Assets / Total Current Liabilities

*3-Net Profit divided by Average Total Assets

*4-Net Profit divided by Average Total Equity

1) Real Estate Sales

The Group’s marketing and development concepts, sales strategies, project location and flexible payment scheme remain to be its competitive advantages. Most projects of the Group are connected to mass transit system and are conveniently located in business districts of Metro Manila.

2) Prudent Cash Management

The Group continued to implement cost-saving measures and negotiations for longer payment terms from both existing and new suppliers. Strict monitoring of cash outflows is also being continually observed and any excess cash from operations is being placed in short-term investments.

3) Ability to Repay Loan Obligations

The loan obligations were promptly settled. The Group maintains a good credit standing with creditor banks and has considerable standby credit facilities, which can be utilized for urgent capital requirements.

4) Continuous Customer Collections

The Group continues to innovate and implement collection efficiency initiatives, some of which are the various online payment platforms which enable clients to continually make payments with ease. The Group is also in partnership with a wide network of banks to provide clients with more convenient payment options.

Results of Operations

(Based on Financial Statements adopted in accordance with the Philippine Financial Reporting Standards)

Review of 31 March 2024 versus 31 March 2023

<i>In Million Pesos</i> (except for Earnings per Share (EPS))	For the three months ended March 31		Change quarter-on-quarter	
	2024	2023	In Pesos	In %
REVENUES				
Real estate sales	P 1,202.8	P 1,141.1	P 61.7	5.4%
Finance income	79.9	93.1	(13.2)	(14.1%)
Equity share in net income of an associate	0.6	0.1	0.5	776.5%
Commission income and other income	102.2	74.3	27.9	37.5%
	1,385.5	1,308.6	76.9	5.9%
COST AND EXPENSES				
Cost of real estate sales	699.5	669.7	29.8	4.4%
Finance costs	100.4	89.9	10.5	11.7%
Operating Expenses	275.6	272.7	2.9	1.0%
Income taxes	73.9	70.5	3.4	4.9%
	1,149.4	1,102.8	46.6	4.2%
NET PROFIT	236.1	205.8	30.3	14.7%
Net profit (loss) attributable to:				
Parent company's shareholders	P 237.6	P 205.8	P 31.8	15.4%
Non-controlling interests	(1.5)	-	(1.5)	(8,445.4%)
EPS - Basic and Diluted	P 0.016	P 0.014	P 0.002	14.3%

During the three-month period, the consolidated net profit amounted to Php 236.1 million, 14.7% higher than the previous year's net profit of Php 205.8 million. Consolidated revenues, composed of real estate sales, finance income, commissions, and other income increased by 5.9% from Php 1.3 billion in 2023 to Php 1.4 billion in 2024.

Real Estate Sales

The Group reported Real Estate Sales of Php 1.20 billion and Php 1.14 billion for three months ended 31 March 2024 and 2023, respectively. The sales were derived from various projects including, The Paddington Place, Kasara Urban Resort Residences, Pioneer Woodlands, The Rochester Garden, Covent Garden, The Cambridge Village, The Sonoma, Mango Tree Residences, Little Baguio Terraces, and Greenhills Garden Square.

The Cost of Real Estate Sales amounted to Php 699.5 million in 2024 and Php 669.7 million in 2023, or 58.2% and 58.7% of Real Estate Sales for the three months ended 31 March 2024 and 2023, respectively. The change was primarily due to the different composition of products sold for each period.

Gross Profit was Php 503.3 million in 2024 and Php 471.4 million in 2023, or 41.8% and 41.3% of Real Estate Sales, for the three months ended 31 March 2024 and 2023, respectively. The gross profit margin varies depending on the product mix and the competitiveness in pricing.

Other Revenues

The Finance Income amounted to Php 79.9 million and Php 93.1 million for the three months ended 31 March 2024 and 2023, respectively, were derived mostly from in-house financing and various advances to related parties which accounts for 5.8% and 7.1% of total revenues for 2024 and 2023, respectively.

Additional sources of revenue were commissions of a subsidiary, rentals of investment properties, and those obtained from other sources. Commission and other income totaling Php 102.2 million in 2024 and Php 74.3 million in 2023, representing 7.4% and 5.7% of total revenues for 2024 and 2023, respectively.

Operating Expenses

Operating Expenses posted an increase from Php 272.7 million in 2023 to Php 275.6 million in 2024. Finance Cost posted an increase from Php 89.9 million in 2023 to Php 100.4 million in 2024.

Financial Condition

Review of 31 March 2024 versus 31 December 2023

<i>In Million Pesos</i>		March 31,	December 31,	Change for the Quarter	
Selected Balance Sheet Data		2024	2023	In Pesos	In %
Cash and cash equivalents	P	3,958.9	P 3,717.5	P 241.4	6.5%
Prepayments and other current assets		1,389.6	1,258.3	131.3	10.4%
Financial assets at fair value through profit or loss		1,144.0	1,270.1	(126.1)	(9.9%)
Total Assets		50,274.6	49,499.1	775.5	1.6%
Trade and other payables		3,030.1	2,558.7	471.4	18.4%
Interest-bearing loans and borrowings ¹		800.0	850.0	(50.0)	(5.9%)
Total Liabilities		18,801.0	18,135.5	665.5	3.7%
Revaluation Reserves		421.5	547.6	(126.1)	(23.0%)
Equity Attributable to the Parent Company's stockholders		28,690.8	28,579.3	111.5	0.4%
Non-controlling interests		2,782.8	2,784.3	(1.5)	(0.1%)
Total Equity		31,473.6	31,363.6	110.0	0.4%

¹ *Current+Non-current portion*

Total Assets of the Group as of 31 March 2024 and 31 December 2023 amounted to Php 50.3 billion and Php 49.5 billion, respectively. Cash and Cash Equivalents increased from Php 3.7 billion to Php 4.0 billion as of 31 December 2023 and 31 March 2024, respectively.

The Group remains liquid with Total Current Assets of Php 44.0 billion in 2024 and Php 43.3 billion in 2023, which accounted for 87.5% of the Total Assets as of 31 March 2024 and 31 December 2023. While, Total Current Liabilities amounted to Php 15.7 billion and Php 15.1 billion as of 31 March 2024 and as of 31 December 2023, respectively.

Total Equity increased from Php 31.4 billion as of 31 December 2023 to Php 31.5 billion as of 31 March 2024 which is mainly due to net profit for the period and revaluation of equity investments.

Consistently, the Group still sources its major working capital requirements from internally generated funds and partly from borrowings.

The Group utilized its funds for the construction and development of projects, loan repayments, settlement of various payables, and other operating expenses.

Material Changes in the 31 March 2024 Interim Consolidated Financial Statements

Statements of Financial Position

(Increase or decrease of 5% or more versus 31 December 2023)

- 6.5% increase in Cash and Cash Equivalents
Mainly due to collections from buyers and proceeds from short-term placements
- 10.4% increase in Prepayments and Other Current Assets
Mainly due to increase in prepaid taxes related to transfer of titles and input vat from purchases
- 9.9% decrease in Financial Assets at Fair Value through Profit or Loss
Mainly due to the decrease in Fair Market Value of shares held by a subsidiary
- 18.4% increase in Trade and Other Payables
Primarily due to various payables to contractors and suppliers in relation to the construction

activities for the period

- 5.9% decrease in Interest-bearing Loans and Borrowings
Mainly due to repayment of bank loans for the period
- 23% decrease in Revaluation Reserves
Pertains to the decrease in fair market value of the investment in shares of a subsidiary

**Statements of Comprehensive Income
(Increase or decrease of 5% or more versus 31 March 2023)**

- 14.1% decrease in Finance Income
Primarily due to the adjustment of interest rate on the outstanding advances to related parties
- 776.5% increase in Equity share in net income of associates
Mainly due to the increase net gains of the associate for the period
- 37.5% increase in Commissions and other income
Mainly due to an increase in revenues derived from other related sources
- 11.7% increase in Finance Costs
Mainly due to interest on loans and advances from related parties

For the year ending 31 December 2023, the following are the top key performance indicators of the Group:

		2023	2022
Sales		Php4.0 Billion	Php3.8 Billion
Net Profit		Php757.9 Million	Php715.4 Million
Current Ratio	*1	2.87:1	3.11:1
Quick Ratio	*2	1.06:1	1.10:1
Return on Assets	*3	0.02:1	0.02:1
Return on Equity	*4	0.02:1	0.02:1

*1- Current Assets/Current Liabilities

*2- Cash and cash equivalents + Trade and other receivables + Contract Assets / Total Current Liabilities

*3-Net Profit divided by Average Total Assets

*4-Net Profit divided by Average Total Equity

1) Real Estate Sales

The Group's marketing and development concepts, sales strategies, project location and flexible payment scheme remain to be its competitive advantages. Most projects of the Group are connected to mass transit system and are conveniently located in business districts of Metro Manila

2) Prudent Cash Management

The Group implemented cost-saving measures, negotiated for longer payment terms from suppliers, monitored cash outflows and invested excess cash in short-term time deposits.

3) Ability to Repay Loan Obligations

The loan obligations were promptly settled. The Group maintains a good credit standing with creditor banks and has considerable standby credit facilities, which can be utilized for urgent capital requirements.

4) Continuous Customer Collections

The Group implemented collection efficiency initiatives and launched an online digital payment platform to enable continuous customer payments. It also utilizes more banks to provide more convenience to clients who opt for direct payments.

Results of Operations

(Based on Financial Statements adopted in accordance with the Philippine Financial Reporting Standards)

Review of 31 December 2023 versus 31 December 2022

<i>In Million Pesos (except for Earnings per Share (EPS))</i>	For the years ended		Change year-on-year	
	December 31 2023	December 31 2022	in Pesos	in %
REVENUES				
Real estate sales	P 3,997.5	P 3,800.0	P 197.5	5.2%
Finance income	587.5	491.4	96.1	19.5%
Equity share in net earnings of an associate	0.1	0.2	(0.1)	(35.5%)
Commissions and other income	618.0	415.5	202.5	48.7%
	5,203.1	4,707.1	496.0	10.5%
COSTS AND EXPENSES				
Cost of real estate sales	2,497.4	2,228.0	269.4	12.1%
Finance costs	391.1	398.8	(7.7)	(1.9%)
Operating Expenses	1,336.7	1,123.7	213.0	19.0%
Income taxes	220.0	241.2	(21.2)	(8.8%)
	4,445.2	3,991.7	453.5	11.4%
NET PROFIT	757.9	715.4	42.5	5.9%
Net profit (loss) attributable to:				
Parent company's shareholders	P 765.7	P 720.2	P 45.5	6.3%
Non-controlling interests	(7.8)	(4.8)	(3.0)	(62.1%)
EPS - Basic and Diluted	P 0.052	P 0.049	P 0.003	7.0%

During the twelve-month period, the consolidated net profit amounted to Php757.9 million, with 5.9% increase from previous year's net income of Php715.4 million. Consolidated revenues, composed of Real Estate Sales, Finance Income, Commissions and other income, soared by 10.5% from Php4.7 billion in 2022 to Php5.2 billion in 2023.

Real Estate Sales

The Group registered Real Estate Sales of Php4.0 billion for the year ended 31 December 2023 compared with Php3.8 billion for the year ended 31 December 2022. The sales generated were derived from various projects including Kasara Urban Resort Residences, Pioneer Woodlands, Covent Garden, San Lorenzo Place, Mango Tree Residences, The Paddington Place, The Rochester Garden, The Sonoma, The Cambridge Village, and Little Baguio Terraces.

The Cost of Real Estate Sales amounted to Php2.5 billion for the year ended 31 December 2023 and Php2.2 billion for the year ended 31 December 2022 or 62.5% and 58.6% of Real Estate Sales, respectively. The change was primarily due to the different composition of properties sold for each year.

Gross Profit for the year ended 31 December 2023 and 2022 amounted to Php1.5 billion and Php1.6 billion or 37.5% and 41.4% of Real Estate Sales respectively. The gross profit margin varies depending on the product mix and the competitiveness of prices of each property.

Other Revenues

The Finance Income for the year ended 31 December 2023 and 2022 amounted to Php587.5 million and Php491.4 million or 11.3% and 10.4% of Total Revenues, respectively. They were derived mostly from in-house financing, short-term investments and various advances from related parties.

Additional sources of revenue were commissions of a subsidiary, rentals of investment properties and those obtained from other sources. Commission and other Income for the year ended 31 December 2023 and 2022 resulted to Php618.0 million and Php415.5 million or 11.9% and 8.8% of Total Revenues, respectively.

Equity share in the net earnings of an associate amounted to Php0.1 million and Php0.2 million for the year ended 31 December 2023 and 2022, respectively.

Operating Expenses

Operating Expenses posted an increase of 19% from Php1.1 billion to Php1.3 billion for the year ended 31 December 2022 and 2023, respectively. Other charges/expenses include Finance Cost of Php391.1 million and Php398.8 million for the year ended 31 December 2023 and 2022, respectively.

Financial Condition

Review of 31 December 2023 versus 31 December 2022

<i>In Million Pesos</i>	As of December 31		Change year-on-year	
Selected Balance Sheet Data	2023	2022	in Pesos	in %
Cash and cash equivalents	P 3,717.5	P 3,437.8	P 279.7	8.1%
Trade and other receivables ¹	13,109.2	11,393.2	1,716.0	15.1%
Contract assets ¹	2,741.2	2,583.1	158.1	6.1%
Advances to related parties	5,467.5	5,084.7	382.8	7.5%
Prepayments and other current assets	1,258.3	944.4	313.9	33.2%
Financial assets at fair value through profit or loss	1,270.1	1,339.9	(69.8)	(5.2%)
Property and equipment - net	160.9	132.1	28.8	21.7%
Intangible assets-net	34.3	117.8	(83.5)	(70.9%)
Total Assets	49,499.1	47,280.3	2,218.8	4.7%
Interest-bearing loans and borrowings ¹	850.0	1,000.0	(150.0)	(15.0%)
Trade and other payables	2,558.7	2,013.7	545.0	27.1%
Customers' deposits	5,140.8	4,485.7	655.1	14.6%
Advances from related parties	6,061.7	5,764.7	297.0	5.2%
Contract liabilities ¹	256.8	308.9	(52.1)	(16.9%)
Other current liabilities	1,042.2	891.7	150.5	16.9%
Retirement benefit obligation	154.0	67.7	86.3	127.4%
Total Liabilities	18,135.5	16,520.6	1,614.9	9.8%
Revaluation reserves	547.6	701.7	(154.1)	(22.0%)
Retained earnings	9,314.6	8,548.8	765.8	9.0%
Equity Attributable to the Parent Company's stockholders	28,579.3	27,967.6	611.7	2.2%
Non-controlling interests	2,784.3	2,792.1	(7.8)	(0.3%)
Total Equity	31,363.6	30,759.7	603.9	2.0%

¹ Current+Non-current

Total Assets of the Group as of 31 December 2023 and 2022 amounted to Php49.5 billion and Php47.3 billion, respectively. Cash and Cash Equivalents as of December 31 increased from Php3.4 billion in 2022 to Php3.7 billion in 2023.

The Group remains liquid with Total Current Assets of Php43.3 billion in 2023 and Php42.1 billion in 2022, which accounts for 87.5% and 89.0% of the Total Assets as of 31 December 2023 and 2022, respectively. While Total Current Liabilities amounted to Php15.1 billion in 2023 and Php13.5 billion in 2022.

Total Equity as of December 31 increased from Php30.8 billion in 2022 to Php31.4 billion in 2023 due to the Group's Net Income for the 12-month period, re-measurement of retirement benefit obligation and revaluation of equity investments held by a subsidiary.

For the year ending 31 December 2023 and 2022, the Group sourced its major cash requirements from internally generated funds and partly from borrowings.

The Group utilized its funds for construction and development of projects, loan repayments, settlement of various payables and other operating expenses.

Capital Expenditures

The total project and capital expenditures in 2023 amounted to Php1.8 billion. These were funded by internally generated funds and partly from borrowings.

Material Changes in the 2023 Financial Statements

Statements of Financial Position

(Increase or decrease of 5% or more versus 31 December 2022)

- 8.1% increase in Cash and cash equivalents
Mainly due to collections from customers and interest on short-term investments
- 15.1% increase in Trade and other receivables – net
Mainly due to the recognized sales from completed projects for the period
- 6.1% increase in Contract Assets
Pertains to the progress in the construction of various projects
- 7.5% increase in Advances to related parties
Primarily due to interest on outstanding advances
- 33.2% increase in Prepayments & other current assets
Due to transfer related taxes processed during the year and adjustment on deferred commission related to uncompleted projects
- 5.2% decrease in Financial assets at fair value through profit or loss
Pertains to the decrease in fair market value of investment in securities held by a subsidiary
- 21.7% increase in Property and equipment - net
Primarily due to asset acquisition and recognition of Right-of-Use of Asset for the year
- 70.9% decrease in Intangible assets - net
Pertains to the depreciation and impairment loss of goodwill on a subsidiary recognized for the year
- 15% decrease in Interest-bearing loans and borrowings
Due to repayment of bank loans
- 27.1% increase in Trade and other payables
Mainly due to increase in construction activities of various projects
- 14.6% increase in Customers' deposits
Primarily due to collections from buyers of various projects
- 5.2% increase in Advances from related parties
Mainly due to interest on outstanding advances to the parent company
- 16.9% decrease in Contract liabilities
Due to the completion of various towers and construction progress for the other ongoing projects
- 16.9% increase in Other current liabilities
Mainly due to the portion of the contractors' and suppliers' billings retained by the company to ensure compliance with the contract agreement
- 127.4% increase in Retirement benefit obligation
Mainly due to the re-measurement of the retirement benefit obligation
- 22% decrease in Revaluation reserve
Mainly due to decrease in fair market value of investment in securities held by a subsidiary

- 9.0% increase in Retained Earnings
Pertains to Net Income for the year

**Statements of Comprehensive Income
(Increase or decrease of 5% or more versus 31 December 2022)**

- 5.2% increase in Real estate sales
Primarily due to higher sales recognized for the period
- 19.5% increase in Finance income
Mainly due to interest on the outstanding advances to related parties and short-term investments
- 35.5% decrease in Equity share in net earnings of an associate
Due to lower net operating income reported by an associate
- 48.7% increase in Commission and other income
Mainly due to an increase in revenues reported by a subsidiary and other income derived from other related sources
- 12.1% increase in Cost of sales
Mainly due to increase in real estate sales recorded for the period
- 19% increase in Operating Expenses
Mainly due to an increase in administrative expenses
- 8.8% decrease in Tax expense
Mainly due to decrease in taxable income for the year

For the year ending 31 December 2022, the following are the top key performance indicators of the Group:

		2022	2021
Sales		P3.8 Billion	P3.6 Billion
Net Profit		P715.4 Million	P797.1 Million
Current Ratio	*1	3.11:1	3.13:1
Quick Ratio	*2	1.10:1	1.04:1
Return on Assets	*3	0.02:1	0.02:1
Return on Equity	*4	0.02:1	0.03:1

*1- Current Assets/Current Liabilities

*2- Cash and cash equivalents + Trade and other receivables + Contract Assets/ Total Current Liabilities

*3- Net Profit divided by Average Total Assets

*4-Net Profit divided by Average Total Equity

1) Real Estate Sales

The Group's marketing and development concepts, sales strategies, project location and flexible payment scheme remain to be its competitive advantages. Most projects of the Group are connected to mass transit system and are conveniently located in business districts of Metro Manila.

2) Prudent Cash Management

The Group implemented cost-saving measures, negotiated for longer payment terms from suppliers, strictly monitored cash outflows and placed excess cash in short-term investments.

3) Ability to Repay Loan Obligations

The loan obligations were promptly settled. The Group maintains a good credit standing with creditor banks and has considerable standby credit facilities, which can be utilized for urgent capital requirements.

4) Continuous Customer Collections

The Group implemented collection efficiency initiatives and launched an online digital payment platform to enable continuous customer payments. It also utilizes more banks to provide more convenience to clients who opt for direct payments.

Results of Operations

(Based on Financial Statements adopted in accordance with the Philippine Financial Reporting Standards)

Review of 31 December 2022 versus 31 December 2021

<i>In Million Pesos (except for Earnings per Share (EPS))</i>	For the years ended December 31		Change year-on-year	
	2022	2021	in Pesos	in %
REVENUES				
Real estate sales	P 3,800.0	P 3,622.8	P 177.2	4.9%
Finance income	491.4	409.9	81.5	19.9%
Equity share in net earnings of an associate	0.2	4.1	(3.9)	(95.2%)
Commissions and other income	415.5	498.1	(82.6)	(16.6%)
	4,707.1	4,534.9	172.2	3.8%
COSTS AND EXPENSES				
Cost of real estate sales	2,228.0	2,228.7	(0.7)	0.0%
Finance costs	398.8	367.4	31.4	8.6%
Operating Expenses	1,123.7	1,321.4	(197.7)	(15.0%)
Income taxes	241.2	(179.7)	420.9	234.2%
	3,991.7	3,737.8	253.9	6.8%
NET PROFIT	715.4	797.1	(81.7)	(10.2%)
Net profit (loss) attributable to:				
Parent company's shareholders	720.2	805.8	(85.6)	(10.6%)
Non-controlling interests	(4.8)	(8.7)	3.9	44.2%
EPS - Basic and Diluted	P 0.049	P 0.055	P (0.006)	(11.2%)

During the twelve-month period, the Group's consolidated net profit amounted to Php715.4 million, with 10.3% decrease from previous year's net income of Php797.1 million. Consolidated revenues, composed of Real Estate Sales, Finance Income, Commissions and other income amount to Php4.7 billion and P4.5 billion in 2022 and 2021, respectively.

Real Estate Sales

The Group registered Real Estate Sales of Php3.8 billion for the year ended 31 December 2022 compared with Php3.6 billion for the year ended 31 December 2021. The sales generated were derived from various projects including Kasara Urban Resort Residences, Pioneer Woodlands, The Cambridge Village, Mango Tree Residences, The Rochester Garden, Little Baguio Terraces, Covent Garden, The Sonoma, San Lorenzo Place, and The Paddington Place.

The Cost of Real Estate Sales amounted to Php2.2 billion for the years ended 31 December 2022 and 2021 or 58.6% and 61.5% of Real Estate Sales, respectively. The change was primarily due to the different composition of properties sold for each year.

Gross Profit for the year ended 31 December 2022 and 2021 amounted to Php1.6 billion and Php1.4 billion or 41.4% and 38.5% of Real Estate Sales, respectively. The gross profit margin varies depending on the product mix and the competitiveness of prices of each property.

Other Revenues

The Finance Income for the year ended 31 December 2022 and 2021 amount to Php491.4 million and Php409.9 million or 10.4% and 9.0% of Total Revenues, respectively. They were derived mostly from in-house financing and various advances to related parties.

Additional sources of revenue were commissions of a subsidiary, rentals of investment properties and those obtained from other sources. Commission and other Income for the year ended 31 December 2022 and 2021 resulted to Php415.5 million and Php498.1 million or 8.8% and 11.0% of Total Revenues, respectively.

Equity share in the net earnings of an associate amounted to Php0.2 million and Php4.1 million for the year ended 31 December 2022 and 2021, respectively.

Operating Expenses

Operating Expenses for the year ended 31 December 2022 and 2021 amount to Php1.1 billion and Php1.3 billion, respectively. Other charges/expenses include Finance Cost of Php398.8 million and Php367.4 million for the year ended 31 December 2022 and 2021, respectively.

Financial Condition

Review of 31 December 2022 versus 31 December 2021

<i>In Million Pesos</i>	As of December 31		Change year-on-year	
Selected Balance Sheet Data	2022	2021	in Pesos	in %
Trade and other receivables ¹	P 11,393.2	P 10,741.3	P 651.9	6.1%
Contract assets ¹	2,583.1	2,052.9	530.2	25.8%
Advances to related parties	5,084.7	4,747.8	336.9	7.1%
Prepayments and other current assets	944.4	806.7	137.7	17.1%
Property and equipment - net	132.1	144.9	(12.8)	(8.8%)
Total Assets	47,280.3	46,205.1	1,075.2	2.3%
Interest-bearing loans and borrowings ¹	1,000.0	1,250.0	(250.0)	(20.0%)
Trade and other payables	2,013.7	1,821.5	192.2	10.6%
Contract liabilities ¹	308.9	280.6	28.3	10.1%
Retirement benefit obligation	67.7	136.6	(68.9)	(50.4%)
Deferred tax liabilities - net	1,988.3	1,878.0	110.3	5.9%
Total Liabilities	16,520.6	16,211.9	308.7	1.9%
Revaluation reserves	701.7	650.5	51.2	7.9%
Retained earnings	8,548.8	7,828.6	720.2	9.2%
Equity Attributable to the Parent Company's stockholders	27,967.6	27,196.2	771.4	2.8%
Non-controlling interests	2,792.1	2,797.0	(4.9)	(0.2%)
Total Equity	30,759.7	29,993.1	766.6	2.6%

¹ Current+Non-current

Total Assets of the Group as of 31 December 2022 and 2021 amount to Php47.3 billion and Php46.2 billion, respectively. Cash and Cash Equivalents as of December 31 increased from Php3.39 billion in 2021 to Php3.44 billion in 2022. The Group remains liquid with Total Current Assets of Php42.1 billion in 2022 and Php40.8 billion in 2021, which accounts for 89.0% and 88.3% of the Total Assets as of 31 December 2022 and 2021, respectively. While Total Current Liabilities amounts to Php13.5 billion in 2022 and Php13.0 billion in 2021.

Total Equity as of December 31 increased from Php29.9 billion in 2021 to Php30.8 billion in 2022 due to the Group's Net Income for the 12-month period, remeasurement of retirement benefit obligation and revaluation of equity investments held by a subsidiary.

For the year ending 31 December 2022 and 2021, the Group sourced its major cash requirements from internally generated funds.

The Group utilized its funds for construction and development of projects, loan repayments, settlement of various payables and other operating expenses.

Capital Expenditures

The total project and capital expenditures in 2022 amounted to Php3.0 billion. These were funded by internally generated funds and partly from borrowings.

Material Changes in the 2022 Financial Statements

Statements of Financial Position

(Increase or decrease of 5% or more versus 31 December 2021)

- 6.1% increase in Trade and other receivables - net
Mainly due to the recognized sales from completed projects for the period and advance payments made to suppliers and contractors
- 25.8% increase in Contract Assets
Mainly due to the progress in the construction of various projects
- 7.1% increase in Advances to related parties
Primarily due to interest on outstanding advances
- 17.1% increase in Prepayments & other current assets
Due to transfer related taxes processed during the year and adjustment on deferred commission related to uncompleted projects
- 8.8% decrease in Property and equipment - net
Primarily due to depreciation for the year
- 20% decrease in Interest-bearing loans and borrowings
Due to repayment of bank loans
- 10.6% increase in Trade and other payables
Primary due to increase in construction activities of various projects
- 10.1% increase in Contract liabilities
Mainly due to sustained collections from customers of certain uncompleted projects
- 50.4% decrease in Retirement benefit obligation
Due to additional contribution made and remeasurement of the retirement benefit obligation
- 5.9% increase in Deferred Tax Liabilities-net
Pertains to the tax effect of taxable and deductible temporary differences
- 7.9% increase in Revaluation reserve
Mainly due to increase in fair market value of investment in securities held by a subsidiary and remeasurement of retirement benefit obligation
- 9.2% increase in Retained Earnings
Pertains to Net Income for the year

Statements of Comprehensive Income

(Increase or decrease of 5% or more versus 31 December 2021)

- 4.9% increase in Real estate sales
Primarily due to higher sales recognized for the period
- 19.9% increase in Finance income
Mainly due to interest on the outstanding advances to related parties and short-term investments of the Group
- 95.2% decrease in Equity share in net income of associates
Due to lower net operating income reported by an associate
- 16.6% decrease in Commission and other income
Mainly due to a decrease in revenues reported by a subsidiary which were derived from other related sources

- 8.6% increase in Finance costs
Mainly due to interest on loans and advances from related parties
- 15% decrease in Operating expenses
Mainly due to decrease in marketing and administrative expenses
- 234.2% increase in Tax expense
Mainly due to the effect of the tax adjustment taken in the prior year upon the implementation of CREATE Law

For the year ending 31 December 2021, the following are the top key performance indicators of the Group:

		2021	2020
Sales		P3.6 Billion	P4.3 Billion
Net Profit		P797.1 Million	P524.9 Million
Current Ratio	*1	3.13:1	2.99:1
Quick Ratio	*2	1.04:1	0.88:1
Return on Assets	*3	0.02:1	0.01:1
Return on Equity	*4	0.03:1	0.02:1

*1- Current Assets/Current Liabilities

*2- Cash and cash equivalents + Trade and other receivables + Contract Asset / Total Current Liabilities

*3- Net Profit divided by Average Total Assets

*4-Net Profit divided by Average Total Equity

1) Real Estate Sales

The Group's marketing and development concepts, sales strategies, project location, and flexible payment scheme remain to be its competitive advantages. Most projects of the Group are connected to the mass transit system and are conveniently located in business districts of Metro Manila.

2) Prudent Cash Management

The Group implemented cost-saving measures, negotiated for longer payment terms from suppliers, and obtained lower-cost funding through bank financing to partially support operations.

3) Ability to Repay Loan Obligations

The loan obligations were promptly settled. The Group maintains a good credit standing with creditor banks and has considerable standby credit facilities, which can be utilized for urgent capital requirements.

4) Continuous Customer Collections

The Group implemented collection efficiency initiatives and launched an online digital payment platform to enable continuous customer payments despite quarantine restrictions.

Results of Operations

(Based on Financial Statements adopted in accordance with the Philippine Financial Reporting Standards)

Review of 31 December 2021 versus 31 December 2020

<i>In Million Pesos (except for Earnings per Share (EPS))</i>	For the years ended December 31		Change year-on-year	
	2021	2020	in Pesos	in %
REVENUES				
Real estate sales	P 3,622.8	P 4,262.1	P (639.3)	(15.0%)
Finance income	409.9	340.5	69.4	20.4%
Equity share in net earnings of associates	4.1	-	4.1	100%
Commissions and other income	498.2	507.8	(9.6)	(1.9%)
	4,535.0	5,110.4	(575.4)	(11.3%)

COSTS AND EXPENSES

<i>In Million Pesos</i> <i>(except for Earnings per Share (EPS))</i>	For the years ended December 31		Change year-on-year	
	2021	2020	in Pesos	in %
Cost of real estate sales	2,228.7	2,537.2	(308.5)	(12.2%)
Finance costs	367.4	338.3	29.1	8.6%
Operating Expenses	1,321.5	1,449.4	(127.9)	(8.8%)
Equity share in net losses of associates	-	6.6	(6.6)	(100%)
Income taxes	(179.7)	254.0	(433.7)	(170.8%)
	3,737.9	4,585.5	(847.6)	(18.5%)
NET PROFIT	797.1	524.9	272.2	51.8%
Net profit (loss) attributable to:				
Parent company's shareholders	805.8	531.4	274.4	51.6%
Non-controlling interests	(8.7)	(6.5)	(2.2)	33.7%
EPS - Basic and Diluted	0.055	0.036	0.019	51.6%

During the twelve-month period for the year 2021, the consolidated net profit amounted to Php797.1 million, with a 51.8% increase from the previous year's net profit of Php524.9 million. Consolidated total revenues, composed of real estate sales, finance income, commissions, and other income amounted to Php4.5 billion and Php5.1 billion for the years ending 31 December 2021 and 2020, respectively.

Real Estate Sales

The Group registered Real Estate Sales of Php3.6 billion for the year ended 31 December 2021 compared with Php4.3 billion for the year ended 31 December 2020. The sales generated were derived from various projects including The Cambridge Village, Little Baguio Terraces, Pioneer Woodlands, The Rochester, Covent Garden, San Lorenzo Place, The Sonoma, California Garden Square, Mango Tree Residences, Xavier Hills, and others.

The Cost of Real Estate Sales for the year ended 31 December 2021 and 2020 amount to Php2.2 billion and Php2.5 billion or 61.5% and 59.5% of Real Estate Sales, respectively. The change was primarily due to the different composition of products sold each year.

Gross Profit for the year ended 31 December 2021 and 2020 amounted to Php1.4 billion and Php1.7 billion or 38.5% and 40.5% of Real Estate Sales, respectively. The gross profit margin varied depending on the product mix and the competitiveness of the prices of each product.

Other Revenues

The Finance Income for the year ended 31 December 2021 and 2020 amounted to Php409.9 million and Php340.5 million or 9.0% and 6.7% of Total Revenues, respectively. They were derived mostly from in-house financing and various advances from related parties.

Additional sources of revenue were commissions of a subsidiary, rentals of investment properties, and those obtained from other sources. Commissions and other income for the year ended 31 December 2021 and 2020 resulted in Php498.1 million and Php507.7 million, or 11.0% and 9.9% of consolidated total revenues, respectively.

Equity share in the net earnings of an associate amounted to Php4.1 million for the year ended 31 December 2021.

Operating Expenses

Operating Expenses for the year ended 31 December 2021 and 2020 amounted to Php1.3 billion and Php1.4 billion, respectively. Other charges/expenses included the Finance Cost of Php367.4 million and Php338.3 million for the year ended 31 December 2021 and 2020, respectively.

Financial Condition

Review of 31 December 2021 versus 31 December 2020

<i>In Million Pesos</i>		As of December 31		Change year-on-year	
Selected Balance Sheet Data		2021	2020	in Pesos	in %
Cash and cash equivalents	P	3,389.4	P 2,129.7	P 1,259.7	59.2%
Trade and other receivables ¹		10,741.3	9,575.1	1,166.2	12.2%
Contract assets ¹		2,052.9	2,388.8	(335.9)	(14.1%)
Advances to related parties		4,747.8	4,428.7	319.1	7.2%
Real estate inventories		21,711.4	23,424.8	(1,713.4)	(7.3%)
Prepayments and other current assets		806.7	714.8	91.9	12.9%
Financial asset at FVOCI		1,328.7	1,193.6	135.1	11.3%
Property and equipment - net		144.9	251.1	(106.2)	(42.3%)
Total Assets		46,205.1	45,407.0	798.1	1.8%
Interest-bearing loans and borrowings ¹		1,250.0	1,183.3	66.7	5.6%
Trade and other payables		1,821.5	1,196.6	624.9	52.2%
Lease liabilities ¹		-	59.6	(59.6)	(100.0%)
Customers' deposits		4,460.6	5,147.0	(686.4)	(13.3%)
Contract liabilities ¹		280.6	217.7	62.9	28.9%
Retirement benefit obligation		136.6	201.3	(64.7)	(32.1%)
Deferred tax liabilities - net		1,878.0	2,212.2	(334.2)	(15.1%)
Total Liabilities		16,211.9	16,386.1	(174.2)	(1.1%)
Revaluation reserves		650.5	475.2	175.3	36.9%
Retained earnings		7,828.6	7,023.0	805.6	11.5%
Equity Attributable to the Parent Company's stockholders		27,196.2	26,215.3	980.9	3.7%
Non-controlling interests		2,797.0	2,805.6	(8.6)	(0.3%)
Total Equity		29,993.2	29,020.9	972.3	3.3%

¹ *Current+Non-current portion*

Total Assets of the Group as of 31 December 2021 and 2020 amount to Php46.2 billion and Php45.4 billion, respectively. Cash and Cash Equivalents as of 31 December increased from Php2.1 billion in 2020 to Php3.4 billion in 2021. The Group remains liquid with Total Current Assets of Php40.8 billion in 2021 and Php40.5 billion in 2020, which accounted for 88.3% and amount 89.2% of the Total Assets as of 31 December 2021 and 2020, respectively. While Total Current Liabilities as of 31 December 2021 and 2020 amounted to Php13.0 billion and Php13.5 billion, respectively.

Total Equity of the Group as of 31 December increased from Php29.0 billion in 2020 to Php29.9 billion in 2021 due to the Group's Net Income for the 12-month period, remeasurement of retirement benefit obligation, and revaluation of equity investments held by a subsidiary.

For the year ending 31 December 2021 and 2020, the Group sourced its major cash requirements from internally generated funds and partly from borrowings.

The Group utilized its funds for construction and development of projects, loan repayments, settlement of various payables, and other operating expenses.

Capital Expenditures

The total project and capital expenditures in 2021 amounted to Php 3.04 billion. These were funded by internally generated funds and partly from borrowings

Material Changes in the 2021 Financial Statements

Statements of Financial Position

(Increase or decrease of 5% or more versus 31 December 2020)

- 59.2% increase in Cash and cash equivalents
Mainly due to the availment of long-term loan and continuous customers' collections
- 12.2% increase in Trade and other receivables – net
Mainly due to advance payments made to suppliers and contractors and recognition of sales from completed projects

- 14.1% decrease in Contract Assets
Mainly due to low construction output given the pandemic-related government restrictions but collections were sustained
- 7.2% increase in Advances to related parties
Primarily due to interest in outstanding advances
- 7.3% decrease in Real estate inventories
Re-adjustment in construction pace due to pandemic-related government restrictions
- 12.9% increase in Prepayments & Other Current Assets
Primarily due to transfer related taxes paid during the year
- 11.3% increase in Financial assets at fair value through other comprehensive income
Mainly due to increase in the fair market value of the investment in securities held by a subsidiary
- 42.3% decrease in Property and equipment – net
Primarily due to pretermination of the remaining lease asset and depreciation for the year
- 5.6% increase in Interest-bearing loans and borrowings
Mainly due to the availment of long-term loan
- 52.2% increase in Trade and other payables
Primary due to resumption of construction activities
- 100% decrease in Lease Liabilities
Primarily due to pretermination of the remaining lease asset
- 13.3% decrease in Customers' deposits
Mainly due to recognition of sales
- 28.9% increase in Contract liabilities
Mainly due to sustained customer collections but low construction output given the pandemic-related government restrictions
- 32.1% decrease in Retirement benefit obligation
Due to re-measurement of retirement obligation
- 15.1% decrease in Deferred Tax Liabilities-net
Mainly due to the tax effect of the lower corporate tax rate following the enactment of the CREATE Law on taxable and deductible temporary differences
- 36.9% increase in Revaluation reserve
Mainly due to an increase in the fair market value of the investment in securities held by a subsidiary and remeasurement of the retirement benefit obligation
- 11.5% increase in Retained Earnings
Pertains to net income for the year

**Statements of Comprehensive Income
(Increase or decrease of 5% or more versus 31 December 2020)**

- 15.0% decrease in Real estate sales
Due to the timing of sales recognition as a result of collection threshold and construction activities
- 20.4% increase in Finance income
Primarily due to interest in advances to related parties and amortization from in-house financing

- 161.8% increase in Equity share in net income of associates¹¹
Pertains to the net operating income of an associate
- 12.2% decrease in Cost of real estate sales
Due to a decrease in real estate sales for the period
- 8.6% increase in Finance costs
Mainly due to interest on loans and advances from related parties
- 8.8% decrease in Operating expenses
Mainly due to cost-saving measures and close monitoring of marketing and administrative expenses
- 170.8% decrease in Tax expense
Mainly due to the tax effect of the lower corporate tax rate following the enactment of the CREATE Law

Other Information Disclosure

Future Capital Expenditure Plans

As of December 31, 2023, the Company allocated P25.0 billion in capital expenditures over the next 5 years and is expected to be funded by collections, borrowings, and other sources.

Any Known Trends, Events, or Uncertainties

Fluctuations in foreign exchange rate had no adverse effect on the Group's financial conditions since the Group has very minimal importations of construction-related materials and have no foreign denominated loans.

There are no other material changes in the Group's financial position and condition (5% or more) that will warrant a more detailed discussion. Likewise, there are no material events and uncertainties known to the management that would have material impact on reported financial information and normal operations of the Group.

Any Significant Elements of Income or Loss

The nature of all revenues and expenses disclosed in the consolidated statements of comprehensive income are business related transactions and arose from the Group's continuing operations. Also, no prior period adjustment was made during any period covered by the consolidated statements of financial position.

There are no material off-statements of financial condition transactions, arrangements, obligations (including contingent obligations), and other relationships of the Group with unconsolidated entities or other persons created during the reporting period.

There are no events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.

The Group is aggressively marketing its products especially the new projects. It continuously offers competitive prices, and more flexible payment schemes under in-house financing and has strong tie-ups with reputable banks for the financing requirements of its buyers.

Seasonal Fluctuations

There were no seasonal aspects that had a material effect on the financial condition or results of operations of the Group.

¹¹ Net amount of the equity share in the net income and net loss of an associate

EXTERNAL AUDITORS; CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

The Company complied with SRC Rule 68, as amended, as prescribed by the Code of Ethics for Professional Accountants as adopted by the Board of Accountancy and the Professional Regulation Commission, and the Company's Manual on Corporate Governance, which requires that the Company's external auditor be rotated or the engagement partner changed after seven (7) years of engagement. A five-year cooling-off period shall be observed in the re-engagement of the same engagement partner. In this regard, starting the year ending 31 December 2023, Mr. Edcel U. Costales, one of the Audit and Assurance Partners of Punongbayan and Araullo (P&A), was designated as the engagement partner for the audit of the Company's financial statements. Mr. Renan A. Piamonte, also one of the Audit and Assurance Partners of P&A, handled the audit of the Company's financial statement for the past seven years from 2016 to 2022.

There are no disagreements with the auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their reports on the financial statements of the Company and its subsidiaries.

EXTERNAL AUDIT FEES AND SERVICES

The Board of Directors, after consultation with the Audit Committee, recommends to the stockholders the engagement of the external auditors of the Company. The selection of external auditors is made on the basis of credibility, professional reputation, accreditation with the Philippine Securities and Exchange Commission, and affiliation with a reputable foreign partner.

Pursuant to the Audit Committee Charter, the Company's Audit Committee reviews and approves with the external auditor, before the audit commences, the nature and scope of the audit plans, including scope, audit resources and expenses, and reporting obligations. The Audit Committee likewise evaluates and approves non-audit work by external auditor, including the fees payable therefor, and evaluate any non-audit work undertaken to ensure that the same does not conflict with audit functions. The Chairman then reports to the Board the decisions and recommendations made by the Committee following each meeting.

The professional fees of the external auditors of the Company are approved by the Audit Committee after approval by the stockholders of the engagement and prior to the commencement of each audit season.

The Company's external auditor, Punongbayan & Araullo, billed the amount of Php2,350,000 and Php2,075,000 annually exclusive of VAT for the years ending 31 December 2023 and 2022, respectively, in professional fees for services rendered by it for the audit of the Company's annual financial statements and services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for 2023 and 2022.

Apart from the foregoing, no other services were rendered, or fees billed by the Company's external auditors for the years ending 31 December 2023 and 2022.

DISCLOSURE REQUIREMENTS UNDER SECTION 49 OF THE REVISED CORPORATION CODE

In compliance with Section 49 of the Revised Corporation Code, A copy of the minutes of the previous annual stockholders' meeting is attached herein as **Annex "D"**, while the list of Disclosure Requirements is attached herein as **Annex "E"**.

The Company shall provide, without charge, to each stockholder a copy of its annual report on SEC Form 17-A, upon written request addressed to Empire East Land Holdings, Inc., Attention: The Corporate Secretary, 2F Tower 2, Kasara Urban Resort Residences P. Antonio St., Barangay Ugong, Pasig City 1604.

EMPIRE EAST LAND HOLDINGS, INC.

**Procedures and Requirements for Voting and Participation in the
2024 Annual Stockholders’ Meeting**

Pursuant to Article 1, Sections 4 and 6 of the Company’s Amended By-Laws, Sections 23 and 57 of the Revised Corporation Code, and SEC Memorandum Circular No. 06, Series of 2020 allowing voting through remote communication or in absentia, Megaworld Corporation (the “Company”) will dispense with the physical attendance of its stockholders for the 2024 Annual Stockholders’ Meeting (“Annual Meeting”). Instead, the Company will conduct the Annual Meeting scheduled on 11 June 2024 at 8:30 AM by remote communication and will conduct electronic voting *in absentia*.

Only stockholders of record as of 14 May 2024 are entitled to participate and vote in the 2024 Annual Meeting.

The Company has adopted the following procedures and requirements to enable its stockholders to participate and vote in the Annual Meeting.

I. ONLINE REGISTRATION STEPS AND REQUIREMENTS

- A. Stockholders may register from 9:00 AM of 21 May 2024 until 5:00 PM of 28 May 2024 to signify his/her/its intention to participate in the Annual Meeting by remote communication. The registration steps and requirements are available the Company’s website: <http://empire-east.com/asm2024>.
- B. To register, stockholders shall submit the following requirements to the Office of the Corporate Secretary via email at corporatesecretary@empire-east.com:

B.1 For Individual Stockholders –

- (i) Scanned copy of stock certificate issued in the name of the individual stockholder;
- (ii) Valid email address and active contact number;
- (iii) Scanned copy of valid government-issued identification card; and
- (iv) Recent photo of the stockholder.

B.2 For Stockholders with Joint Accounts –

- (i) Authorization letter signed by all stockholders indicating the name of the person authorized to cast the vote(s) (the “Authorized Stockholder”);
- (ii) Scanned copy of the stock certificate issued in the name of the joint stockholders;
- (iii) Valid email address and active contact number of the Authorized Stockholder;
- (iv) Scanned copy of valid government-issued identification card of the Authorized Stockholder; and
- (v) Recent photo of the Authorized Stockholder.

B.3 For Stockholders under PCD Participant/Brokers Account or holding ‘Scripless Shares’-

- (i) Stockholders should coordinate with their broker and request for the full account name and reference number or account number they provided the Company;
- (ii) Broker’s Certification on the stockholder’s number of shareholdings;
- (iii) Valid email address and active contact number of the stockholder;
- (iv) Scanned copy of valid government-issued identification card of stockholder; and
- (v) Recent photo of the stockholder.

B.4 For Corporate Stockholders –

- (i) Secretary’s Certificate attesting to the authority of the representative to vote the shares on behalf of the corporate stockholder (the “Authorized Representative”);
- (ii) Scanned copy of stock certificate issued in the name of the corporate stockholder;

- (iii) Valid email address and active contact number of Authorized Representative;
- (iv) Valid government-issued identification card of Authorized Representative; and
- (v) Recent photo of the Authorized Representative.

c. The documents submitted will then be verified by the Office of the Corporate Secretary. The validation process will be completed by the Company by 31 May 2024. Once validated, the stockholder will receive an email that his/her/its account has been verified and shall provide instructions for the stockholder's access to the Company's electronic voting and to access the Annual Meeting livestreaming link.

II. ELECTRONIC VOTING IN ABSENTIA

A. Duly registered stockholders have the option to vote for the matters contained in the agenda for the Annual Meeting through electronic voting *in absentia*. In order to do so, the stockholder must register and submit his/her accomplished ballot not later than 5:00 PM of **28 May 2024**. Beyond this date, stockholders may no longer avail of the option to electronically vote *in absentia*.

B. The ballot shall be available for download at <http://empire-east.com/asm2024>, and shall be accomplished as follows:

(1) For items other than Election of Directors, the registered stockholder has the option to vote: In Favor of, Against, or Abstain. The vote is considered cast for all the registered stockholder's shares.

(2) For the Election of Directors, the registered stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number of shares as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. The total number of votes the stockholder is allowed to cast shall be based on the number of shares he/she or it owns.

(3) Once voting on the agenda items is finished, the stockholder can proceed to submit the accomplished ballot via email to corporatesecretary@empire-east.com not later than 5:00 PM of **28 May 2024**.

(4) After the ballot has been submitted, the stockholder may no longer change his/her vote. The stockholder will receive a confirmation email that his/her/its vote has been recorded.

C. Thereafter, the Office of the Corporate Secretary, through election inspectors appointed for the meeting, shall tabulate all valid and confirmed votes cast through electronic voting, together with the votes through proxies, subject to validation by representatives of the Company's external auditors.

D. Registered stockholders shall have until 5:00 PM of **28 May 2024** to cast their votes *in absentia*. Stockholders will not be allowed to cast votes during the live stream of the Annual Meeting.

III. VOTING BY PROXY

A. For individual stockholders holding certificated shares of the Company – Download the proxy form that is available at <http://empire-east.com/asm2024>.

B. For stockholders holding 'scripless' shares, or shares held under a PCD Participant/Broker – Download the proxy form that is available at <http://empire-east.com/asm2024>. Stockholders are advised to coordinate with their brokers first for the execution of this type of proxy.

C. For corporate stockholders - Download the proxy form that is available at <http://empire-east.com/asm2024>. A copy of the duly signed and notarized Secretary's Certificate must be submitted together with the proxy form. For reference, a sample Secretary's Certificate is also available at <http://empire-east.com/asm2024>.

C. General Instructions on Voting by Proxy:

- (1) Download and fill up the appropriate proxy form. Follow the instructions on how to cumulate or allocate votes in the election of directors.
- (2) Send the scanned copy of the duly executed proxy form via email to corporatesecretary@empire-east.com or submit the original proxy form to the Office of the Corporate Secretary at 2F Tower 2, Kasara Urban Resort Residences P. Antonio St., Barangay Ugong, Pasig City 1604.
- (3) Deadline for the submission of proxies is 5:00 PM of **28 May 2024**.
- (4) Validation of proxies will be on **31 May 2024**.
- (5) If a stockholder avails of the option to cast his/her vote electronically *in absentia* and also issues proxy votes with differing instructions, the duly accomplished ballots sent through e-mail shall replace the proxy votes issued by the stockholder.

IV. PARTICIPATION BY REMOTE COMMUNICATION

- A. Only duly registered stockholders will be included in determining the existence of a quorum.
- B. Duly registered stockholders may send their questions and/or comments prior to the Annual Meeting through email at corporatesecretary@empire-east.com. The deadline for submitting questions shall be at 5:00 PM of **28 May 2024**.
- C. The proceedings during the Annual Meeting will be recorded.

For any clarifications, please contact the Office of the Corporate Secretary via email at corporatesecretary@empire-east.com.

CERTIFICATION ON CONNECTION WITH GOVERNMENT AGENCIES AND INSTRUMENTALITIES

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

CERTIFICATION

I, **DENNIS E. EDAÑO**, of legal age, Filipino, and with office address at the 2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig City, Metro Manila, Philippines, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **EMPIRE EAST LAND HOLDINGS, INC.** (the "**Company**"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig City, Metro Manila, Philippines.

2. In my capacity as Corporate Secretary, I have custody of the books and records of the Company.

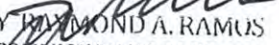
3. To the best of my knowledge, I certify that none of the members of the Board of Directors, including the independent director and officers of the Company, are appointed to or are employees in any government agency as of the date of this Certification. I further certify that, to the best of my knowledge and apart from the foregoing, none of the nominees to the Board of Directors in the 2024 Annual Stockholders' Meeting and the candidates for election to become officers of the Company for the ensuing year are appointed to or are employees in any government agency as of the date of this Certification.

IN WITNESS WHEREOF, I have hereunto set my hand this 25 APR 2024 day of _____ in MAKATI CITY, Philippines.


DENNIS E. EDAÑO
Corporate Secretary

SUBSCRIBED AND SWORN to before me, a notary public in and for the city named above, personally appeared Dennis E. Edaño exhibiting to me his Driver's License No. C06-94-007966 expiring on June 11, 2033, who is personally known to me to be the same person who executed the foregoing instrument, signed the same in my presence and who took an oath before me, as to such instrument.

Doc. No. 181
Page No. 38
Book No. 322
Series of 2024.


ATTY. **RAYMOND A. RAMUS**
COMMISSION NO. M-77
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31 2024
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 374750/12-26-2023/Pasig City
PTR NO. MKT 10074525/01-02-2024/Makati City
MCLE Compliance No. VII-0020180/04-14-2025

ANNEX “C”

CERTIFICATION OF INDEPENDENT DIRECTORS

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CRESENCIO P. AQUINO**, of legal age, Filipino, and a resident of No 8 Apeecho Street, Portofino Heights, Daang Hari, Almanza Dos, Las Pinas, Metro Manila, Philippines, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of **EMPIRE EAST LAND HOLDINGS, INC.** (the "**Company**"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig City, Metro Manila, Philippines, and have been its independent director since 15 February 2018.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Megaworld Corporation	Independent Director	2018 - Present
Global-Estate Resorts, Inc.	Independent Director	2018 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the Company, as provided for in Section 38 of the Securities Regulation Code ("**SRC**"), its Implementing Rules and Regulations ("**IRR**"), and other issuances of the Securities and Exchange Commission ("**SEC**").

4. To the best of my knowledge, I am not related in any capacity or degree to any director, officer, or substantial shareholder of the Company, any of its related companies, or any of its substantial shareholders.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the SRC and its IRR, the Code of Corporate Governance for Publicly Listed Companies, and other SEC issuances.

7. I shall inform the Corporate Secretary of the Company of any changes in the above-mentioned information within five (5) days from its occurrence.

[Signature page follows.]

25 APR 2024 MAKATI CITY

Done, this _____ at _____, Philippines.



CRESENCIO P. AQUINO

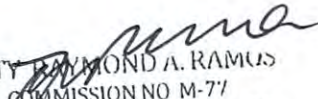
Affiant

25 APR 2024

MAKATI CITY

SUBSCRIBED AND SWORN to before me this _____ at _____, Philippines, affiant personally appeared before me and exhibited to me his Passport Number P8626994A issued on September 6, 2018 expiring on September 5, 2028.

Doc. No. 182 ;
Page No. 38 ;
Book No. 322 ;
Series of 2024.



ATTY. RAYMOND A. RAMUS
COMMISSION NO. M-77
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31 2024
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SC Roll No. 62179/04 26 2013
IBP NO. 374750/12 26 2023/Pasig City
PTR NO. MKT 10074525/01-02-2024/Makati City
MCLE Compliance No. VII-0020180/04-14-2025

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **SERGIO R. ORTIZ-LUIS, JR.**, of legal age, Filipino, and a resident of 2002E Skyland Condominium Gil Puyat Avenue, Brgy. San Antonio, Makati City, Metro Manila, Philippines, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of **EMPIRE EAST LAND HOLDINGS, INC.** (the "**Company**"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig City, Metro Manila, Philippines, and have been its independent director since 21 June 2022.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
MREIT, Inc.	Independent Director	2021 - Present
Employers Confederation of the Philippines (ECOP)	President	2011-Present
Philippine Exporters Confederation Inc. (PHILEXPORT)	President and CEO	1991 - Present
Philippine Estate Corporation	Director	2011-Present
BA Securities	Director	2012 - Present
Philippine Chamber of Commerce and Industry (PCCI)	Honorary Chairman & Treasurer	2012 - Present
Export Development Council	Vice-Chairman	1994 – Present
Waterfront Philippines, Inc.	Director	1995 – Present
Manila Exposition Complex, Inc.	Director	2006 – Present
Forum Pacific, Inc.	Independent Director	2013 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the Company, as provided for in Section 38 of the Securities Regulation Code ("**SRC**"), its Implementing Rules and Regulations ("**IRR**"), and other issuances of the Securities and Exchange Commission ("**SEC**").

4. To the best of my knowledge, I am not related in any capacity or degree to any director, officer, or substantial shareholder of the Company, any of its related companies, or any of its substantial shareholders.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the SRC and its IRR, the Code of Corporate Governance for Publicly Listed Companies, and other SEC issuances.

7. I shall inform the Corporate Secretary of the Company of any changes in the above-mentioned information within five (5) days from its occurrence.

[Signature page follows.]

25 APR 2024

Done, this _____ at MAKATI CITY, Philippines.


SERGIO R. ORTIZ-LUIS, JR.

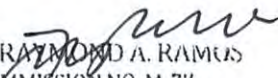
25 APR 2024

Affiant

MAKATI CITY

SUBSCRIBED AND SWORN to before me this _____ at _____, Philippines,
affiant personally appeared before me and exhibited to me his Passport Number P5889673B issued
on December 2, 2020 expiring on December 1, 2030.

Doc. No. 183;
Page No. 38;
Book No. 322;
Series of 2024.


ATTY RAYMOND A. RAMOS
COMMISSION NO M-77
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31 2024
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SC Roll No. 62179/04 26 2013
IBP NO. 374750/12 26 2023/Pasig City
PTR NO. MKT 10074525/01-02-2024/Makati City
MCLE Compliance No VII-0020180/04-14 2025

MINUTES OF THE 2023 ANNUAL STOCKHOLDERS’ MEETING

Draft only; For approval in the next stockholders' meeting.

EMPIRE EAST LAND HOLDINGS, INC.
MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS

06 June 2023 / 9:00 a.m.

Conducted virtually via <https://www.empire-east.com/asm2023>

Total Number of Shares Present	Total Number of Outstanding and Voting Shares as of Record Date	Percentage of Total
12,202,720,222	14,676,199,167	83.15%

Directors Present:

Andrew L. Tan	-	Chairman
Anthony Charlemagne C. Yu	-	Director and President
Evelyn G. Cacho	-	Director
Enrique Santos L. Sy	-	Director
Kevin Andrew L. Tan	-	Director
Cresencio P. Aquino	-	Lead Independent Director
Sergio R. Ortiz-Luis, Jr.	-	Independent Director

Also Present:

Dennis E. Edaño	-	Corporate Secretary / Presiding Officer
Celeste Z. Sioson-Bumatay	-	Assistant Corporate Secretary
Jhoanna Lyndelou T. Llagá	-	Senior Vice President for Marketing
Amiel Victor A. Asuncion	-	Senior Assistant Vice President for Human Resources
Franemil T. Ramos	-	First Vice President for Management Information System
Kim Camille B. Manansala	-	Senior Assistant Vice President for Audit and Management Services
Arminius M. Madridejos	-	First Vice President for Property Development
Andy Dela Cruz	-	Investor Relations Officer
Renan Piamonte	-	External Auditor, Punogbayan & Araullo
Jhoana Marie Bartolome	-	External Auditor, Punogbayan & Araullo
Leonardo Cuaresma	-	External Auditor, Punogbayan & Araullo
Romualdo Murcia III	-	External Auditor, Punogbayan & Araullo
Rugie Ann Bentulan	-	External Auditor, Punogbayan & Araullo
Kim Elizabeth Maxwell	-	Stock Transfer Agent, BDO Trust and Investments Group

I. CALL TO ORDER

Atty. Dennis E. Edaño, the Corporate Secretary, who was requested to act as Presiding Officer, called the meeting to order at 9:00 a.m. and presided over the meeting. The Assistant Corporate Secretary, Atty. Celeste Z. Sioson Bumatay, recorded the proceedings of the meeting.

II. PROOF OF NOTICE AND DETERMINATION OF QUORUM

The Presiding Officer stated that the Management of the Company decided to hold this year's Annual Stockholders' Meeting (the "Meeting") by remote communication pursuant to the Amended By-Laws and the Revised Corporation Code, and for consistency with minimum public health standards. This notwithstanding, Management has adopted measures to afford the stockholders the opportunity to participate in the Meeting as effectively as a physical meeting.

Draft only; For approval in the next stockholders' meeting.

The Assistant Corporate Secretary certified that all stockholders of record as of 05 May 2023 have been notified of the Meeting pursuant to the Company's Amended By-Laws and applicable SEC Circulars. Copies of the Notice of the Annual Meeting, the Agenda, and the Definitive Information Statement were made available through the Company's website and the PSE Electronic Disclosure Generation Technology or PSE EDGE. The Notice of the Annual Meeting was also published in the Philippine Daily Inquirer and the Philippine Star on 15 and 16 May 2023. She also certified that there exists a quorum to transact the business in the agenda for Meeting, there being present in person or represented by proxy stockholders holding 83.15% of the entire subscribed and outstanding capital stock of the Company.

The Assistant Corporate Secretary then explained the Procedures for *Registration, Voting and Participation* in the Meeting which were contained in the Definitive Information Statement and implemented as follows:

1. Stockholders signifying their intention to participate by remote communication have registered by submitting the requirements by email to the Corporate Secretary;
2. Stockholders who have registered have sent their questions and/or comments prior to the meeting through email at corporatesecretary@empire-east.com until 5:00pm of 22 May 2023. Some questions or comments received would be taken up after the election of directors; and
3. The resolutions proposed to be adopted at the Meeting will be shown on the screen
4. Stockholders who have duly registered to participate by remote communication have cast their votes by proxy or in absentia by sending their accomplished ballots by email to the Corporate Secretary until 5:00pm of May 22, 2023; and
5. The Office of the Corporate Secretary has tabulated all valid and confirmed votes cast through electronic mail, together with the votes through proxies, and the voting results will be announced during the meeting and reflected in the minutes of the meeting.

III. APPROVAL OF MINUTES OF THE PREVIOUS ANNUAL MEETING

The Presiding Officer then proceeded with the approval of the minutes of the Annual Stockholders' Meeting held on 21 June 2022, and informed the stockholders that a copy of the minutes of the 2022 Annual Stockholders' Meeting was made available through the Company website and attached to the Definitive Information Statement.

The Assistant Corporate Secretary announced that 100% of the voting shares represented in the Meeting have voted in favor of the approval of the minutes of the Annual Stockholders' Meeting held on 21 June 2022.

IV. ANNUAL REPORT OF THE MANAGEMENT

The President, Mr. Anthony Charlemagne C. Yu, delivered the Management's Message to the Stockholders, as follows:

Three years into the pandemic, Empire East remains steadfast in our vision of raising the standard of innovative city living in 2022. We have emerged victorious amid countless challenges. And we applaud our workforce who tirelessly uphold excellence that we are known for even during the most

difficult times.

2022 is the year of accelerated growth for your Company. Recovering from the effects of the pandemic and gradually reopening and returning to normal, we look back to what then seemed insurmountable setbacks, but we triumphantly adapted to the evolving business landscape, setting your Company to grow to new heights.

Empire East focused on driving forward and implementing technological innovations to thrive while considering the fast-changing market behavior, preferences, and priorities. We developed digital tools and online platforms in 2022 with our three Ps: People, Product, and Process. An approach we designed based on our transmutation plans from previous years, prioritizing critical touch points in the home-buying process. We seamlessly blended office, online as well as offline transactions, to provide faster and more reliable outcomes, making processes easier for home-buyers and the Empire East team.

The top concern of Empire East is tailoring its process to its stakeholders' needs. Customer preferences for home buying changed dramatically because of the pandemic. From face-to-face transactions, it pivoted to the digital sphere with lesser physical contact for safety. Leveraging this opportunity, we developed the Empire East Highland City walk-through app - an immersive app for our upcoming township in the east of Metro Manila. It offers a fresh perspective on how real estate developers present their products safely and conveniently. This innovation enabled our stakeholders to experience the township's features while the construction site is still under development. For those clients who prefer a face-to-face meeting, we have opened our showrooms to bring back the personalized connection of service towards home-buyers.

Our portfolio is continuously expanding due to the progressing demands of Filipinos aspiring to own a home. With that, we have launched more fresh inventories for Empire East Highland City, unveiling the second phase called "Bellara", after the four towers in the first phase, "Arcadia", have been completely sold out. We have also topped off Mango Tree Residences, alongside several towers of other Empire East developments that will soon be ready for occupancy. We have additionally launched a food park on the Empire East Highland grounds, where we serve a variety of cuisines to suit the taste preferences of people coming by.

This year, we also focus on the efficiency of our processes, by creating solutions that improve the convenience of our clients. One of the innovations we developed was the "Ask About Your Home" or AAYH, which enables homeowners and buyers to submit a ticket detailing their queries. A dedicated team responds to each query promptly.

The improvement of our process efficiency is also directly linked to our thrust in prioritizing people. We made sure that our employees were able to work productively as a result of a healthy work-life balance. Despite being amidst a global pandemic, we've initiated online gatherings and events to help them form very strong ties with their co-workers. As a result, Empire East could work cohesively as a team because we prioritize the people who made these ideas possible.

Even before the term "sustainability" was coined in the corporate setup, your Company has long been a pioneer in promoting sustainable practices in our business. From transit-oriented homes that help lessen the carbon footprint, utilization of renewable energy sources in our communities, waste management and recycling, environmental-friendly construction methods up to being paperless in our transactions that eventually led to the 100% digitalization of our processes, Empire East is always been at the forefront of sustainability.

Our corporate social responsibility programs under the "Empire East Cares", have been aligned with some of the key sustainable development goals of the United Nations. Our CSR initiatives over the past years, which aim to alleviate poverty and hunger, promote good health and well-being, provide

Draft only; For approval in the next stockholders' meeting.

sustainable community among others, are encapsulated in the DNA of Empire East even before other corporate entities started embracing sustainability.

As we tread our path to our 30th year in the real estate industry we should strive not only in bringing innovative city living to raise standards, but also in redefining authenticity in home buying and lifestyle. We will continue our mission of accentuating cityscapes in and beyond Metro Manila.

For our home-buyers, we aim to build not just a home, but a whole community that is not only affordably luxurious, but more importantly, positively impacts health and well-being through sustainable design and management. We have you, first and foremost, in mind as we move forward and design future homes and innovations.

To our stockholders and investors, we ensure that Empire East is backed by a strong team with sustainable plans and programs for the future. We hope for your continued trust that we will deliver quality homes and serve home buyers efficiently.

To our employees, we thank you for investing your knowledge and skills to fuel our innovations and projects to build homes, improve lives, promote green communities, and generate positive impacts across cities. I hope you will continue to be with us as we aim to achieve more towards the third decade in the business. Let us continue to reimagine the future together and raise the standard of our innovative city living. Thank you for your trust and support to the group. Good day.

V. APPOINTMENT OF EXTERNAL AUDITORS

The Presiding Officer informed the stockholders that the Board of Directors, upon recommendation of the Audit Committee, has approved the engagement of Punongbayan and Araullo as the Company's external auditors for the year ending December 31, 2023. The engagement of Punongbayan and Araullo as the Company's external auditors for the year ending December 31, 2023 was then submitted to the stockholders, for their consideration.

The Assistant Corporate Secretary certified that 100% of the voting shares represented in the Meeting have voted in favor of the engagement of Punongbayan & Araullo as external auditors for the year ending 31 December 2023.

VI. RATIFICATION OF ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES AND MANAGEMENT

The Presiding Officer then stated that the next item in the agenda is the ratification of all acts and resolutions of the Board of Directors, Board Committees and Management since the date of last year's Annual Stockholders' Meeting held on 21 June 2022 and until 05 June 2023. A list of such acts was provided in the Definitive Information Statement distributed to the stockholders.

The Assistant Corporate Secretary certified that 100% of the voting shares represented in the Meeting have voted in favor of the resolution.

VII. ELECTION OF DIRECTORS

The Presiding Officer informed the stockholders that the Company shall be electing seven (7) directors, at least two of whom shall be independent directors pursuant to the Securities and Regulation Code and the Revised Manual of Corporate Governance.

On behalf of the Corporate Governance Committee, Atty. Amiel Victor A. Asuncion presented the Final List of Nominees to the Board of Directors, namely: Dr. Andrew L. Tan, Mr. Anthony Charlemagne C. Yu, Mr. Kevin Andrew L. Tan, Mrs. Evelyn G. Cacho and Mr. Enrique Santos L. Sy for

regular directors, and Mr. Cresencio P. Aquino and Mr. Sergio R. Ortiz-Luis Jr. for independent directors. Furthermore, Atty. Asuncion reported that the nominees for election as directors of the Company possess all the qualifications and none of the disqualifications to hold office as directors of the Company.

The Assistant Corporate Secretary presented the voting results and certified that each of the nominees have garnered 99.98% of the voting shares represented in the Meeting. Since there were only seven (7) nominees to the Board and considering the absence of objections, all of the seven (7) nominees were elected to the Board of Directors.

VIII. OTHER MATTERS/OPEN FORUM

The Presiding Officer requested the Corporate Information Officer, Ms. Evelyn G. Cacho, to read the questions that were sent by the stockholders. The President, Mr. Anthony Charlemagne C. Yu, answered the questions. Below is a summary of the questions and the corresponding answers that were given:

Question: It is commendable that your new developments such as Empire East Highland City will highlight sustainable and eco-friendly features. How about your past residential projects, are there already measures in place that promote being mindful to the environment?

Answer: We have always been conscious of this aspect not only in our upcoming developments, but also in all our existing communities. Thanks to our property management teams in partnership with the Condominium Corporations and Homeowners Association, there are already a number of environment-friendly initiatives in place. Across all projects, old or new, proper waste management and recycling are strictly implemented. Some of our developments already incorporated a rainwater recycling system. While some of our condominiums and subdivisions have converted lights in common areas and street lamps into ones utilizing solar power.

In our first flagship project, the Laguna Bel Air, shuttle services transporting residents around the subdivision are now solar and electric powered, eradicating harmful gas emissions. For transit-oriented developments like San Lorenzo Place and Pioneer Woodlands, which are directly connected to MRT stations, among our other transport-oriented developments, ridership in these mass transit systems among residents is remarkable, signifying the appreciation of the transport-oriented development lifestyle that reduces carbon footprint in the city.

All these past, present, and future projects have incorporated and will incorporate sustainable and ecofriendly features in order to promote the protection of our environment. And we'll continue to think of green initiatives in all our other developments and we are proud that our communities and our projects have become truly mindful and caring for the environment.

Question: Based on a recent data released by the Bangko Sentral ng Pilipinas, prices of condominiums across the country increased by an average of 19.2% during the 3rd quarter of 2022 per year-on-year basis. Can we possibly see such upward trajectory this year for condominium prices?

Answer: That data that you're referring to clearly indicates that the real estate industry as a whole is positively recovering from the impact of the pandemic. We are optimistic that this trend will continue at a pace that will be more competitive yet realistic.

The significant price increase among condominium property deals is possibly a result of

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two years of major developers holding back from adjusting their schedules of price increases. However, with the improved market situation now, the prices are realigned to its true market value.

We should also note that the Bangko Sentral ng Pilipinas kept its policy rate unchanged in May. The first since the Central Bank unleashed aggressive rate hikes last year to combat inflation. After the Monetary Board convened, the Bangko Sentral ng Pilipinas maintained interest rates at 6.25%. This proved to be a change of pace for the Central Bank, which began tightening its monetary policy in May last year. Be assured that whatever comes, your Company, Empire East, will be watching the trends very closely, and will maximize all the opportunities to benefit from any market value appreciation of properties; without however, losing sight of the fact that we are the developer of affordable luxury housing units.

Question: I have 3 related questions for you. First, how do you assess the stability of your Company? Second, how much did you spend on construction in 2022 and 2021? How much is your estimated capital expenditure (CAPEX) for 2023? Did the Company avail of new loans in 2022? And third, how much are your reservation sales for 2022 compared with the previous year?

Answer: Let me address your first question: stability. Empire East is a very stable and strong company. Your Company has assets worth 47.28 billion as of December 30, 2022. Your Company has 6.9 billion trade receivables, which are expected to be collected in due time based on the terms of payment. We have about 426 hectares of properties in our land bank. And the Company is still open to opportunities to acquire properties. With such an inventory, we can ensure that the Company has sufficient projects for development for the next five to seven years. Of course, the company is also majority owned by Megaworld, the country's leading developer of high-end residential and office projects, which in turn is owned by the conglomerate Alliance Global Incorporated.

As to your second question: CAPEX, the Company spent 3 billion on construction in 2022 and 2021. It allocates now 25 billion for the next five years in construction and development. The Company is simultaneously constructing 10 towers as of December 31, 2022. And it is expected to finish three more towers in the remaining months of 2023.

And did we avail of any loan? No, we did not avail of any new loans in 2022.

Now your third question is about reservation sales. In 2022, reservation sales of Empire East amounted to over 17 billion pesos. It registered an increase of 69.01% year-on-year against the 10.07 billion in 2021. With all these figures as well as the many years that your Company has been at the forefront of innovative developments of affordable luxury units, we can be assured that Empire East is a very stable and a very strong company..

Question: What are your thoughts on the ongoing tensions between China, Taiwan, and the United States? Will it create any impact on the Philippine economy, the real estate industry, and the business of Empire East?

Answer: Well, that is really beyond the ambit of my expertise as a corporate officer. However, let me say that any concerns related to peace and order will undeniably have a direct or indirect impact on the economic activities of the countries involved, including nations like the Philippines with close proximity and close ties with all the entities involved.

We hope and pray that the conflict will not escalate any further and that all the parties would find the appropriate diplomatic solutions. There are selected projects at Empire

Draft only; For approval in the next stockholders' meeting.

East with investors from all the parties that you mentioned, and it is really our wish that the tension would subside in our area of the world.

Question: After almost one year in the office, how do you assess the Marcos administration from a real estate perspective?

Answer: I will respond to your question purely from the perspective of what we do as a corporate entity. I think there are three criteria on how we should assess any administration relative to the Philippine real estate industry. One infrastructure, second, the housing program, and third, the economy as a whole.

It is good to know that the administration intends to continue the Build, Build, Build agenda, now calling it Build Better More. Highways, bridges, mass transit systems, hospitals, schools, airports and more, if done properly, are infrastructure projects that will ease the lives of Filipino people and further drive the growth of the economy. Such infrastructures will result to an appreciation of real estate market values, which is healthy for the industry.

The challenge now, of course, for private developers like Empire East, is to be a forward thinker, and that's what exactly we did at Empire East Highland City. Years back, we anticipated the then-proposed LRT2 East extension, which is now operational. And the upcoming MRT Line 4, which will also be linked to the Metro Manila Subway, which are all within close proximity to our township and will benefit our future homeowners and residents in Empire East Highland City.

Now when it comes to housing, we will always applaud any administration that is aggressive in its approach to building and delivering socialized housing units to the Filipino people. There is a very ambitious commitment to build at least 1,000,000 housing units annually.

And the administration is even considering to build high-rise residences for this underserved sector of the society. Such bold moves will respond to one of the most basic needs of our countrymen: housing. And they will create more jobs, more developments, more opportunities that will impact the real estate industry as a whole.

Lastly, so far as the economy is concerned, we are very happy to note that the Bangko Sentral ng Pilipinas has decided not to increase the rate, which only means that, there is a taming of the inflation figures. That is very good for the economy.

Question: Your company's digitalization efforts are highly commendable, improving the channels between homebuyers, employees and salespeople. With all the recent advancements in technologies, do you think that AI or Artificial Intelligence will eventually replace employees and salespeople in interacting with clients and buyers?

Answer: I would like to believe that our people are irreplaceable. While AI and other forms of digital technology can leverage our services and processes, what really differentiates our business from the other industries is the human element. That human element is what gives heart to our business, the heart to what we are doing, the heart to listen and to respond to the evolving demands of our buyers.

The heart to fully understand our market. Artificial intelligence will definitely be of great help to all our projects, to all our processes. And we welcome the utilization of these tools. But we firmly believe that our people are irreplaceable.

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IX. ADJOURNMENT

There being no other matters to be discussed, the Meeting was adjourned at 9:40 a.m.

CERTIFIED TRUE & CORRECT:

CELESTE Z. SIOSON-BUMATAY
Assistant Corporate Secretary

ATTESTED BY:

ANDREW L. TAN
Chairman

DENNIS E. EDAÑO
Presiding Officer and Corporate Secretary

Disclosure Requirements Under Section 49 of the Revised Corporation Code

List of Required Information	Reference Material
a) The minutes of the most recent regular meeting which shall include, among others:	
(1) A description of the voting and vote tabulation procedures used in the previous meeting	Please refer to the Minutes of the Annual Meeting of the Stockholders held on 06 June 2023 which may be viewed and/or downloaded at the website of the Corporation at https://www.empire-east.com/ , and attached to the Information Statement as Annex “D”.
(2) A description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given;	Please refer to the Minutes of the Annual Meeting of the Stockholders held on 06 June 2023 which may be viewed and/or downloaded at the website of the Corporation at https://www.empire-east.com/ , and attached to the Information Statement as Annex “D”.
(3) The matters discussed and resolutions reached;	Please refer to the Minutes of the Annual Meeting of the Stockholders held on 06 June 2023 which may be viewed and/or downloaded at the website of the Corporation at https://www.empire-east.com/ , and attached to the Information Statement as Annex “D”.
(4) A record of the voting results for each agenda item;	Please refer to the Minutes of the Annual Meeting of the Stockholders held on 06 June 2023 which may be viewed and/or downloaded at the website of the Corporation at https://www.empire-east.com/ , and attached to the Information Statement as Annex “D”.
(5) A list of the directors or trustees, officers and stockholders or members who attended the meeting;	Please refer to the Minutes of the Annual Meeting of the Stockholders held on 06 June 2023 which may be viewed and/or downloaded at the website of the Corporation at https://www.empire-east.com/ , and attached to the Information Statement as Annex “D”.
b) A members’ list for stock corporations, material information on the current stockholders, and their voting rights;	Please refer to the Part on Holders in the Company’s Management Report (pages 21-22).
c) A detailed, descriptive, balanced and comprehensible assessment of the corporation’s performance, which shall include information on any material change in the corporation’s business, strategy, and other affairs;	Please refer to the Part on Financial Information in the Company’s Management Report (pages 31-46).
d) A financial report for the preceding year, which shall include financial statements duly signed and certified in accordance with this Code and the rules the Commission may prescribe, a statement on the adequacy of the corporation’s internal controls or risk management systems, and a statement of all external audit and non-audit fees;	Please refer to the Audited Financial Statements for the fiscal year ended 31 December 2023 and Interim Consolidated Financial Statement as of 31 March 2024, which can be accessed at the website of the Corporation at https://www.empire-east.com/ , and attached hereto as Annexes “F” and “G”.
e) An explanation of the dividend policy and the fact of payment of dividends or the reasons for nonpayment thereof;	Please refer to Page 23 of this Information Statement.
f) Director or trustee profiles which shall include, among others, their qualifications and relevant	Please refer to Page 24-28 of this Information Statement.

experience, length of service in the corporation, trainings and continuing education attended, and their board representations in other corporations;	
g) A director or trustee attendance report, indicating the attendance of each director or trustee at each of the meetings of the board and its committees and in regular or special stockholder meetings;	Please refer to the Part on Board of Directors and Senior Management in the Company's Management Report (page 29).
h) Appraisals and performance reports for the board and the criteria and procedure for assessment;	Please refer to the Part on Corporate Governance in the Company's Management Report (page 30), as well as the Company's Revised Manual on Corporate Governance available at the website of the Corporation at https://www.empire-east.com/business/corporate-governance .
i) A director or trustee compensation report prepared in accordance with the Revised Corporation Code and the rules the Commission may prescribe;	Please refer to Part B, Item 6 Compensation of Directors and Executive Officers of the Information Statement (pages 12-13).
j) Director disclosures on self-dealings and related party transactions;	Please refer to Part B, Item 5 Board of Directors and Senior Management of the Information Statement (pages 11-12).
k) The profiles of directors nominated or seeking election or reelection.	Please refer to the Part on Board of Directors and Senior Management in the Company's Management Report (pages 24-28).

2023 AUDITED FINANCIAL STATEMENTS



Empire East

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

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

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

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

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

Punongbayan & Araullo, the independent auditors appointed by the stockholders, has audited the financial statements of the Group in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.

ANDREW L. TAN
Chairman of the Board

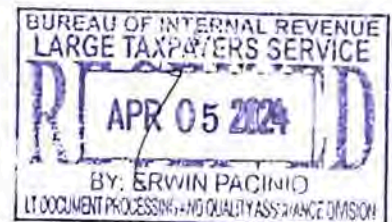
ANTHONY CHARLEMAGNE C. YU
Chief Executive Officer

LINO P. VICTORIOSO JR.
Chief Financial Officer

Signed this 23rd day of February, 2024.

Empire East Land Holdings, Inc.

2nd Floor Tower 2, Kasara Urban Resort Residences, P.E. Antonio St.,
Barangay Ugong, Pasig City 1604 Metro Manila, Philippines
Tel. 8867-8351/8554-4800



29 FEB 2024

SUBSCRIBED AND SWORN to me before this _____ of 2024 affiant exhibiting to me their Tax Identification Number (TIN) as follows:

Andrew L. Tan	125-960-003
Anthony Charlemagne C. Yu	132-173-451
Lino P. Victorioso Jr.	926-681-972

QUEZON CITY

Doc. No. 147
Page No. 30
Book No. XI
Series of 2024

ATTY. ~~ERWIN~~ PAQUIG, JR.
AMALFI
ISP O.R. No. 38417-1-2024 3,45427
PTR No. 9855119-1-2024 38417-1-2024 3841-838-000
MCLC Connection No. A-2024-04-15-2025
Address: Bagong Lipunan ng Grama, Q.C.

BUREAU OF INTERNAL REVENUE
LARGE TAXPAYERS SERVICE
APR 05 2024
BY ERWIN PAQUIG, JR.
DOCUMENT PROCESSING AND QUALITY ASSURANCE DIVISION



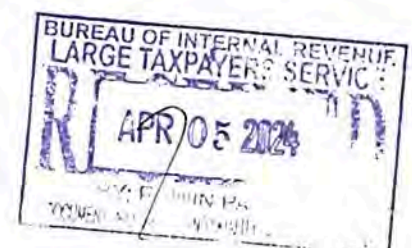
**P&A
Grant Thornton**

FOR SEC FILING

**Consolidated Financial Statements and
Independent Auditors' Report**

**Empire East Land Holdings, Inc.
and Subsidiaries**

December 31, 2023, 2022 and 2021



Report of Independent Auditors

**The Board of Directors and Stockholders
Empire East Land Holdings, Inc. and Subsidiaries
(A Subsidiary of Megaworld Corporation)**
2nd Floor, Kasara Urban Resort Residences Tower 2
P. Antonio St., Barangay Ugong
Pasig City 1604, Metro Manila

Opinion

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

In our opinion, the accompanying consolidated financial statements are presented fairly in all material respects, in accordance with Philippine Financial Reporting Standards (PFRS), as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission (SEC) and described in Note 2 to the consolidated financial statements.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 2 to the consolidated financial statements, which indicates that the consolidated financial statements have been prepared in accordance with PFRS, as modified by the financial reporting reliefs issued and approved by the SEC. The qualitative impact of the financial reporting reliefs on the consolidated financial statements are disclosed in Note 2 to the consolidated financial statements. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters are addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

(a) Revenue Recognition on Real Estate Sales and Determination of Related Costs of Real Estate Sales

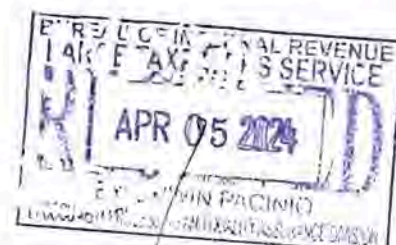
Description of the Matter

The Group's revenue recognition process, policies and procedures on real estate sales are significant to our audit because these involve the application of significant judgment and estimation. In addition, real estate sales amounted to P4.0 billion or 76.8% of consolidated Revenues and Income while costs of real estate sales amounted to P2.5 billion or 56.2% of consolidated Costs and Expenses for the year ended December 31, 2023. The areas affected by revenue recognition, which requires significant judgments and estimates, include determining when a contract will qualify for revenue recognition, and measuring the progress of the development of real estate projects which defines the amount of revenue to be recognized, while areas affected by the determination of related costs, which also require significant judgement and estimates, include determining the amount of actual costs incurred as cost of real estate sales. These areas were significant to our audit as an error in application of judgments and estimates could cause a material misstatement in the consolidated financial statements.

The Group's policies for revenue recognition on real estate sales and determination of costs of real estate sales are more fully described in Note 2 to the consolidated financial statements. The significant judgments applied, and estimates used by management related to revenue recognition and cost determination are more fully described in Note 3 to the consolidated financial statements. The breakdown of real estate sales and costs of real estate sales are also disclosed in Notes 19 and 20, respectively, to the consolidated financial statements.

How the Matter was Addressed in the Audit

We obtained an understanding of the revenue recognition policy regarding real estate sales transactions, and an understanding of the cost determination policy regarding the real estate inventories and expenditures, together with the significant business processes of the Group related to these policies.



Our procedures in testing the appropriateness and proper application of the Group's revenue recognition and cost determination policies and processes include understanding the policies and procedures applied to revenue recognition and cost determination, as well as compliance therewith, and assessment of the design and operating effectiveness of controls related to revenue recognition, employed by the Group, including relevant information technology (IT) general and application controls. We also performed tests of details to ascertain accuracy and occurrence of revenue recognized through examination of real estate sales contracts and other relevant supporting documents of the samples selected and performed overall analytical review of actual results.

As part of our review of compliance with revenue recognition criteria, we tested the reasonableness of management's judgment in determining the probability of collection of the consideration in a contract which involves a historical analysis of customer payment pattern and behaviour.

Relative to the Group's measurement of progress towards complete satisfaction of performance obligation using the input method, we have tested the progress reported for the year in reference to the actual costs incurred relative to the total budgeted project development costs. We have also performed physical inspection of selected projects under development to assess if the completion based on costs is not inconsistent with the physical completion of the project. In testing the reasonableness of budgetary estimates, we have ascertained the qualification of projects engineers who prepared the budgets and reviewed the actual performance of completed projects with reference to their budgeted costs.

On a sampling basis, we traced costs accumulated to supporting documents such as invoices and accomplishment reports from the contractors and official receipts. We have also recomputed for the reasonableness of capitalized borrowing costs of the Group that formed part of the real estate inventories.

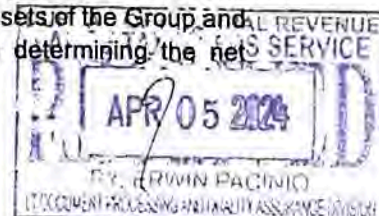
(b) Net Realizable Value of Real Estate Inventories

Description of the Matter

Real estate inventories consist of raw land and residential real estate projects under development or construction. As of December 31, 2023, real estate inventories amounted to P20.6 billion, which accounts for 41.7% of total consolidated assets of the Group. Inventory is measured at the lower of cost and net realizable value. The cost of inventory includes, among others, land, engineering and construction fees, professional fees directly attributable to the project, construction overheads and other directly related costs.

The Group assessed internally the net realizable value of the inventory and reduced the carrying amount when the net realizable value was lower than the cost. The net realizable value calculation is highly dependent on estimates like, among others, the estimated sales prices per square meter, the estimated remaining construction costs and the expected timing of sale of the units. The Group's management performed the valuation and assessed any possible write-downs on inventory for each project separately.

The net realizable value of real estate inventories was considered as a key audit matter due to the significance of the balance of inventories over the total consolidated assets of the Group and the involvement of significant estimates and management judgment in determining the net realizable value of inventories.



The Group's policy on accounting for real estate inventories is disclosed in Notes 2 and 3 to the consolidated financial statements and an analysis of the assets' components is presented in Note 7.

How the Matter was Addressed in the Audit

We have obtained an understanding and evaluated the net realizable value assessment process. We also examined whether real estate inventories are periodically assessed by the Group's management and the net realizable values are estimated based on accuracy and completeness of data. Additionally, we performed substantive audit procedures and tested in detail with the Group's management the net realizable value method applied and the key assumptions used. Moreover, we performed test of reasonableness on the assumption used and obtained supporting documents on the samples selected for the data inputs.

Other Information

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

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

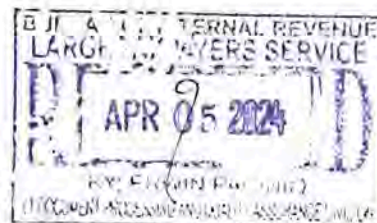
In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our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

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS, as modified by the application of the financial reporting reliefs issued and approved by the SEC, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

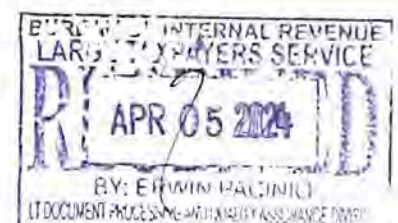


Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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



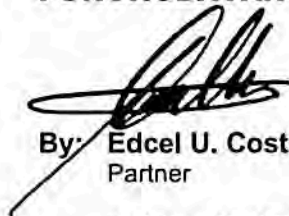
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

The engagement partner on the audits resulting in this independent auditors' report is Edcel U. Costales.

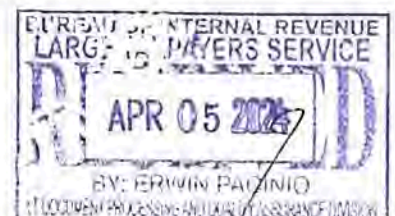
PUNONGBAYAN & ARAULLO



By: **Edcel U. Costales**
Partner

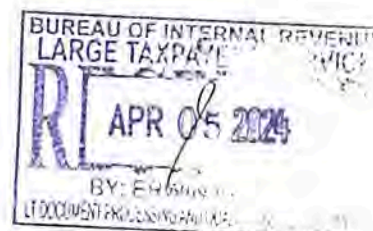
CPA Reg. No. 0134633
TIN 274-543-395
PTR No. 10076139, January 3, 2024, Makati City
SEC Group A Accreditation
Partner - No. 134633-SEC (until financial period 2026)
Firm - No. 0002 (until financial period 2024)
BIR AN 08-002551-045-2023 (until Jan. 24, 2026)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

February 23, 2024



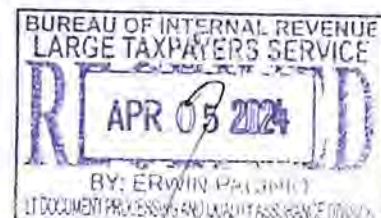
EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2023 AND 2022
(Amounts in Philippine Pesos)

	Notes	2023	2022
CURRENT ASSETS			
Cash and cash equivalents	5	P 3,717,469,500	P 3,437,787,004
Trade and other receivables - net	6	9,697,626,445	8,920,677,740
Contract assets	19	2,534,011,730	2,565,004,858
Advances to related parties	25	5,467,534,052	5,084,657,859
Real estate inventories	7	20,625,100,501	21,105,557,021
Prepayments and other current assets		1,258,346,299	944,433,438
Total Current Assets		43,300,088,527	42,058,117,920
NON-CURRENT ASSETS			
Trade and other receivables	6	3,411,569,342	2,472,501,559
Contract assets	19	207,184,338	18,108,521
Financial asset at fair value through other comprehensive income (FVOCI)	8	1,270,128,000	1,339,940,000
Advances to landowners and joint ventures	9	242,894,346	241,655,890
Investment in an associate	10	279,875,774	279,750,572
Property and equipment - net	11	160,858,357	132,144,169
Intangible assets - net	12	34,262,307	117,822,235
Investment properties - net	13	587,082,411	615,100,960
Other non-current assets		5,190,893	5,190,893
Total Non-current Assets		6,199,045,768	5,222,214,799
TOTAL ASSETS		P 49,499,134,295	P 47,280,332,719



	Notes	2023	2022
<u>LIABILITIES AND EQUITY</u>			
CURRENT LIABILITIES			
Interest-bearing loans and borrowings	14	P 200,000,000	P 150,000,000
Trade and other payables	15	2,558,733,723	2,013,715,199
Customers' deposits	16	5,140,775,975	4,485,704,498
Advances from related parties	25	6,061,736,667	5,764,677,182
Contract liabilities	19	96,357,478	206,007,855
Other current liabilities	18	<u>1,042,240,285</u>	<u>891,723,295</u>
Total Current Liabilities		<u>15,099,844,128</u>	<u>13,511,828,029</u>
NON-CURRENT LIABILITIES			
Interest-bearing loans and borrowings	14, 33	650,000,000	850,000,000
Contract liabilities	19	160,409,459	102,847,590
Retirement benefit obligation	23	153,998,592	67,720,502
Deferred tax liabilities - net	24	<u>2,071,285,858</u>	<u>1,988,251,361</u>
Total Non-current Liabilities		<u>3,035,693,909</u>	<u>3,008,819,453</u>
Total Liabilities		<u>18,135,538,037</u>	<u>16,520,647,482</u>
EQUITY			
Attributable to the Parent Company's stockholders			
Capital stock	26	14,803,455,238	14,803,455,238
Additional paid-in capital	26	4,307,887,996	4,307,887,996
Treasury stock - at cost	26	(102,106,658)	(102,106,658)
Revaluation reserves	26	547,624,726	701,654,277
Other reserves	2	(292,118,243)	(292,118,243)
Retained earnings	26	<u>9,314,581,026</u>	<u>8,548,796,655</u>
Total equity attributable to the Parent Company's stockholders		28,579,324,085	27,967,569,265
Non-controlling interests		<u>2,784,272,173</u>	<u>2,792,115,972</u>
Total Equity		<u>31,363,596,258</u>	<u>30,759,685,237</u>
TOTAL LIABILITIES AND EQUITY		<u>P 49,499,134,295</u>	<u>P 47,280,332,719</u>

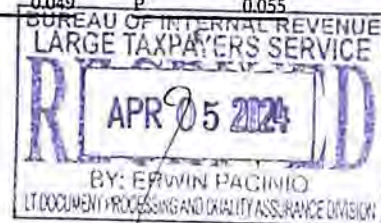
See Notes to Consolidated Financial Statements.



EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022 AND 2021
(Amounts in Philippine Pesos)

	Notes	2023	2022	2021
REVENUES AND INCOME				
Real estate sales	19	P 3,997,538,269	P 3,799,965,640	P 3,622,807,512
Finance income	22	587,439,873	491,376,516	409,859,311
Rental income	13, 28	107,466,532	89,620,201	82,369,787
Commission income	25	37,121,681	29,635,160	45,075,231
Equity share in net earnings of an associate	10	125,202	194,160	4,074,172
Other income	21	473,439,890	296,275,168	370,652,690
		<u>5,203,131,447</u>	<u>4,707,066,845</u>	<u>4,534,838,703</u>
COSTS AND EXPENSES				
Cost of real estate sales	20	2,497,388,384	2,228,021,015	2,228,701,691
Salaries and employee benefits	23	431,102,206	398,502,593	410,112,022
Finance costs	22	391,092,973	398,806,384	367,358,500
Commissions	19	224,455,776	237,653,397	237,184,791
Association dues		141,761,997	72,107,916	62,223,314
Taxes and licenses	13	89,199,114	68,696,660	142,700,549
Travel and transportation		82,738,992	65,475,732	43,151,070
Advertising and promotion		71,299,910	112,144,138	186,757,740
Depreciation and amortization	11, 12, 13	61,679,519	46,836,096	69,477,080
Other expenses	13, 21	234,472,848	122,241,931	169,794,068
Tax expense (income)	24	219,999,156	241,204,860	(179,711,192)
		<u>4,445,190,875</u>	<u>3,991,690,722</u>	<u>3,737,749,633</u>
NET PROFIT		<u>757,940,572</u>	<u>715,376,123</u>	<u>797,089,070</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently through profit or loss:				
Remeasurements on retirement benefit	23	(112,290,070)	53,225,333	42,317,621
Tax income (expense)	24	28,072,519	(13,306,334)	(2,347,227)
Fair value gains (losses) on financial assets at FVOCI	8	(69,812,000)	11,260,000	135,120,000
		<u>(154,029,551)</u>	<u>51,178,999</u>	<u>175,090,394</u>
TOTAL COMPREHENSIVE INCOME		<u>P 603,911,021</u>	<u>P 766,555,122</u>	<u>P 972,179,464</u>
Net profit (loss) attributable to:				
Parent company's shareholders		P 765,784,371	P 720,214,688	P 805,765,516
Non-controlling interest		(7,843,799)	(4,838,565)	(8,676,446)
		<u>P 757,940,572</u>	<u>P 715,376,123</u>	<u>P 797,089,070</u>
Total comprehensive income (loss) attributable to:				
Parent company's shareholders		P 611,754,820	P 771,393,687	P 980,855,910
Non-controlling interest		(7,843,799)	(4,838,565)	(8,676,446)
		<u>P 603,911,021</u>	<u>P 766,555,122</u>	<u>P 972,179,464</u>
EARNINGS PER SHARE - Basic and Diluted	27	P 0.052	P 0.049	P 0.055

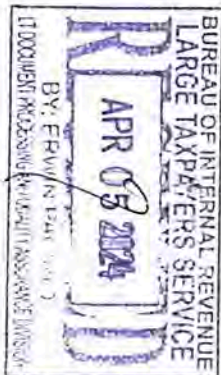
See Notes to Consolidated Financial Statements.



EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022, AND 2021
(Amounts in Philippine Pesos)

	Attributable to Parent Company's Shareholders						Total	Non-controlling Interests	Total
	Capital Stock <i>(see Note 26)</i>	Additional Paid-in Capital <i>(see Note 26)</i>	Treasury Stock <i>(see Note 26)</i>	Revaluation Reserves <i>(see Notes 8, 23 and 26)</i>	Other Reserves <i>(see Notes 2 and 26)</i>	Retained Earnings <i>(see Note 26)</i>			
Balance at January 1, 2023	P 14,803,455,238	P 4,307,887,996	(P 102,106,658)	P 701,654,277	(P 292,118,243)	P 8,548,796,655	P 27,967,569,265	P 2,792,115,972	P 30,759,685,237
Total comprehensive income (loss) for the year	-	-	-	(154,029,551)	-	765,784,371	611,754,820	(7,843,799)	603,911,021
Balance at December 31, 2023	<u>P 14,803,455,238</u>	<u>P 4,307,887,996</u>	<u>(P 102,106,658)</u>	<u>P 547,624,726</u>	<u>(P 292,118,243)</u>	<u>P 9,314,581,026</u>	<u>P 28,579,324,085</u>	<u>P 2,784,272,173</u>	<u>P 31,363,596,258</u>
Balance at January 1, 2022	P 14,803,455,238	P 4,307,887,996	(P 102,106,658)	P 650,475,278	(P 292,118,243)	P 7,828,581,967	P 27,196,175,578	P 2,796,954,537	P 29,993,130,115
Total comprehensive income (loss) for the year	-	-	-	51,178,999	-	720,214,688	771,393,687	(4,838,565)	766,555,122
Balance at December 31, 2022	<u>P 14,803,455,238</u>	<u>P 4,307,887,996</u>	<u>(P 102,106,658)</u>	<u>P 701,654,277</u>	<u>(P 292,118,243)</u>	<u>P 8,548,796,655</u>	<u>P 27,967,569,265</u>	<u>P 2,792,115,972</u>	<u>P 30,759,685,237</u>
Balance at January 1, 2021	P 14,803,455,238	P 4,307,887,996	(P 102,106,658)	P 475,160,800	(P 292,118,243)	P 7,023,040,535	P 26,215,319,668	P 2,805,630,983	P 29,020,950,651
Total comprehensive income (loss) for the year	-	-	-	175,090,394	-	805,765,516	980,855,910	(8,676,446)	972,179,464
Transfer of reserves to earnings	-	-	-	224,084	-	(224,084)	-	-	-
Balance at December 31, 2021	<u>P 14,803,455,238</u>	<u>P 4,307,887,996</u>	<u>(P 102,106,658)</u>	<u>P 650,475,278</u>	<u>(P 292,118,243)</u>	<u>P 7,828,581,967</u>	<u>P 27,196,175,578</u>	<u>P 2,796,954,537</u>	<u>P 29,993,130,115</u>

See Notes to Consolidated Financial Statements.



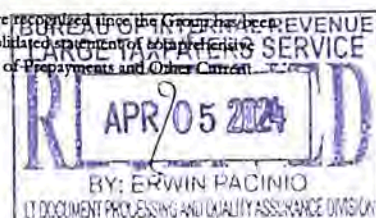
EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023, 2022 AND 2021
(Amounts in Philippine Pesos)

	Notes	2023	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		P 977,939,728	P 956,580,983	P 617,377,878
Adjustments for:				
Finance income	22	(587,439,873)	(491,376,516)	(409,859,311)
Finance costs	22	391,092,973	398,806,384	367,358,500
Gain on lease credits	17, 25	(106,091,000)	-	-
Impairment loss on goodwill	12	77,347,634	-	-
Depreciation and amortization	11, 12, 13	61,679,519	46,836,096	69,477,080
Equity share in net income of an associate	10	(125,202)	(194,160)	(4,074,172)
Gain on sale of property and equipment	11	-	(2,990,545)	(66,002)
Loss on retirement of property and equipment	11	-	-	47,388,165
Gain on write-off of retirement benefits		-	-	(7,781,159)
Gain on derecognition of lease liabilities	17	-	-	(4,119,620)
Operating profit before working capital changes		814,403,779	907,662,242	675,701,359
Increase in trade and other receivables		(1,572,900,204)	(533,075,583)	(1,065,070,492)
Decrease (increase) in contract assets		(158,082,689)	(530,165,133)	335,827,434
Decrease in real estate inventories		543,476,571	605,876,885	1,722,349,155
Increase in prepayments and other current assets		(250,484,915)	(137,735,794)	(91,853,560)
Increase in advances to				
landowners and joint ventures		(1,238,456)	(4,236,502)	(10,990,858)
Increase in trade and other payables		544,026,857	186,803,887	594,682,786
Increase (decrease) in contract liabilities		(52,088,508)	28,285,405	62,901,603
Increase (decrease) in customers' deposits		655,071,477	25,075,724	(686,323,234)
Increase (decrease) in other current liabilities		150,516,990	2,910,374	(41,840,217)
Decrease in retirement benefit obligation		(29,411,976)	(21,688,699)	(21,058,093)
Cash generated from operations		643,288,926	529,712,806	1,474,325,883
Interest received from receivables		22,589,169	39,312,613	28,313,297
Cash paid for income taxes		(108,892,140)	(144,228,994)	(156,881,044)
Net Cash From Operating Activities		556,985,955	424,796,425	1,345,758,136
CASH FLOWS FROM INVESTING ACTIVITIES				
Interest received from cash and cash equivalents	22	80,949,550	30,753,942	12,170,714
Cash advances granted to related parties	25	(41,858,557)	(49,432,432)	(52,397,867)
Acquisitions of property and equipment	11	(13,732,576)	(1,379,758)	(6,536,694)
Collections of advances to related parties	25	-	15,009,671	1,633,177
Acquisition of intangible assets	12	-	(7,405,722)	-
Proceeds from the sale of property and equipment	11	-	4,554,889	66,002
Net Cash From (Used in) Investing Activities		25,358,417	(7,899,410)	(45,064,668)
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments of interest-bearing loans and borrowings	14, 33	(150,000,000)	(250,000,000)	(933,333,352)
Interest paid	15, 33	(79,388,749)	(47,052,307)	(53,555,195)
Repayments of advances from related parties	25, 33	(73,278,886)	(71,474,023)	(62,633,982)
Proceeds from additional advances from related parties	25, 33	5,759	-	8,524,628
Proceeds from interest-bearing loans and borrowings	14, 33	-	-	1,000,000,000
Net Cash Used in Financing Activities		(302,661,876)	(368,526,330)	(40,997,901)
NET INCREASE IN CASH AND CASH EQUIVALENTS		279,682,496	48,370,685	1,259,695,567
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		3,437,787,004	3,389,416,319	2,129,720,752
CASH AND CASH EQUIVALENTS AT END OF YEAR		P 3,717,469,500	P 3,437,787,004	P 3,389,416,319

Supplemental Information on Non-cash Investing Activities -

In 2023, additional right-of-use assets amounting to P42.7 million was recognized (see Note 11). No lease liabilities were recognized in the 2023 consolidated statement of financial position. In 2022, additional right-of-use assets amounting to P106.1 million, which was presented as part of Other Income in the 2023 consolidated statement of financial position (see Notes 21 and 25). The outstanding balance of lease credits amounting to P63.4 million is presented as part of Prepayments and Other Current Assets in the 2023 consolidated statement of financial position.

See Notes to Consolidated Financial Statements.



EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022
(Amounts in Philippine Pesos)

1. CORPORATE INFORMATION

Empire East Land Holdings, Inc. (the Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on July 15, 1994, primarily to engage in the business of real estate development, mass community housing, townhouses, and row houses development. The Company is presently engaged in the development and marketing of mid-cost housing projects in the form of condominium communities, subdivision lots and house and lot packages, and commercial units to a limited extent. The Company also leases out commercial and industrial properties.

The shares of common stock of the Company are listed at the Philippine Stock Exchange (PSE).

1.1 Composition of the Group

As of December 31, 2023 and 2022, the Company holds ownership interests in the following entities:

<u>Subsidiaries/ Associates</u>	<u>Explanatory Notes</u>	<u>Percentage of Ownership</u>
Subsidiaries:		
Eastwood Property Holdings, Inc. (EPHI)	(a)	100.00%
Valle Verde Properties, Inc. (VVPI)	(b)	100.00%
Sherman Oak Holdings, Inc. (SOHI)	(b)	100.00%
Empire East Communities, Inc. (EECI)	(c)	100.00%
20 th Century Nylon Shirt Co., Inc. (20 th Century)	(d)	100.00%
Laguna BelAir Science School, Inc. (LBASSI)	(e)	72.50%
Sonoma Premier Land, Inc. (SPLI)	(b)	60.00%
Pacific Coast Megacity, Inc. (PCMI)	(f)	40.00%
Associate –		
Gilmore Property Marketing Associate, Inc. (GPMAT)	(b)	47.00%

Explanatory Notes:

- (a) Subsidiary incorporated to market real estate properties of the Group and other related parties.
- (b) Subsidiaries/associate incorporated in prior years but have not yet started commercial operations as of December 31, 2023.
- (c) Subsidiary incorporated in 2008 but ceased its operations as a marketing arm of real estate properties in 2014.
- (d) Subsidiary acquired in 2015 which is yet to resume its operations, which is primarily to manufacture, distribute, and buy and sell wearing apparel and its accessories such as zipper, buttons, etc.
- (e) Subsidiary primarily engaged in operating a school for primary and secondary education. In 2022, the subsidiary ceased its operations.
- (f) Subsidiary of the Company starting 2018 when the Company obtained de facto control over the entity and was accounted for under the pooling-of-interest method [see Note 3.1 (h)].

The registered office address, which is also the place of operations, of the Company and its subsidiaries and associates, except for EPHI, LBASSI, 20th Century and PCMI, is located at 2nd Floor Tower 2, Kasara Urban Resort Residences P. Antonio St., Brgy. Ugong, Pasig City.

Below is the summary of the registered office address of the other subsidiaries, which is also the place of their operation.

- (a) EPHI – #188 EC Information Center, E. Rodriguez Jr. Ave., Eastwood CyberPark City, Bagumbayan, Quezon City
- (b) LBASSI – Brgy. Don Jose, Sta. Rosa, Laguna
- (c) 20th Century – 632 Shaw Blvd. Highway Hills, Mandaluyong City
- (d) PCMI – 7th Floor, 1880 Building Eastwood City Cyberpark, 188 E. Rodriguez Jr. Ave. Bagumbayan, Quezon City

In prior years, the Company increased its ownership interest in VVPI and LBASSI, resulting in 100.00% and 72.50% ownership interest, respectively, over the respective subsidiaries. This resulted in the recognition of goodwill which amounted to P78.3 million as of December 31, 2023 and 2022 are shown as part of Intangible Assets – net account in the consolidated statements of financial position (see Note 12).

Megaworld Corporation (Megaworld or Parent Company) is the parent company of Empire East Land Holdings, Inc. and subsidiaries (the Group). Megaworld is presently engaged in property-related activities, such as, project design, construction and property management. Megaworld is 55.43% owned by Alliance Global Group, Inc. (AGI), the Company's Ultimate Parent Company. AGI is a holding company with diversified investments in food and beverage, real estate, tourism-entertainment and gaming and quick service restaurant businesses. The shares of common stock of both Megaworld and AGI are also listed at the PSE.

Megaworld's registered office address is located on 30th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City. AGI's registered office is located at 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City. These entities' registered office addresses are also their respective principal places of business.

1.2 Approval of the Consolidated Financial Statements

The consolidated financial statements of the Group as of and for the year ended December 31, 2023 (including the comparative consolidated financial statements as of December 31, 2022 and for the years ended December 31, 2022 and 2021) were authorized for issue by the Group's BOD on February 23, 2024.

2. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policy information that have been used in the preparation of these consolidated financial statements are summarized below and on the succeeding pages. The policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 *Basis of Preparation of Consolidated Financial Statements*

(a) *Statement of Compliance with Philippine Financial Reporting Standards*

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS), as modified by the application of the financial reporting reliefs issued and approved by the SEC in response to the COVID-19 pandemic. The financial reporting reliefs availed of by the Group are disclosed in detail below and on the succeeding pages. PFRS are adopted by the Financial and Sustainability Reporting Standards Council (FSRSC) from the pronouncements issued by the International Accounting Standards Board and approved by the Philippine Board of Accountancy.

The consolidated financial statements have been prepared using the measurement bases specified by PFRS, as modified by the application of the financial reporting reliefs issued and approved by the SEC in response to the COVID-19 pandemic, for each type of asset, liability, income, and expense. The measurement bases are more fully described in the accounting policies that follow.

(b) *SEC Financial Reporting Reliefs Availed by the Group*

The Group has availed of several financial reporting reliefs granted by the SEC relating to several implementation issues of PFRS 15, *Revenue from Contracts with Customers*, affecting the real estate industry under following Memorandum Circular (MC):

- MC No. 14-2018, *Philippine Interpretation Committee Question and Answer (PIC Q&A) No. 2018-12 Implementation Issues Affecting Real Estate Industry*
- MC No. 3-2019, *PIC Q&A Nos. 2018-12-H and 2018-14*
- MC No. 4-2020, *Deferment of the Implementation of IFRS Interpretations Committee (IFRIC) Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23, Borrowing Costs) for Real Estate Industry*
- MC 34-2020, *Deferral of PIC Q&A No. 2018-12 and IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23) for Real Estate Industry for another period of three years or until 2023*

MC No. 08-2021, *Amendment to SEC MC No. 14-2018, MC No. 03-2019, MC No. 04-2020, and MC No. 34-2020 to Clarify Transitory Provision*, provides real estate companies the accounting policy option of applying either the full retrospective approach or the modified retrospective approach when they apply the provisions of the PIC and IFRIC pronouncement.

Discussed on the succeeding pages are the financial reporting reliefs availed of by the Group, including the descriptions of the implementation issues and their qualitative impacts to the consolidated financial statements. The Group opted to avail the reliefs until the end of the deferment period as provided under the relevant MC.

- (i) IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23) for Real Estate Industry (deferred until December 31, 2023)

The IFRIC concluded that any inventory (work-in-progress) for unsold units under construction that the entity recognizes is not a qualifying asset, as the asset is ready for its intended sale in its current condition (i.e., the developer intends to sell the partially constructed units as soon as it finds suitable customers and, in signing a contract with a customer, will transfer control of any work-in-progress relating to that unit to the customer). Accordingly, no borrowing costs can be capitalized on such unsold real estate inventories.

Had the Group elected not to defer the IFRIC Agenda Decision, it would have the following impact in the consolidated financial statements:

- interest expense would have been higher;
- cost of real estate inventories would have been lower;
- total comprehensive income would have been lower;
- retained earnings would have been lower; and,
- the carrying amount of real estate inventories would have been lower.

- (ii) PIC Q&A No. 2018-12-D, *Concept of the Significant Financing Component in the Contract to Sell* and PIC Q&A No. 2020-04, *Addendum to PIC Q&A 2018-12-D: Significant Financing Component Arising from Mismatch between the Percentage of Completion and Schedule of Payments* (deferred until December 31, 2023)

PFRS 15 requires that in determining the transaction price, an entity shall adjust the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the parties to the contract (either explicitly or implicitly) provides the customer or the entity with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component.

There is no significant financing component if the difference between the promised consideration and the cash selling price of the good or service arises for reasons other than the provision of finance to either the customer or the entity, and the difference between those amounts is proportional to the reason for the difference. Further, the Group does not need to adjust the promised amount of consideration for the effects of a significant financing component if the entity expects, at contract inception that the timing difference of the receipt of full payment of the contract price and that of the completion of the project, are expected within one year and significant financing component is not expected to be significant.

Had the Group elected not to defer this provision of the standard, it would have an impact in the consolidated financial statements as there would have been a significant financing component when there is a difference between the percentage of completion (POC) of the real estate project and the right to the consideration based on the payment schedule stated in the contract. The Group would have recognized an interest income when the POC of the real estate project is greater than the right to the consideration and interest expense when lesser. Both interest income and expense will be calculated using the effective interest rate method.

This will impact the retained earnings, real estate sales, and profit or loss in the year of adoption and in comparative periods presented. Furthermore, these would have impacted the cash flows from operations and cash flows from financing activities for all years presented in case of a full retrospective approach. Should the Group elect to apply the modified retrospective approach as allowed by MC No. 2021-08, this will impact the opening retained earnings in the year of adoption.

(c) *Presentation of Consolidated Financial Statements*

The consolidated financial statements are presented in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Group presents all items of income, expenses, and other comprehensive income or loss in a single consolidated statement of comprehensive income.

The Group presents a third consolidated statement of financial position as at the beginning of the preceding period when it applies an accounting policy retrospectively or makes a retrospective restatement or reclassification of items that have material effect on the information in the consolidated statement of financial position at the beginning of the preceding period. The related notes to the third consolidated statement of financial position are not required to be disclosed.

The Group changed its presentation of the cashflows resulting from Advances to Related Parties previously presented under the Cash Flows from Operating Activities section, to the Cashflows from Investing Activities section in the consolidated statements of cashflows. This did not have any impact on the Group's consolidated statements of financial position, consolidated statements of comprehensive income, and consolidated statements of changes in equity.

(d) *Functional and Presentation Currency*

These consolidated financial statements are presented in Philippine pesos, the functional and presentation currency of the Group, and all values represent absolute amounts except when otherwise indicated.

Items included in the consolidated financial statements of the Group are measured using the Group's functional currency. Functional currency is the currency of the primary economic environment in which the Group operates.

2.2 Adoption of New and Amended PFRS

(a) *Effective in 2023 that are Relevant to the Group*

The Group adopted for the first time the following amendments to existing standards, which are mandatorily effective for annual periods beginning on or after January 1, 2023:

PAS 1 and PFRS Practice Statement 2 (Amendments):	Presentation of Financial Statements – Disclosure of Accounting Policies
PAS 8 (Amendments)	: Definition of Accounting Estimates
PAS 12 (Amendments)	: Deferred Tax Related to Assets and Liabilities from a Single Transaction

Discussed below are the relevant information about these pronouncements.

- (i) PAS 1 and PFRS Practice Statement 2 (Amendments), *Presentation of Financial Statements – Disclosure of Accounting Policies*. The amendments replaced the requirement for entities to disclose their significant accounting policies with the requirement to disclose their material accounting policy information. The amendments also include guidance to help entities apply the definition of material in making decisions about accounting policy disclosures.

The amendments clarify that accounting policy information may be material because of its nature, even if the related amounts are immaterial, that accounting policy information is material if users of an entity's financial statements would need it to understand other material information in the financial statements and if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. The application of these amendments is reflected in the Group's consolidated financial statements under Notes 2 and 3.

- (ii) PAS 8 (Amendments), *Definition of Accounting Estimates*. The amendments introduced a new definition of accounting estimate which is a monetary amount in the consolidated financial statements that are subject to measurement uncertainty. It also clarifies that a change in accounting estimate that results from new information or new developments is not a correction of an error. In addition, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. The application of these amendments had no significant impact on the Group's consolidated financial statements.
- (iii) PAS 12 (Amendments), *Deferred Tax Related to Assets and Liabilities from a Single Transaction*. The amendments narrow the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognized in the consolidated financial statements (and interest expense) or to the related asset component (and interest expense). Management assessed that the application of such amendments had no significant impact on the Group's consolidated financial statements.

(b) *Effective in 2023 that is not Relevant to the Group*

Among the amendments to PFRS, which are mandatorily effective for annual periods beginning on or after January 1, 2023, the amendments to PAS 12, *International Tax Reform – Pillar Two Model Rules*, is not relevant to the Group's consolidated financial statements.

(c) *Effective Subsequent to 2023 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2023, which are adopted by the FSRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and none of these are expected to have significant impact on the Group's consolidated financial statements:

- (i) PAS 1 (Amendments), *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current* (effective from January 1, 2024)
- (ii) PAS 1 (Amendments), *Presentation of Financial Statements – Non-current Liabilities with Covenants* (effective from January 1, 2024)
- (iii) PAS 7 (Amendments), *Cash Flow Statements* and PFRS 7 (Amendments), *Financial Instruments: Disclosures – Supplier Finance Arrangements* (effective from January 1, 2024)
- (iv) PAS 21 (Amendments), *The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability* (effective from January 1, 2025)

2.3 Basis of Consolidation

The Group's consolidated financial statements comprise the accounts of the Parent Company, and its subsidiaries as enumerated in Note 1, after the elimination of material intercompany transactions.

The financial statements of subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting principles. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

Acquired subsidiaries are subject to either of the following relevant policies:

- (a) Business acquisitions of entities not under common control of a principal stockholder are accounted for using the acquisition method of accounting.
- (b) Business combinations arising from transfers of interests in entities that are under the common control of the principal stockholder are accounted for under the pooling-of-interests method. Transfers of assets between commonly-controlled entities are accounted for under historical cost accounting; hence, the assets and liabilities are reflected in the consolidated financial statements at carrying values and no adjustments are made to reflect fair values or recognize any new assets or liabilities, at the date of the combination that otherwise would have been done under the acquisition method.

Acquired investment in associate is subject to the purchase method.

2.4 *Financial Instruments*

(a) *Financial Assets*

Regular purchases and sales of financial assets are recognized on their trade date (i.e., the date that the Company commits to purchase or sell the asset).

(i) *Classification, Measurement and Reclassification of Financial Assets*

The Group's financial assets include financial assets at amortized cost and financial assets at fair value through other comprehensive income (FVOCI).

Financial Assets at Amortized Cost

Where the business model is to hold assets to collect contractual cash flows, the Group assesses whether the financial instruments' cash flows represent solely payments of principal and interest. In making this assessment, the Group considers whether the contractual cash flows are consistent with basic lending arrangements, i.e., interest includes only consideration for the time value of money, credit risk, or other basic lending risks and a profit margin. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with basic lending arrangements, the related financial asset is classified and measured at FVTPL.

The Group may irrevocably elect at initial recognition to classify a financial asset that meets the amortized cost criteria as at FVTPL if that designation eliminates or significantly reduces an accounting mismatch had the financial asset been measured at amortized cost.

Financial Assets at FVOCI

At initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate equity investments as at FVOCI; however, such designation is not permitted if the equity investment is held by the Group for trading or as mandatorily required to be classified as fair value through profit or loss (FVTPL). The Group has designated certain equity instrument at FVOCI on initial recognition.

(ii) *Impairment of Financial Assets*

The expected credit losses (ECL) on trade and other receivables and contract assets are estimated by applying the simplified approach using a provision matrix developed based on the Group's historical credit loss experience and credit information that are specific to the debtors, adjusted for general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. These assets are assessed for impairment on a collective basis based on shared credit risk characteristics.

The Group applies a general approach specifically, in relation to receivables from related parties. The maximum period over which ECL should be measured is the longest contractual period where an entity is exposed to credit risk. In the case of these receivables from related parties, which are repayable on demand, the contractual period is the very short period needed to transfer the cash once demanded. Management determines possible impairment based on the sufficiency of the related parties' highly liquid assets in order to repay the Group's receivables if demanded at the reporting date, taking into consideration the historical defaults of the related parties. If the Group cannot immediately collect its receivables, management considers the expected manner of recovery to measure ECL. If the recovery strategies indicate that the outstanding balance of advances to related parties can be collected, the ECL is limited to the effect of discounting the amount due over the period until cash is realized.

However, if the credit risk on a financial asset has not increased significantly since initial recognition, for debt instruments measured at amortized cost (except trade and other receivables where simplified approach is used) and at FVOCI, the Group measures and provides for credit losses that are expected to result from default events that are possible within 12 months after the end of the reporting period, except when there has been a significant increase in credit risk on the financial asset since initial recognition.

(b) Financial Liabilities

Financial liabilities include Interest-bearing Loans and Borrowings, Trade and Other Payables (except tax-related liabilities), Advances from Related Parties and Other Current Liabilities (excluding Miscellaneous). Refund liability is measured using the probability-weighted average amount approach similar to the expected value method under PFRS 15.

2.5 Real Estate Inventories

Costs of real estate inventories are assigned using specific identification of their individual costs.

The Group recognizes the effect of revisions in the total project cost estimates in the year in which these changes become known. Any impairment loss from a real estate inventory is charged to operations during the period in which the loss is determined.

Repossessed property arising from sales cancellation is recognized at cost. The difference between the carrying amount of the receivable or contract asset to be derecognized and the cost of the repossessed property is recognized in the consolidated statement of comprehensive income.

2.6 Property and Equipment

Property and equipment, except for land, are stated at cost less accumulated depreciation, amortization and any impairment losses. As the land has no finite useful life, its related carrying amount is not depreciated.

Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the assets as presented below. Leasehold improvements are amortized over the lease term or the estimated useful lives of the improvements, whichever is shorter.

Building and other improvements	5 to 25 years
Office furniture and equipment	3 to 5 years
Transportation equipment	5 years

2.7 Intangible Assets

Intangible assets include goodwill and acquired computer software license, which is capitalized on the basis of the costs incurred to acquire, install and service the specific software. Costs associated with maintaining computer software are expensed as incurred.

Capitalized costs of intangible assets are amortized on a straight-line basis over the estimated useful life (10 years) as the lives of these intangible assets are considered finite. Goodwill is classified as intangible asset with infinite life and, thus, not subject to amortization but requires an annual test for impairment. Goodwill is subsequently carried at cost less accumulated impairment losses.

2.8 Investment Properties

Properties held for lease under operating lease agreements, which comprise mainly of building and office and commercial units held for lease and a parcel of land held for capital appreciation, are classified as Investment Properties and carried at cost, net of accumulated depreciation and any impairment in value, except land for which is not subject to depreciation. Depreciation for building and office and commercial units classified as investment property is computed on a straight-line basis over the estimated useful life of 20 to 50 years.

2.9 Revenue and Expense Recognition

Revenue comprises revenue from sale of real properties, leasing activities and rendering of services.

The Group develops real properties such as house and lot and condominium units. The Group often enters into contracts to sell real properties as they are being developed. The significant judgment used in determining the timing of satisfaction of the Group's performance obligation with respect to its contracts to sell pre-completed real properties is disclosed in Note 3.1(b). Sales cancellations, which are accounted for as modification of contracts, are charged to profit or loss on the year of forfeiture.

The specific recognition criteria of various revenue streams of the Group are as follows:

- (a) *Real estate sales on pre-completed real estate properties* – Revenue from real estate sales is recognized over time proportionate to the progress of the development. The Group measures its progress based on actual costs incurred relative to the total expected costs to be incurred in completing the development. Revenue recognized from real estate sales is presented as part of Real Estate Sales account in the consolidated statement of comprehensive income.

- (b) *Real estate sales on completed real estate properties* – Revenue from real estate sales is recognized at point in time when the control over the real estate property is transferred to the buyer. Revenue recognized from real estate sales is presented as part of Real Estate Sales account in the consolidated statement of comprehensive income.

For tax reporting purposes, a modified basis of computing the taxable income for the year based on collections from sales is used by the Group.

- (c) *Marketing and management fees* – Revenue is recognized over time in the same amount to which the entity has the right of invoice to the customer. Any amounts remaining unbilled at the end of the reporting period are presented in the consolidated statement of financial position as receivables as only the passage of time is required before payment of these amounts will be due.
- (d) *Commission* – Revenue is recognized by the amount in which the Group has a right to invoice that corresponds directly with the value of services rendered to customers that are completed over time (i.e., end of each month).
- (e) *Tuition and miscellaneous fees* – Revenue is recognized over time over the corresponding school term.

Incremental costs of obtaining a contract to sell real property to customers are recognized as an asset and are subsequently amortized over the duration of the contract on the same basis as revenue from such contract is recognized. Other costs and expenses are recognized in profit or loss upon utilization of services or receipt of goods or at the date they are incurred. Finance costs are reported on an accrual basis except for capitalized borrowing costs.

The costs of real estate sales include the acquisition cost of the land and development costs incurred for the project (see Note 2.5).

Contract assets pertain to rights to consideration in exchange for goods or services that the Group has transferred to a customer that is conditioned on something other than passage of time. Under its contracts with customers, the Group will receive an unconditional right to payment for the total consideration upon the completion of the development of the property sold. Any rights to consideration recognized by the Group as it develops the property are presented as Contract Assets in the consolidated statement of financial position. Contract assets are subsequently tested for impairment in the same manner as the Group assesses impairment of its financial assets.

Any consideration received by the Group in excess of the amount for which the Group is entitled is presented as Contract Liabilities in the consolidated statement of financial position.

A contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

If the transaction does not yet qualify as sale, the deposit method is applied until all conditions for recording the sale are met. Pending the recognition of revenue on sale of real estate, consideration received from buyers is presented under the Customers' Deposits account in the liabilities section of the consolidated statement of financial position.

2.10 Direct Contract Cost

Commissions represent a certain percentage of contract price given to the real estate brokers and/or agents who handle the sales and marketing of the Group's residential and high-rise projects. Incremental costs of commission incurred to obtain contracts are capitalized and presented as Deferred commission presented under Prepayments and Other Current Assets in the consolidated statement of financial position (see Note 19.3). Commissions are charged to profit or loss proportionate to the progress of the project development and are presented as Commissions under Costs and Expenses section in the consolidated statement of comprehensive income.

2.11 Leases

The Group accounts for its leases as follows:

(a) Group as Lessee

Subsequent to initial recognition, the Group amortizes the right-of-use asset on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term which is 3 to 5 years.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term.

(b) Group as Lessor

The Group applies judgment in determining whether a lease contract is a finance or operating lease.

2.12 Impairment of Non-financial Assets

The Group's Investment in an Associate, Property and Equipment, Intangible Assets, Investment Properties, goodwill and other non-financial assets are tested for impairment. Goodwill is tested for impairment at least annually. All other individual assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

2.13 Employee Benefits

The Group provides post-employment benefits to employees through a defined benefit plan and defined contribution plans, and other employee benefits.

The Group's defined benefit post-employment plan covers all regular full-time employees. The pension plan is tax-qualified, noncontributory and administered by trustees.

The defined benefit obligation (DBO) is calculated annually by an independent actuary using the projected unit credit method.

2.14 Earnings Per Share

The Group does not have potentially dilutive shares outstanding; hence, the diluted earnings per share is equal to the basic earnings per share.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements in accordance with PFRS requires management to make judgments and estimates that affect amounts reported in the consolidated financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately vary from these estimates.

3.1 Critical Judgments in Applying Accounting Policies

In the process of applying the Group's accounting policies, management has made the judgments mentioned below and on the succeeding pages, apart from those involving estimation, which has the most significant effect on the amounts recognized in the consolidated financial statements:

(a) Determination of Lease Term of Contracts with Renewal and Termination Option

In determining the lease term, management considers all relevant factors and circumstances that create an economic incentive to exercise a renewal option or not exercise a termination option. Renewal options and/or periods after termination options are only included in the lease term if the lease is reasonably certain to be extended or not terminated and the renewal of the contract is not subject to mutual agreement of both parties.

The renewal and termination option for the lease of office space was not included as part of the lease term due to the provisions in its contract that require mutual agreement of both parties on the terms and agreements of the renewal and termination of the lease contract.

The lease term is reassessed if an option is actually exercised or not exercised or the Group becomes obliged to exercise or not exercise it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the Group.

(b) Evaluation of Timing of Satisfaction of Performance Obligations

(i) Real Estate Sales

The Group exercises significant judgment in determining whether each performance obligation to develop properties promised in its contracts with customers is satisfied over time or at a point in time. In making this judgment, the Group considers the factors enumerated below.

- any asset created or enhanced as the Group performs;
- the ability of the customer to control such asset as it is being created or enhanced;
- the timing of receipt and consumption of benefits by the customer; and,
- the Group's enforceable right for payment for performance completed to date.

The Group determines that its performance obligation for pre-completed real estate inventories is satisfied over time, while its performance obligation for completed real estate inventories is satisfied at a point in time, since it does not have an alternative use of the specific property sold as it is precluded by its contract from redirecting the use of the property for a different purpose. Further, the Group has rights over payment for development completed to date as the Group can choose to complete the development and enforce its rights to full payment under its contracts even if the customer defaults on amortization payments.

(ii) Marketing, Management Fees and Commission

The Group determines that its revenue from marketing, management fees and commission shall be recognized over time. In making its judgment, the Group considers the timing of receipt and consumption of benefits provided by the Group to the customers. The Group applies the practical expedient to recognize revenue at the amount to which it has a right to invoice, which corresponds directly to the value to the customer of the entity's performance completed to date i.e., generally when the customer has acknowledged the Group's right to invoice.

(iii) Tuition Fees

The Group determines that its revenue from tuition fees shall be recognized over time. In making its judgment, the Group considers the timing of receipt and consumption of benefits provided by the Group to the counterparties. The Group renders services without the need for reperformance of other companies. This demonstrates that the counterparties simultaneously receive and consume the benefits of the Group's rendering of services as it performs.

(c) Estimation of Collection Threshold for Revenue Recognition

The Group uses judgment in evaluating the probability of collection of contract price on real estate sales as a criterion for revenue recognition. The Group uses historical payment pattern of customers in establishing a percentage of collection threshold over which the Group determines that collection of total contract price is reasonably assured.

(d) Determination of ECL on Trade and Other Receivables, Contract Assets and Advances to Related Parties

The Group uses a provision matrix to calculate ECL for Trade Receivables, Contract Assets and other receivables. The provision rates are based on days past due for groups of various customer segments that have similar loss patterns (i.e., projects and customer type).

The provision matrix is based on the Group's historical observed default rates. The Group's management intends to regularly calibrate (i.e., on an annual basis) the matrix to consider the historical credit loss experience with forward-looking information (i.e., forecast economic conditions).

With respect to Advances to Related Parties and other related party receivables, the Group uses the liquidity approach as the receivables are collectible on demand.

Details about the ECL on the Group's Trade and Other Receivables, Contract Assets and Advances to Related Parties are disclosed in Note 29.2.

(e) *Distinction Among Investment Property and Owner-managed Properties*

The Group determines whether a property qualifies as investment property or property and equipment. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to the property but also to other assets used in the production or supply process while land held for future development are properties intended solely for future development and sale.

Some properties comprise a portion that is held to earn rental or for capital appreciation and another portion that is held for administrative purposes. If these portions can be sold separately (or leased out separately under finance lease), the Group accounts for the portions separately. If the portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgment.

Based on management's assessment, properties held for lease and for capital appreciation qualifies as investment property.

(f) *Distinction Between Real Estate Inventories and Investment Property*

Inventories comprise properties that are held for sale in the ordinary course of business. Meanwhile, investment properties comprise of land and buildings which are not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. The Group considers management's use over these assets in making its judgment.

(g) *Distinction Between Operating and Finance Leases*

The Group has entered into various lease agreements as either a lessor or lessee. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities.

Based on management's assessment, all of the Group's lease agreements are classified as operating leases.

Distinction between operating and finance leases is applicable only to lease agreements as a lessor. All leases entered into as a lessee, except for those qualified under the optional exemptions as provided by the standard, are required to be recognized on-balance sheet.

(h) *Consolidation of Entities in which the Group Holds 50% or Less*

Management considers that the Group has de facto control over PCMI even though it holds less than 50% of the ordinary shares and voting rights in that subsidiary. The Group considers its ability to exercise control over these entities through voting rights held by its subsidiaries or through interlocking directors.

(i) *Recognition of Provisions and Contingencies*

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the financial statements. Similarly, possible inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets; hence, are not recognized in the financial statements. On the other hand, any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset not exceeding the amount of the related provision.

Judgment is exercised by management to distinguish between provisions and contingencies. Disclosures on relevant provisions and contingencies are presented in Note 28.

3.2 Key Sources of Estimation Uncertainty

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

(a) *Determination of Appropriate Discount Rate in Measuring Lease Liabilities*

The Group measures its lease liabilities at present value of the lease payments that are not paid at the commencement date of the lease contract. The lease payments were discounted using a reasonable rate deemed by management equal to the Group's incremental borrowing rate. In determining a reasonable discount rate, management considers the term of the leases, the underlying asset and the economic environment. Actual results, however, may vary due to changes in estimates brought about by changes in such factors.

(b) *Revenue Recognition for Performance Obligation Satisfied Over Time*

In determining the amount of revenue to be recognized for performance obligations satisfied over time, the Group measures progress on the basis of actual costs incurred relative to the total expected costs to complete such performance obligations. Specifically, the Group estimates the total development costs with reference to the project development plan and any agreement with customers. Management regularly monitors its estimates and applies changes as necessary. A significant change in estimated costs would result in a significant change in the amount of revenue recognized in the year of change.

(c) *Estimation of Allowance for ECL*

The measurement of the allowance for ECL on financial assets at amortized cost is an area that requires the use of significant assumptions about the future economic conditions and credit behaviour (e.g., likelihood of counterparties defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation used in measuring ECL is further detailed in Note 29.2.

(d) *Determination of Net Realizable Value of Real Estate Inventories*

In determining the net realizable value of real estate inventories, management takes into account the most reliable evidence available at the times the estimates are made. The future realization of the carrying amounts of these assets is affected by price changes in the different market segments as well as the trends in the real estate industry. These are considered key sources of estimation uncertainty and may cause significant adjustments to the Group's inventories within the next reporting period.

Considering the Group's pricing policy, the net realizable value of the Real Estate Inventories is higher than their related carrying values as of the end of the reporting periods.

(e) *Estimation of Useful Lives of Property and Equipment, Intangible Assets, and Investment Properties*

The Group estimates the useful lives of Property and Equipment, Intangible Assets, and Investment Properties based on the period over which the assets are expected to be available for use. The estimated useful lives of these assets are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

The carrying amounts of Property and Equipment, Intangible Assets, and Investment Properties are analysed in Notes 11, 12 and 13, respectively. Based on management's assessment as at December 31, 2023 and 2022, there is no change in estimated useful lives of Property and Equipment, Intangible Assets and Investment Properties during those years. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above.

(f) *Determination of Realizable Amount of Deferred Tax Assets*

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Management assessed that the balance of deferred tax assets recognized as at December 31, 2023 and 2022 will be utilized in the succeeding years.

The carrying values of the Group's deferred tax assets as of December 31, 2023 and 2022 are disclosed in Note 24.

(g) *Impairment of Goodwill and Other Non-financial Assets*

Goodwill is reviewed annually for impairment while other non-financial assets are tested whenever certain impairment indicators become present. In assessing impairment, the management estimates the recoverable amount of each asset or a cash-generating unit (CGU) based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

On March 17, 2021, the Group submitted a letter to the Department of Education Sta. Rosa City Division Office regarding the cessation of the operations of LBASSI taking effect after school year 2021-2022. On October 20, 2022, LBASSI filed for the certificate of clearance with the BIR Revenue District Office No. 057, Biñan, West Laguna.

In 2023, LBASSI retracted its filed application for the certificate of clearance with BIR. LBASSI will remain as a non-operating entity until such time that it ventures again into business.

Based on management's assessment, impairment loss amounting to P77.3 million on goodwill has been recognized since the recoverable amount of the cash generating units is less than their carrying amount in 2023 (see Note 12).

No impairment losses were recognized on Advances to Landowners and Joint Ventures, Investment in an Associate, Property and Equipment, Investment Properties, and other non-financial assets in 2023, 2022 and 2021 (see Notes 9, 10, 11 and 13).

(b) *Valuation of Post-employment Defined Benefit*

The determination of the Group's obligation and cost of post-employment benefit is dependent on the selection of certain assumptions used by an actuary in calculating such amounts. Those assumptions include, among others, discount rates and salary increase rate. A significant change in any of these actuarial assumptions may generally affect the recognized expense, other comprehensive income or losses and the carrying amount of the Retirement Benefit Obligation in the next reporting period.

The amounts of Retirement Benefit Obligation and expense and an analysis of the movements in the estimated present value of post-employment benefits, as well as the significant assumptions used in estimating such obligation are presented in Note 23.2.

(i) *Determination of Fair Value of Investment Properties*

Investment properties are measured using the cost model. The Group determines the fair values of building and building improvements using either thru the discounted cash flows valuation technique (income approach) or market-based valuation technique (market approach). The Group uses assumptions that are mainly based on market conditions existing at the end of each reporting period, such as: the receipt of contractual rentals; expected future market rentals; void periods; maintenance requirements; and appropriate discount rates. These valuations are regularly compared to actual market yield data and actual transactions by the Group and those reported by the market. The expected future market rentals are determined on the basis of current market rentals for similar properties in the same location and condition.

For land, the Group determines the fair value using market-based valuation approach where prices of comparable properties are adequate for specific market factors such as location and condition of the property.

A significant change in these elements may affect prices and the value of the assets. The fair value of investment properties is disclosed in Note 31.4.

4. SEGMENT INFORMATION

4.1 *Business Segments*

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments.

The Group's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The Group is engaged in the development and marketing of mid-cost housing projects in the form of condominium communities, subdivision lots and house and lot packages, and commercial units to a limited extent. It classifies and monitors its projects into high-rise and horizontal. High-rise projects refer to condominiums and other medium scale properties while the horizontal projects refer to house and lot packages, and subdivision lots. Both are intended for middle income market.

The measurement policies the Group uses for segment reporting under PFRS 8, *Operating Segments*, are the same as those used in its consolidated financial statements, except that post-employment benefit expense is not included in arriving at the operating profit of the operating segments.

There have been no changes from prior periods in the measurement methods used to determine reported segment profit or loss.

4.2 Segment Assets and Liabilities

Segment assets include all operating assets used by a segment and consist principally of operating receivables, contract assets and real estate inventories. Excluded from segment assets are Cash and Cash Equivalents, Advances to Related Parties, Prepayments, Advances to Landowners and Joint Ventures, Investments in an Associate, Property and Equipment, Intangible Assets, Investment Properties and other assets which are considered corporate assets and are not allocated to any segment's assets.

Segment liabilities include all operating liabilities incurred by management in each particular segment and consist principally of Contract Liabilities and Customers' Deposits. Excluded from segment liabilities are Interest-bearing Loans and Borrowings, Trade and Other Payables, Advances from Related Parties, Deferred Tax Liabilities and Retirement Benefit Obligation as the Group's management determined that these accounts are not directly related to the Group's segment.

4.3 Intersegment Transactions

There are no intersegment transactions. In case of inter-segment sales and transfers, the Group generally accounts for them as if the sales or transfers were made to third parties at current market prices. Intersegment sales and transfers, if any, are eliminated in the preparation of the consolidated financial statements.

4.4 Analysis of Segment Information

The tables presented in the succeeding pages present the revenue and profit information for the years ended December 31, 2023, 2022 and 2021 and certain asset and liability information regarding segments as at December 31, 2023, 2022 and 2021.

	High Rise Projects			Horizontal Projects			Total		
	2023	2022	2021	2023	2022	2021	2023	2022	2021
REVENUES									
Real estate sales	P 3,651,882,437	P 3,566,584,650	P 3,383,909,085	P 345,655,832	P 233,380,990	P 238,898,427	P 3,997,538,269	P 3,799,965,640	P 3,622,807,512
Finance income	136,631,933	135,808,063	115,749,633	11,635,045	8,450,489	5,092,961	148,266,978	144,258,552	120,842,594
Rental income	14,677,006	17,189,304	17,431,216	-	-	-	14,677,006	17,189,304	17,431,216
Other income	277,426,111	155,670,753	157,184,641	9,399,769	10,842,544	4,685,048	286,825,880	166,513,297	161,869,689
	<u>4,080,617,487</u>	<u>3,875,252,770</u>	<u>3,674,274,575</u>	<u>366,690,646</u>	<u>252,674,023</u>	<u>248,676,436</u>	<u>4,447,308,133</u>	<u>4,127,926,793</u>	<u>3,922,951,011</u>
COSTS AND OTHER									
OPERATING EXPENSES									
Cost of real estate sales	2,310,566,542	2,096,109,839	2,083,592,091	186,821,842	131,911,176	145,109,600	2,497,388,384	2,228,021,015	2,228,701,691
Commissions	199,293,899	199,731,748	195,115,595	11,848,142	18,641,320	18,570,947	211,142,041	218,373,068	213,686,542
Association dues	131,765,698	61,985,205	50,765,686	6,237,793	7,761,307	5,729,143	138,003,491	69,746,512	56,494,829
Advertising and promotion	49,276,760	90,405,992	158,959,027	14,325,457	12,595,558	23,329,042	63,602,217	103,001,550	182,288,069
Taxes and licenses	49,575,127	32,620,734	48,973,052	8,940,581	8,774,720	8,641,254	58,515,708	41,395,454	57,614,306
Rentals	3,814,336	6,108,597	6,498,758	-	388,488	-	3,814,336	6,497,085	6,498,758
Salaries and employee benefits	799,383	1,132,027	865,327	113,256	-	128,141	912,639	1,132,027	993,468
Travel and transportation	105,978	90,277	48,826	28,118	26,536	4,049	134,096	116,813	52,875
Other expenses	63,000,076	50,939,530	49,916,296	5,163,020	4,416,464	5,071,813	68,163,096	55,355,994	54,988,109
	<u>2,808,197,799</u>	<u>2,539,123,949</u>	<u>2,594,734,658</u>	<u>233,478,209</u>	<u>184,515,569</u>	<u>206,583,989</u>	<u>3,041,676,008</u>	<u>2,723,639,518</u>	<u>2,801,318,647</u>
SEGMENT OPERATING PROFIT	<u>P 1,272,419,688</u>	<u>P 1,336,128,821</u>	<u>P 1,079,539,917</u>	<u>P 133,212,437</u>	<u>P 68,158,454</u>	<u>P 42,092,447</u>	<u>P 1,405,632,125</u>	<u>P 1,404,287,275</u>	<u>P 1,121,632,364</u>
SEGMENT ASSETS AND LIABILITIES									
Segment assets	P 24,154,408,651	P 22,786,828,361		P 7,004,218,353	P 7,086,399,603		P 31,158,627,004	P 29,873,227,964	
Segment liabilities	4,948,182,003	4,401,292,829		310,890,758	311,445,220		5,259,072,761	4,712,738,049	

There was no segment interest expense allocated in 2023, 2022 and 2021.

4.5 Reconciliations

Presented below and on the succeeding page is a reconciliation of the Group's segment information to the key financial information presented in its consolidated financial statements.

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Revenues			
Total segment revenues	<u>P 4,447,308,133</u>	<u>P 4,127,926,793</u>	<u>P 3,922,951,011</u>
Unallocated revenues:			
Finance income	439,172,895	347,117,963	289,016,717
Rental income from investment property	92,789,526	72,430,897	64,938,571
Commission income	37,121,681	29,635,160	45,075,231
Other income	<u>186,739,212</u>	<u>129,956,032</u>	<u>212,857,173</u>
	<u>755,823,314</u>	<u>579,140,052</u>	<u>611,887,692</u>
Revenues as reported in the consolidated statements of comprehensive income	<u>P 5,203,131,447</u>	<u>P 4,707,066,845</u>	<u>P 4,534,838,703</u>
Profit or loss			
Segment operating profit	P 1,405,632,125	P 1,404,287,275	P 1,121,632,364
Other unallocated income	755,823,314	579,140,052	611,887,692
Other unallocated expenses	<u>(1,403,514,867)</u>	<u>(1,268,051,204)</u>	<u>(936,430,986)</u>
Net profit as reported in the consolidated statements of comprehensive income	<u>P 757,940,572</u>	<u>P 715,376,123</u>	<u>P 797,089,070</u>
Assets			
Segment assets	<u>P 31,158,627,004</u>	<u>P29,873,227,964</u>	
Unallocated assets:			
Cash and cash equivalents	3,717,469,500	3,437,787,004	
Trade and other receivables-net	5,316,865,352	5,208,621,735	
Advances to related parties	5,467,534,052	5,084,657,859	
Prepayments and other current assets	1,258,346,299	944,433,438	
Financial asset at FVOCI	1,270,128,000	1,339,940,000	
Advances to landowners and joint ventures	242,894,346	241,655,890	
Investment in associate	279,875,774	279,750,572	
Property and equipment - net	160,858,357	132,144,169	
Investment property - net	587,082,411	615,100,960	
Intangible assets - net	34,262,307	117,822,235	
Other non-current assets	<u>5,190,893</u>	<u>5,190,893</u>	
	<u>18,340,507,291</u>	<u>17,407,104,755</u>	
Total assets as reported in the consolidated statements of financial position	<u>P 49,499,134,295</u>	<u>P47,280,332,719</u>	

	<u>2023</u>	<u>2022</u>
Liabilities		
Segment liabilities	<u>P 5,259,072,761</u>	<u>P 4,712,738,049</u>
Unallocated liabilities:		
Interest-bearing loans and borrowings	850,000,000	1,000,000,000
Trade and other payables	2,558,733,723	2,013,715,199
Customers' deposits	426,106,702	313,526,406
Advances from related parties	6,061,736,667	5,764,677,182
Other current liabilities	754,603,734	660,018,783
Retirement benefit obligation	153,998,592	67,720,502
Deferred tax liabilities - net	<u>2,071,285,858</u>	<u>1,988,251,361</u>
	<u>12,876,465,276</u>	<u>11,807,909,433</u>
 Total liabilities as reported in the consolidated statements of financial position	 <u>P18,135,538,037</u>	 <u>P 16,520,647,482</u>

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components as of December 31:

	<u>2023</u>	<u>2022</u>
Cash on hand and in banks	P 2,198,642,524	P 2,011,906,440
Short-term placements	<u>1,518,826,976</u>	<u>1,425,880,564</u>
	<u>P 3,717,469,500</u>	<u>P 3,437,787,004</u>

Cash in banks generally earns interest based on the daily bank deposit rates.

Peso-denominated short-term placements are made for varying periods of up to 76 days in 2023 and in 2022, and 51 days in 2021 and earn annual effective interest ranging from 3.13% to 6.25% in 2023, 0.38% to 5.75% in 2022 and 0.25% to 1.25% in 2021. Dollar-denominated short-term placements are made for varying periods of up to 90 days in 2023, 2022 and 2021 and earn annual effective interest ranging from 1.5 % to 5.0% in 2023, 0.05% to 4.0% in 2022, and 0.05% to 0.15% in 2021 (see Note 22.1).

6. TRADE AND OTHER RECEIVABLES

This account is composed of the following:

	<u>Note</u>	<u>2023</u>	<u>2022</u>
Current:			
Trade receivables	25.2	P 5,222,281,770	P4,551,528,008
Advances to suppliers and contractors		2,934,983,423	3,061,729,762
Rent receivable	25.2	386,081,089	386,207,124
Advances to condominium associations		375,842,604	361,678,095
Interest receivable		96,333,778	75,025,195
Management fee receivable	25.2	44,119	44,119
Others		682,245,864	484,651,639
		9,697,812,647	8,920,863,942
Allowance for impairment		(186,202)	(186,202)
		<u>9,697,626,445</u>	<u>8,920,677,740</u>
Non-current:			
Trade receivables		3,277,067,010	2,348,771,102
Refundable security deposits		134,502,332	123,730,457
		<u>3,411,569,342</u>	<u>2,472,501,559</u>
		<u>P13,109,195,787</u>	<u>P11,393,179,299</u>

The Group's trade and other receivables (excluding advances to suppliers and contractors and advances to condominium associations) are subjected to credit risk. These receivables are evaluated by the Group for impairment and assessed that no ECL should be provided for the periods presented.

Trade receivables of the Group are either interest-bearing or noninterest-bearing. The installment period of interest-bearing sales contracts ranges from 2 to 15 years while interest ranges from 8% to 22%. The related interest earned on these sales contracts amounting to P27.0 million, P26.5 million, and P18.8 million in 2023, 2022 and 2021, respectively, are reported as part of Finance Income account in the consolidated statements of comprehensive income (see Note 22.1).

The installment period of noninterest-bearing sales contracts ranges from two to five years with imputed interest of 7.33% in 2023, 5.75% in 2022 and 5.78% in 2021. Noninterest-bearing trade receivables are measured at amortized cost using the effective interest method based on the interest rate of similar financial instruments in the market. Day-one loss amounting to P172.9 million, P121.3 million and P117.8 million in 2023, 2022 and 2021, respectively, are presented as a deduction against the Real Estate Sales account in the consolidated statements of comprehensive income. Amortization of day one loss amounting to P121.3 million, P117.8 million and P102.1 million in 2023, 2022 and 2021, respectively, are presented as Amortization of day-one loss on noninterest-bearing financial instruments under Finance Income account in the consolidated statements of comprehensive income (see Note 22.1).

Advances to suppliers and contractors represent down payments made by the Group to the suppliers and contractors based on a certain percentage of the contract price, construction materials purchased by the Group that is used by the contractors, and utility consumption that are chargeable to contractors. The initial payment will eventually be recouped or deducted from the amount payable of the Group either on a pro-rated basis or in full once billed by the suppliers and contractors.

Advances to condominium associations represent the Group's payment for the initial operations of the start-up association of a completed project. The purpose of these advances is mainly for the charges of utilities, real property taxes, licenses, and management fee.

Refundable security deposits include various deposits to third parties for electrical, internet subscription, exhibits and other utilities, and equipment needed in the development of the projects. All deposits, except for deposits to an electric Group, do not earn interest. Such deposits are only refundable upon completion of the projects or upon return of the equipment used. However, the exact date or period of completion of projects or return of equipment is indeterminable. Accordingly, refundable deposits are accounted for at cost.

Other receivables include advances to joint ventures for processing of business permits and licenses, and unliquidated advances to employees and real estate consultants.

All trade receivables are subject to credit risk exposure. However, the Group does not identify specific concentrations of credit risk with regard to trade receivables from real estate sales as the amounts recognized consist of a large number of receivables from various customers. The Group considers the market value of properties sold held as collateral in assessing the expected credit loss on trade receivables and contract assets from real estate sales [see Note 29.2(b)].

7. REAL ESTATE INVENTORIES

The Group's real estate inventories at the end of 2023 and 2022 were stated at cost. The composition of this account as at December 31 is shown below (see Note 20).

	<u>2023</u>	<u>2022</u>
Residential and condominium units for sale	P 14,307,097,266	P14,793,544,954
Raw land inventory	4,424,215,132	4,424,215,132
Property development costs	<u>1,893,788,103</u>	<u>1,887,796,935</u>
	<u>P 20,625,100,501</u>	<u>P21,105,557,021</u>

Interest expense from Interest-bearing loans and borrowings amounting to P63.0 million and P8.9 million in 2023 and 2021 is capitalized as part of Real Estate Inventories account in the consolidated statements of financial position. There was no similar transaction in 2022.

7.1 Residential and Condominium Units for Sale

This account represents the accumulated costs incurred, net of recognized Cost of Real Estate Sales in the consolidated statements of comprehensive income (see Note 20), on house and lots and condominium units available for sale. The subdivision houses include houses that are ready for occupancy, house models and units under construction.

No property is used as a security for the Group's interest-bearing loans and borrowings for the years ended December 31, 2023 and 2022.

7.2 *Property Development Costs*

This account pertains to accumulated costs incurred on projects which are not yet offered for sale as of the end of the reporting periods.

7.3 *Net Realizable Value*

Based on management assessment the net carrying amounts of these assets are lower than their net realizable values considering the present market rates; hence, no provisions for write-down of Real Estate Inventories have been recognized in the consolidated financial statements.

8. FINANCIAL ASSETS AT FVOCI

The movements in the carrying amounts of financial assets at FVOCI as of December 31 are as follows:

	<u>2023</u>	<u>2022</u>
Balance at beginning of year	P 1,339,940,000	P 1,328,680,000
Fair value gains (losses)	(69,812,000)	<u>11,260,000</u>
Balance at end of year	<u>P 1,270,128,000</u>	<u>P 1,339,940,000</u>
Cost	<u>P 832,950,000</u>	<u>P 832,950,000</u>
Accumulated fair value gains:		
Balance at beginning of year	506,990,000	495,730,000
Fair value gains (losses) for the year	(69,812,000)	<u>11,260,000</u>
	<u>437,178,000</u>	<u>506,990,000</u>
Balance at end of year	<u>P 1,270,128,000</u>	<u>P 1,339,940,000</u>

Financial assets at FVOCI pertain to investments held by EPHI in equity securities of the Ultimate Parent Company, whose shares are listed in the PSE. The fair value of these securities has been determined directly by reference to published prices in an active market. The fair value of these investments as of December 31, 2023 and 2022, is categorized as Level 1 in the fair value hierarchy (see Note 31.2).

The net accumulated fair value gains or losses in financial assets at FVOCI are shown as part of Revaluation Reserves account in the equity section of the consolidated statements of financial position (see Note 26.4).

Dividend income earned amounted to P16.9 million, P13.5 million, and P7.9 million in 2023, 2022 and 2021, respectively, and is presented as Dividend income under Finance Income in the consolidated statements of comprehensive income (see Note 22.1).

9. ADVANCES TO LANDOWNERS AND JOINT VENTURES

The cash advances made by the Group relate to a number of joint venture agreements entered into with landowners covering the development of certain parcels of land. The joint venture agreements stipulate that the Group's joint venture partners shall contribute parcels of land and the Group shall be responsible for the planning, conceptualization, design, demolition of existing improvements, construction, financing and marketing of condominium units to be constructed on the properties. Costs incurred by the Group for these projects are recognized as part of Real Estate Inventories account in the consolidated statements of financial position (see Note 7).

In addition to providing specified portion of the total project development costs, the Group also commits to advance mutually agreed-upon amounts to the landowners which will then be used for purposes such as reconsolidation/separation/subdivision of mother titles and relocation of existing occupants. Repayments of these advances may be made upon completion of the project development either in the form of residential condominium, commercial units or developed lots corresponding to the landowners' share in the projects or in the form of cash to be derived from the sales of the landowners' share in the saleable lots and residential condominium units.

The reconciliation of this account as of December 31 are as follows:

	<u>2023</u>	<u>2022</u>
Advances to landowners:		
Balance at beginning of year	P 136,561,076	P 132,887,049
Additional advances	<u>896,556</u>	<u>3,674,027</u>
Balance at end of year	<u>137,457,632</u>	<u>136,561,076</u>
Advances to joint ventures:		
Balance at beginning of year	105,094,814	104,532,339
Additional advances	<u>341,900</u>	<u>562,475</u>
Balance at end of year	<u>105,436,714</u>	<u>105,094,814</u>
	<u>P 242,894,346</u>	<u>P 241,655,890</u>

The Group commits to developing the properties based on the terms agreed with the joint venture partners. The Group has no existing commitment for cash advances under the joint venture agreements as this commitment has been fully complied with by the Group as of December 31, 2023 and 2022.

The net commitment for construction expenditures amounts to:

	<u>2023</u>	<u>2022</u>
Total commitment for construction expenditures	P 11,205,054,936	P 11,205,054,936
Total expenditures incurred	<u>(9,187,561,472)</u>	<u>(9,040,058,953)</u>
Net commitment	<u>P 2,017,493,464</u>	<u>P 2,164,995,983</u>

The Group's interest in jointly controlled operations and projects ranges from 55% to 82% in 2023 and 2022. The Group's jointly controlled projects are as follows:

- Pioneer Woodlands
- San Lorenzo Place
- Various Metro Manila and CALABARZON projects

The Group accounts for its 82% interest in Pioneer Woodlands as jointly controlled operations since the property where the project is situated is fully owned by the co-joint operator and the Group was engaged in the agreement for the purposes of providing financing, planning, designing, marketing, construction, monitoring, and supervision of all facets of the work on the project. Administrative and operational functions of the project are provided by the Group and bills the co-joint operator for related fees. Decisions related to the operations of the project are defined under an agreement between the Group and the co-joint operator.

As of December 31, 2023 and 2022, the Group has no other material contingent liabilities with regard to these joint ventures.

10. INVESTMENT IN AN ASSOCIATE AND TRANSACTIONS WITH NON-CONTROLLING INTERESTS

The components of investment in an associate as of December 31 are as follows:

	<u>2023</u>	<u>2022</u>
Investments in associate at equity	P 293,960,618	<u>P 293,960,618</u>
Accumulated equity in net losses	(14,210,046)	<u>(14,404,206)</u>
Equity shares in net income for the year	<u>125,202</u>	<u>194,160</u>
Balance at end of year	(14,084,844)	<u>(14,210,046)</u>
	P 279,875,774	<u>P 279,750,572</u>

10.1 Summarized Financial Information

The aggregated amounts of assets, liabilities, revenues, and net loss of GPMAI as of December 31 are as follows:

	<u>Current Assets</u>		<u>Non-current Assets</u>		<u>Current Liabilities</u>		<u>Non-current Liabilities</u>		<u>Revenues</u>	<u>Net Profit (Loss)</u>
2023	P	570,994,799	P	17,591,437	P	12,083,558	P	-	P 9,758,990	P 792,367
2022	P	571,330,279	P	16,546,323	P	12,166,291	P	-	P 3,496,283	(P 2,283,127)
2021									P 806,380	(P 3,643,001)

The reconciliation of the summarized information to the carrying amount of the interest in GPMAI is as follows:

	<u>2023</u>	<u>2022</u>
Net assets at end of year	P 576,502,678	P 575,710,311
Share of GPMAI in net asset of MCPI	(53,178,075)	(52,650,014)
	523,324,603	523,060,297
Equity ownership interest	47.37%	47.37%
	247,898,864	247,773,662
Nominal goodwill	31,976,910	31,976,910
Balance at end of year	<u>P 279,875,774</u>	<u>P 279,750,572</u>

As of December 31, 2023 and 2022, there are no available fair values for this investment in an associate as this is not listed in stock markets.

Based on the assessment of the management, the investment in an associate is not impaired due to the active efforts of the Group to raise funds to push through with the associate's projects.

10.2 Subsidiaries with Material Non-controlling Interest

The subsidiaries with material non-controlling interest (NCI) are shown below.

Name	Proportion of Ownership Interest and Voting Rights Held by NCI		Subsidiary's Consolidated Loss Allocated to NCI		Accumulated Equity of NCI	
	2023	2022	2023	2022	December 31, 2023	December 31, 2022
LBASSI	27.50%	27.50%	(P 1,420,269)	P 229,467	P 76,487,607	P 77,907,876
SPLI	40.00%	40.00%	(77,978)	(80,282)	542,220,852	542,298,830
PCMI	60.00%	60.00%	(6,345,552)	(4,987,750)	2,165,563,714	2,171,909,266

The summarized financial information of LBASSI, SPLI, and PCMI before intragroup eliminations is shown below.

	LBASSI			SPLI			PCMI		
	2023	2022	2021	2023	2022	2021	2023	2022	2021
Current assets	P 1,447,433	P 1,546,237		P 512,174,092	P 512,066,542		P 2,801,397,159	P 2,812,042,580	
Non-current assets	114,849,886	119,105,455		-	-		816,261,150	816,261,150	
Total assets	<u>P 116,297,319</u>	<u>P 120,651,692</u>		<u>P 512,174,092</u>	<u>P 512,066,542</u>		<u>P 3,617,658,309</u>	<u>P 3,628,303,730</u>	
Current liabilities	P 2,993,188	P 2,187,859		P 23,320,172	P 23,017,676		P 8,385,460	P 8,454,960	
Non-current liabilities	5,739,497	5,739,497		-	-		-	-	
Total liabilities	<u>P 8,732,685</u>	<u>P 7,927,356</u>		<u>P 23,320,172</u>	<u>P 23,017,676</u>		<u>P 8,385,460</u>	<u>P 8,454,960</u>	
Equity	<u>P 107,564,634</u>	<u>P 112,724,336</u>		<u>P 488,853,920</u>	<u>P 489,048,866</u>		<u>P 3,609,272,849</u>	<u>P 3,619,848,770</u>	
	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>
Revenues	P -	P 13,637,376	P 30,718,352	P -	P -	P -	P 891	P 1,090	P 6,961
Net profit (loss)	(P 3,418,165)	P 489,467	(P 10,008,978)	(P 194,946)	(P 200,706)	(P 196,053)	(P 10,575,921)	(P 8,312,916)	(P 9,953,981)
Net cash from (used) in operating activities	P 437,616	(P 19,217,505)	(P 1,670,637)	(P 299,740)	(P 220,770)	(P 215,905)	(P 263,551)	(P 186,473)	(P 168,113)
Net cash from investing activities	-	4,420,960	35,640	-	-	-	-	-	-
Net cash from (used) in financing activities	(437,616)	1,182,098	(6,769,053)	376,996	214,551	215,830	-	-	-
Net cash inflow(outflow)	<u>P -</u>	<u>(P 13,614,447)</u>	<u>(P 8,404,050)</u>	<u>P 77,256</u>	<u>(P 6,219)</u>	<u>(P 75)</u>	<u>(P 263,551)</u>	<u>(P 186,473)</u>	<u>(P 168,113)</u>

In 2023, 2022 and 2021, LBASSI, SPLI and PCMI have not declared nor paid any dividends.

10.3 Contingent Liabilities

As of December 31, 2023 and 2022, the Group has no contingent liabilities for subsidiaries with significant non-controlling interest and associate which were incurred jointly with other investors and the Group is not severally liable for all or part of the contingent liabilities of the subsidiaries and associate.

11. PROPERTY AND EQUIPMENT

The gross carrying amounts and accumulated depreciation and amortization of items of property and equipment at the beginning and end of 2023 and 2022 are shown below.

	<u>Land</u>	<u>Building and Other Improvements</u>	<u>Leasehold Improvements</u>	<u>Transportation Equipment</u>	<u>Office Furniture and Equipment</u>	<u>Right-of-use Assets</u>	<u>Total</u>
December 31, 2023							
Cost	P 81,095,000	P 92,376,453	P 96,912,251	P 56,926,304	P 131,770,269	P 42,663,054	P 501,743,331
Accumulated depreciation and amortization	-	(59,024,808)	(88,110,105)	(52,516,699)	(126,832,381)	(14,400,981)	(340,884,974)
Net carrying amount	<u>P 81,095,000</u>	<u>P 33,351,645</u>	<u>P 8,802,146</u>	<u>P 4,409,605</u>	<u>P 4,937,888</u>	<u>P 28,262,073</u>	<u>P 160,858,357</u>
December 31, 2022							
Cost	P 81,095,000	P 92,376,453	P 92,141,300	P 54,852,804	P 137,284,205	P -	P 457,749,762
Accumulated depreciation and amortization	-	(55,060,371)	(82,370,476)	(53,109,590)	(135,065,156)	-	(325,605,593)
Net carrying amount	<u>P 81,095,000</u>	<u>P 37,316,082</u>	<u>P 9,770,824</u>	<u>P 1,743,214</u>	<u>P 2,219,049</u>	<u>P -</u>	<u>P 132,144,169</u>
January 1, 2022							
Cost	P 81,095,000	P 92,464,582	P 92,141,300	P 75,801,561	P 168,164,268	P -	P 509,666,711
Accumulated depreciation and amortization	-	(52,425,906)	(78,394,715)	(71,677,802)	(162,234,280)	-	(364,732,703)
Net carrying amount	<u>P 81,095,000</u>	<u>P 40,038,676</u>	<u>P 13,746,585</u>	<u>P 4,123,759</u>	<u>P 5,929,988</u>	<u>P -</u>	<u>P 144,934,008</u>

A reconciliation of the carrying amounts at the beginning and end of 2023, 2022 and 2021 is shown as follows:

	<u>Land</u>	<u>Building Other and Improvements</u>	<u>Leasehold Improvements</u>	<u>Transportation Equipment</u>	<u>Office Furniture and Equipment</u>	<u>Right-of-use Assets</u>	<u>Total</u>
Balance at January 1, 2023, net of accumulated depreciation, amortization, and impairment	P 81,095,000	P 37,316,082	P 9,770,824	P 1,743,214	P 2,219,049	P -	P 132,144,169
Additions	-	-	4,770,951	4,173,679	4,787,946	42,663,054	56,395,630
Write off	-	-	-	-	(232,766)	-	(232,766)
Depreciation and amortization charges for the year	-	(3,964,437)	(5,739,629)	(1,507,288)	(1,836,341)	(14,400,981)	(27,448,676)
Net carrying amount at December 31, 2023	<u>P 81,095,000</u>	<u>P 33,351,645</u>	<u>P 8,802,146</u>	<u>P 4,409,605</u>	<u>P 4,937,888</u>	<u>P 28,262,073</u>	<u>P 160,858,357</u>
Balance at January 1, 2022, net of accumulated depreciation, amortization, and impairment	P 81,095,000	P 40,038,676	P 13,746,585	P 4,123,759	P 5,929,988	P -	P 144,934,008
Additions	-	-	-	378,570	1,001,188	-	1,379,758
Disposal	-	(88,129)	-	(141,283)	(1,334,932)	-	(1,564,344)
Depreciation and amortization charges for the year	-	(2,634,465)	(3,975,761)	(2,617,832)	(3,377,195)	-	(12,605,253)
Net carrying amount at December 31, 2022	<u>P 81,095,000</u>	<u>P 37,316,082</u>	<u>P 9,770,824</u>	<u>P 1,743,214</u>	<u>P 2,219,049</u>	<u>P -</u>	<u>P 132,144,169</u>
Balance at January 1, 2021, net of accumulated depreciation, amortization, and impairment	P 81,095,000	P 44,238,564	P 67,672,155	P 8,322,146	P 10,667,721	P 39,106,811	P 251,102,397
Additions	-	-	4,981,649	45,893	1,509,152	-	6,536,694
Write off	-	-	(47,388,165)	-	-	-	(47,388,165)
Depreciation and amortization charges for the year	-	(4,199,888)	(11,519,054)	(4,244,280)	(6,246,885)	(9,776,703)	(35,986,810)
Derecognition of Right-of-use assets	-	-	-	-	-	(29,330,108)	(29,330,108)
Net carrying amount at December 31, 2021	<u>P 81,095,000</u>	<u>P 40,038,676</u>	<u>P 13,746,585</u>	<u>P 4,123,759</u>	<u>P 5,929,988</u>	<u>P -</u>	<u>P 144,934,008</u>

The amount of depreciation and amortization of property and equipment is presented as part of Depreciation and Amortization account under Costs and Expenses section of the consolidated statements of comprehensive income.

In 2023, the Group derecognized certain fully depreciated transportation equipment with a cost of P2.1 million and certain furniture and fixtures with a carrying value of P0.2 million. In 2021, certain leasehold improvements amounting to P78.5 million were derecognized due to termination of related lease. This resulted in a loss amounting to P47.4 million in 2021 which is presented as Loss on write-off of property and equipment under Other Expenses account in the 2021 consolidated statement of comprehensive income (see Note 21.2). Subsequently, such cost of leasehold improvements were considered as part of lease credits in the Group's new lease agreement with Megaworld (see Note 17). There were no similar transactions in 2022.

The Group sold various fixed assets with total carrying value of P1.6 million in 2022 and fully depreciated office furniture and equipment in 2021. The Group received proceeds amounting to P4.6 million and P0.1 million from the sale of property and equipment and recognized gain amounting to P3.0 million, and P0.1 million in 2022, and 2021, respectively, and is presented as part of Miscellaneous under Other Income in the Revenue and Income section of the consolidated statements of comprehensive income (see Note 21.1). There were no similar transactions in 2023.

Property and equipment are subject to impairment testing whenever there is an indication that the carrying amount may not be recoverable. No impairment loss was recognized in 2023, 2022 and 2021 as the recoverable amount of these assets determined by management is higher than its carrying value.

The cost of fully depreciated assets still used in business amounted to P281.0 million and P218.7 million as of December 31, 2023 and 2022, respectively.

12. INTANGIBLE ASSETS

This account is composed of the following:

	<u>Note</u>	<u>2023</u>	<u>2022</u>
Goodwill	2.7	P 979,123	P 78,326,757
Software licenses		<u>33,283,184</u>	<u>39,495,478</u>
		<u>P 34,262,307</u>	<u>P 117,822,235</u>

In 2023, the Group has recognized an impairment loss on goodwill related to LBASSI amounting to P77.3 million (see Note 3.2). The remaining goodwill arose from the acquisition of VVPI.

Goodwill arising from the acquisition of subsidiaries mentioned above were recognized based on management's expected future economic benefit and synergies that will result from combining the operation of the acquired subsidiaries.

The gross carrying amounts and allowance for impairment of goodwill at the beginning and end of 2023 and 2022 are shown below.

	<u>2023</u>	<u>2022</u>
Cost	P 78,326,757	P 78,326,757
Allowance for impairment	(77,347,634)	-
Net carrying amount	<u>P 979,123</u>	<u>P 78,326,757</u>

The gross carrying amounts and accumulated amortization of software licenses at the beginning and end of 2023 and 2022 are shown below.

	<u>2023</u>	<u>2022</u>
Cost	P 62,122,935	P 62,122,935
Accumulated amortization	(28,839,751)	(22,627,457)
Net carrying amount	<u>P 33,283,184</u>	<u>P 39,495,478</u>

A reconciliation of the carrying amounts of intangible assets for the beginning and end of 2023, 2022 and 2021 is shown below.

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 117,822,235	P 116,628,807	P 122,100,528
Impairment loss on goodwill	(77,347,634)	-	-
Additions	-	7,405,722	-
Amortization expense for the year	(6,212,294)	(6,212,294)	(5,471,721)
Balance at end of year	<u>P 34,262,307</u>	<u>P 117,822,235</u>	<u>P 116,628,807</u>

The impairment loss on goodwill is presented as part of Other Expenses account, while the amount of amortization charges is presented as part of Depreciation and Amortization account under Costs and Expenses section of the consolidated statements of comprehensive income.

Intangible assets are subject to impairment testing whenever there is an indication that the carrying amount may not be recoverable. No impairment loss was recognized in 2022 and 2021 as the recoverable amount of intangible assets determined by management is higher than its carrying value.

13. INVESTMENT PROPERTIES

The Group's investment properties pertain to building and office and commercial units held for lease and a parcel of land held for capital appreciation. Rental income arising from the Group's operating leases recognized for the years ended December 31, 2023, 2022 and 2021 amounted to P92.8 million, P72.4 million, and P64.9 million, respectively, and are presented as part of Rental Income in the consolidated statements of comprehensive income. There is no rental income arising from finance lease in 2023, 2022 and 2021. Real estate taxes and depreciation substantially represent direct costs incurred related to these properties. Since all recorded investment properties earned rental income during the year, there were no direct operating expenses pertaining to investment properties not generating rental income. Real estate tax amounting to P1.5 million in 2023 and 2022, and P1.1 million in 2021 and repairs and maintenance amounting to P2.6 million, P1.8 million, and P1.3 million, in 2023, 2022 and 2021, respectively, were recognized as related expense in those years, and were presented as part of Taxes and Licenses, and Repairs and maintenance under Other Expenses account in the consolidated statements of comprehensive income (see Note 21.2).

The rental income from the operating leases of the Group is composed of the following:

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Fixed	P 81,021,234	P 60,145,927	P 52,860,119
Variable	<u>11,768,292</u>	<u>12,284,970</u>	<u>12,078,452</u>
	<u>P 92,789,526</u>	<u>P 72,430,897</u>	<u>P 64,938,571</u>

The gross carrying amounts and accumulated depreciation of investment property at the beginning and end of 2023 and 2022 are shown below.

	<u>Land</u>	<u>Held for Lease</u>		<u>Total</u>
		<u>Building</u>	<u>Other Properties</u>	
December 31, 2023				
Cost	P 1,040,000	P 47,274,140	P 925,460,396	P 973,774,536
Accumulated depreciation	<u>-</u>	<u>(38,764,793)</u>	<u>(347,927,332)</u>	<u>(386,692,125)</u>
Net carrying value	<u>P 1,040,000</u>	<u>P 8,509,347</u>	<u>P 577,533,064</u>	<u>P 587,082,411</u>
December 31, 2022				
Cost	P 1,040,000	P 47,274,140	P 925,460,396	P 973,774,536
Accumulated depreciation	<u>-</u>	<u>(36,637,457)</u>	<u>(322,036,119)</u>	<u>(358,673,576)</u>
Net carrying value	<u>P 1,040,000</u>	<u>P 10,636,683</u>	<u>P 603,424,277</u>	<u>P 615,100,960</u>
January 1, 2022				
Cost	P 1,040,000	P 47,274,140	P 925,460,396	P 973,774,536
Accumulated depreciation	<u>-</u>	<u>(34,510,121)</u>	<u>(296,144,906)</u>	<u>(330,655,027)</u>
Net carrying value	<u>P 1,040,000</u>	<u>P 12,764,019</u>	<u>P 629,315,490</u>	<u>P 643,119,509</u>

A reconciliation of the carrying amount of investment properties at the beginning and end of 2023, 2022, and 2021 is shown below.

	<u>Held for Lease</u>			<u>Total</u>
	<u>Land</u>	<u>Building</u>	<u>Other Properties</u>	
Balance at January 1, 2023, net of accumulated depreciation	P 1,040,000	P 10,636,683	P 603,424,277	P 615,100,960
Depreciation charges for the year	-	(2,127,336)	(25,891,213)	(28,018,549)
Balance at December 31, 2023, net of accumulated depreciation	<u>P 1,040,000</u>	<u>P 8,509,347</u>	<u>P 577,533,064</u>	<u>P 587,082,411</u>
Balance at January 1, 2022, net of accumulated depreciation	P 1,040,000	P 12,764,019	P 629,315,490	P 643,119,509
Depreciation charges for the year	-	(2,127,336)	(25,891,213)	(28,018,549)
Balance at December 31, 2022, net of accumulated depreciation	<u>P 1,040,000</u>	<u>P 10,636,683</u>	<u>P 603,424,277</u>	<u>P 615,100,960</u>
Balance at January 1, 2021, net of accumulated depreciation	P 1,040,000	P 14,891,355	P 655,206,703	P 671,138,058
Depreciation charges for the year	-	(2,127,336)	(25,891,213)	(28,018,549)
Balance at December 31, 2021, net of accumulated depreciation	<u>P 1,040,000</u>	<u>P 12,764,019</u>	<u>P 629,315,490</u>	<u>P 643,119,509</u>

The amount of depreciation on investment properties is presented as part of Depreciation and Amortization account under Costs and Expenses section in the consolidated statements of comprehensive income.

Investment properties are subject to impairment testing whenever there is an indication that the carrying amount may not be recoverable. No impairment loss was recognized in 2023, 2022 and 2021 as the recoverable amount of these assets determined by management is higher than its carrying value.

Other information relating to fair value measurements and disclosures of investment properties are disclosed in Note 31.4.

14. INTEREST-BEARING LOANS AND BORROWINGS

The details of interest-bearing loans and borrowings from local bank is discussed below.

	<u>2023</u>	<u>2022</u>	<u>Interest Rate</u>	<u>Security</u>	<u>Maturity</u>
P	850,000,000	P 1,000,000,000	Floating rate at 9.0% subject to quarterly repricing	Unsecured	Up to 2028

In 2021, the Group obtained an interest-bearing, unsecured seven-year P1.0 billion loan from a local bank. The loan was released in full in February 2021 and bears a floating interest rate per annum. The proceeds were used to fund the development of the Group's various real estate projects and its working capital requirements. The principal of the loan is payable in 20 equal quarterly payments starting on May 5, 2023, with two-year grace period and interest is payable quarterly in arrears.

The bank loan requires the Group to maintain a debt-to-equity ratio of not more than 1:1, a debt service coverage ratio of not less than 1.25:1, and a current ratio of not less than 2:1. As of December 31, 2023 and 2022, the Group is in compliance with such financial covenant obligations.

The total interest on these interest-bearing loans and borrowings in 2023, 2022, and 2021 amounted to P80.4 million, P52.5 million and P57.6 million, respectively (see Note 22.2). The related interest amounting to P63.0 million and P8.9 million in 2023 and 2021, respectively, is capitalized as part of Real Estate Inventories account in the consolidated statements of financial position. There was no similar transaction in 2022 as the amount to be capitalized is not significant to the Group's consolidated financial statements. Unpaid interest as of December 31, 2023 and 2022 amounted to P11.9 million, and P10.9 million, respectively, and is presented as Interest payable under the Trade and Other Payables account in the consolidated statements of financial position (see Note 15).

Capitalization rate used in determining the amount of interest charges qualified for capitalization is 8.04% and 2.64% in 2023 and 2021, respectively (see Note 7). There was no similar transaction in 2022.

There were no loan issuance costs incurred as all loans are directly availed from banks.

Interest-bearing loans and borrowings are presented in the consolidated statements of financial position as follows:

	<u>2023</u>	<u>2022</u>
Current	P 200,000,000	P 150,000,000
Non-current	<u>650,000,000</u>	<u>850,000,000</u>
	<u>P 850,000,000</u>	<u>P 1,000,000,000</u>

15. TRADE AND OTHER PAYABLES

This account consists of:

	<u>Note</u>	<u>2023</u>	<u>2022</u>
Trade payable		P 2,342,747,639	P 1,857,373,548
Accrued expenses		70,669,220	33,230,969
Taxes payable		133,177,197	111,962,682
Interest payable	14	11,939,667	10,948,000
Miscellaneous		<u>200,000</u>	<u>200,000</u>
		<u>P 2,558,733,723</u>	<u>P 2,013,715,199</u>

Accrued expenses include the Group's obligations to its suppliers that are expected to be settled within 12 months from the end of the reporting period. These liabilities arise mainly from accrual of construction expenditures incurred during the year.

Taxes payable pertains to withholding taxes payable and other statutory payables such as SSS, Philippine Health Insurance Corporation and Home Development Mutual Fund contribution.

16. CUSTOMERS' DEPOSITS

Presented below are the details of this account.

	<u>2023</u>	<u>2022</u>
Advances from customers	P3,884,867,069	P 3,248,279,156
Other deposits	<u>1,255,908,906</u>	<u>1,237,425,342</u>
	<u>P5,140,775,975</u>	<u>P 4,485,704,498</u>

Advances from customers represent cash received from customers for real estate property purchases which have not yet complied with the sales recognition criteria of the Group. The advances are deducted from the contract price once the related real estate sales are recognized by the Group.

Other deposits mainly pertain to cash received from customers for miscellaneous fees and other related expenses to process the transfer of title to customers.

17. LEASES

In 2021, the Group pre-terminated the contract with Megaworld for its leased asset located in Taguig. The lease term of this asset, based on the original contract, is for five years from January 1, 2018 to December 31, 2022. The Group has fully vacated the 12th floor in June 2021. Accordingly, the related lease liabilities and right-of-use assets were derecognized as of June 30, 2021. The gain on lease modification amounting to P4.1 million in 2021 is presented as part of Miscellaneous under Other Income in the 2021 consolidated statement of comprehensive income (see Note 21.1). There was no similar transaction in 2023 and 2022.

In 2023, the Group entered into leases its office spaces with remaining lease terms of one year and four years and is presented as Right-of-use assets under Property and Equipment. No lease liabilities were recognized due to lease credits granted to the Group amounting to P106.1 million. Such lease credits represent the cost of leasehold improvements and expenses incurred by the Group in its previously pre-terminated lease agreement with Megaworld, which was later on reimbursed by way of application to the Group's future lease payments to Megaworld (see Note 11). The total lease credits is presented as part of Other Income in the 2023 consolidated statement of comprehensive income while the remaining lease credits amounting to P63.4 million is presented as part of Prepayments and Other Current Assets in the 2023 consolidated statement of financial position.

The lease does not have variable lease payments which depend on an index or a rate. The lease is non-cancellable and does not contain an option to purchase the underlying lease asset outright at the end of the lease, or to extend the lease for a further term without mutual agreement on both parties. The Group is prohibited from selling or pledging the underlying leased assets as security. The Group must also keep the property in a good state of repair and return the property in its original condition at the end of the lease. Further, the Group must incur maintenance fees on such items in accordance with the lease contracts.

The Group has elected not to recognize lease liability for short-term leases. Payments made under such leases are expensed on a straight-line basis.

The December 31, 2023, 2022, and 2021 expenses relating short-term leases amounted to P13.0 million, P13.5 million and P11.1 million, respectively, are presented as Rentals under Other Expenses account in the consolidated statements of comprehensive income (see Notes 21.2).

18. OTHER CURRENT LIABILITIES

As of December 31, other current liabilities include the following:

	<u>Notes</u>	<u>2023</u>	<u>2022</u>
Retention payable		P 694,122,718	P 596,550,002
Refund liability	21.2	287,636,550	231,704,512
Refundable deposits	28.1	48,934,172	51,921,936
Miscellaneous		11,546,845	11,546,845
		<u>P 1,042,240,285</u>	<u>P 891,723,295</u>

Retention payable pertains to amounts withheld from payments made to contractors to ensure compliance and completion of contracted projects, which ranges from 5% to 10% of every billing made by the contractor. Upon completion of the contracted projects, submission of required bonds and final acceptance of works, the amounts are returned to contractors.

Refund liability pertains to the amount due to buyers of real estate properties which is the cash surrender value of the payments made by them on the cancelled real estate contracts as required by Republic Act (R.A.) 6552, *Realty Installment Buyer Act*. The amount of provision for the years ended 2023, 2022, and 2021 amounted to P57.8 million, P44.2 million, and P34.1 million, respectively, and is presented as Provision for refund liability under Other Expenses account in the consolidated statement of comprehensive income (see Note 21.2).

19. REAL ESTATE SALES

19.1 Disaggregation of Revenues

The Group derives revenues from sale of real properties and other income. An analysis of the Group's real estate sales is presented below.

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Geographical areas			
Within Metro Manila	P 3,439,460,043	P 3,130,268,670	P 2,740,174,242
Outside Metro Manila	<u>558,078,226</u>	<u>669,696,970</u>	<u>882,633,270</u>
	<u>P 3,997,538,269</u>	<u>P 3,799,965,640</u>	<u>P 3,622,807,512</u>
Types of product or services			
Residential condominium	P 3,651,882,437	P 3,566,584,650	P 3,383,909,085
Residential lots and house and lots	<u>345,655,832</u>	<u>233,380,990</u>	<u>238,898,427</u>
	<u>P 3,997,538,269</u>	<u>P 3,799,965,640</u>	<u>P 3,622,807,512</u>

19.2 Contract Accounts

a. Contract Assets

The Group's contract assets are classified as follows:

	<u>2023</u>	<u>2022</u>
Current	P 2,534,011,730	P 2,565,004,858
Non-current	<u>207,184,338</u>	<u>18,108,521</u>
	<u>P 2,741,196,068</u>	<u>P 2,583,113,379</u>

The significant changes in the contract assets balance as of December 31 are as follows:

	<u>2023</u>	<u>2022</u>
Balance at beginning of year	P2,583,113,379	P2,052,948,246
Transfers from contract assets recognized at the beginning of year to trade receivables	(973,875,208)	(406,301,982)
Increase as a result of changes in measurement of progress	<u>1,131,957,897</u>	<u>936,467,115</u>
Balance at end of year	<u>P2,741,196,068</u>	<u>P2,583,113,379</u>

b. Contract Liabilities

The Group's contract liabilities are classified as follows:

	<u>2023</u>	<u>2022</u>
Current	P 96,357,478	P 206,007,855
Non-current	<u>160,409,459</u>	<u>102,847,590</u>
	<u>P 256,766,937</u>	<u>P 308,855,445</u>

The significant changes in the contract liabilities balance as of December 31 are as follows:

	<u>2023</u>	<u>2022</u>
Balance at beginning of year	P 308,855,445	P 280,570,040
Revenue recognized that was included in contract liabilities at the beginning of year	(24,870,126)	(43,760,416)
Increase (decrease) due to cash received in excess of performance to date	(<u>27,218,382</u>)	<u>72,045,821</u>
Balance at end of year	<u>P 256,766,937</u>	<u>P 308,855,445</u>

19.3 Direct Contract Costs

The Group incurs sales commissions upon execution of contracts to sell real properties to customers. Incremental costs of commission incurred to obtain contracts are capitalized and are presented as part of Prepayments and Other Current Assets in the consolidated statements of financial position. These are amortized over the expected construction period on the same basis as how the Group measures progress towards complete satisfaction of its performance obligation in its revenue contracts. The total amount of amortization for 2023, 2022, and 2021 is presented as part of Commissions account under Cost and Expenses section of the consolidated statements of comprehensive income.

The movements in balances of deferred commission in 2023 and 2022 are presented below.

	<u>2023</u>	<u>2022</u>
Balance at beginning of year	P 286,738,125	P 258,991,994
Additional capitalized cost	120,344,045	68,774,109
Amortization for the year	(<u>53,768,983</u>)	(<u>41,027,978</u>)
Balance at end of year	<u>P 353,313,187</u>	<u>P 286,738,125</u>

19.4 Transaction Price Allocated to Unsatisfied Performance Obligations

The aggregate amount of transaction price allocated to partially or wholly unsatisfied contracts as of December 31, 2023 and 2022 is P4.7 billion and P4.8 billion, respectively. As of December 31, 2023 and 2022, the Group expects to recognize revenue from unsatisfied contracts as presented below.

	<u>2023</u>	<u>2022</u>
Within a year	P 2,061,764,238	P 2,155,660,579
More than one year to three years	2,083,346,476	1,926,874,236
More than three years to five years	<u>546,532,407</u>	<u>706,888,474</u>
Balance at end of year	<u>P 4,691,643,121</u>	<u>P 4,789,423,289</u>

20. COST OF REAL ESTATE SALES

The breakdown of the cost of real estate sales are as follows (see Note 7):

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Contracted services	P 2,097,483,149	P 1,902,020,736	P 1,999,791,892
Land cost	286,217,315	234,409,831	141,689,559
Borrowing cost	75,798,696	40,525,285	64,641,192
Other costs	<u>37,889,224</u>	<u>51,065,163</u>	<u>22,579,048</u>
	<u>P 2,497,388,384</u>	<u>P 2,228,021,015</u>	<u>P 2,228,701,691</u>

21. OTHER INCOME AND EXPENSES

21.1 Other Income

The details of this account are shown below.

	<u>Notes</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>
Forfeited collections and deposits		P 247,937,294	P 131,996,577	P 108,278,701
Income from lease credits	17	106,091,000	-	-
Marketing and management fees	25.2	115,119,420	145,106,942	217,030,237
Tuition and miscellaneous fees		-	13,637,376	30,718,352
Miscellaneous	11, 17	<u>4,292,176</u>	<u>5,534,273</u>	<u>14,625,400</u>
		<u>P 473,439,890</u>	<u>P 296,275,168</u>	<u>P 370,652,690</u>

Forfeited collections and deposits include reservation fees and all payments made by delinquent buyers, net of any loss on cancellations. This also includes portion of payments received by the Group upon approval of buyer's request to transfer to other units.

Miscellaneous fees include manning charges, gain on lease modification, registration fees, medical and dental fees, laboratory fees, energy fees, and other fees charged to students upon enrollment.

21.2 Other Expenses

The breakdown of this account is shown below.

	Notes	2023	2022	2021
Impairment loss on goodwill	12	P 77,347,634	P -	P -
Provision for refund liability	18	57,795,155	44,213,877	34,146,764
Utilities		15,360,839	14,893,935	16,547,622
Rentals	17	12,955,227	13,487,284	11,063,149
Professional fees	25.3	12,093,101	5,400,740	7,828,036
Security services		11,099,402	7,201,534	12,612,638
Repairs and maintenance	13	10,152,921	6,431,019	7,319,177
Training, seminars and other benefits		6,915,628	1,598,349	5,181,104
Insurance		6,674,259	4,279,546	5,244,089
Janitorial services		5,525,555	10,916,172	4,644,068
Marketing events and awards		4,827,844	2,124,595	248,865
Computer license subscription		4,413,127	5,303,189	3,509,699
Office supplies		2,189,651	1,920,155	4,441,652
Documentation		1,620,282	1,080,904	1,087,533
Representation		208,212	298,346	76,844
Loss on write-off of property and equipment	11	-	-	47,388,165
Outside services		-	-	132,855
Miscellaneous		5,294,011	3,092,286	8,321,808
		<u>P 234,472,848</u>	<u>P 122,241,931</u>	<u>P 169,794,068</u>

Miscellaneous expenses include bank charges, motor vehicle registration and others.

Loss on write-off of property and equipment pertains to the loss on derecognized leasehold improvements in 2021. There was no similar transaction in 2023 and 2022 (see Note 11).

22. FINANCE INCOME AND FINANCE COSTS

22.1 Finance Income

The breakdown of this account is shown below.

	Notes	2023	2022	2021
Interest income:				
Advances to related parties	25.1	P 341,017,636	P 302,459,256	P 268,277,015
Cash and cash equivalents	5	80,949,550	30,753,942	12,170,714
Trade and other receivables	6	27,007,752	26,482,239	18,790,091
Tuition fees		-	223,759	659,838
Amortization of day-one loss on noninterest-bearing financial instruments	6	121,259,226	117,776,313	102,052,503
Dividend income	8	16,890,000	13,512,000	7,882,000
Foreign currency gain - net		315,709	169,007	27,150
		<u>P 587,439,873</u>	<u>P 491,376,516</u>	<u>P 409,859,311</u>

22.2 Finance Costs

The breakdown of finance costs is shown below.

	<u>Notes</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>
Interest expense on advances from related parties	25.1	P 370,332,612	P 340,333,360	P 312,167,217
Bank loans	14	17,360,365	52,478,297	48,647,239
Net interest expense on post-employment defined benefit obligation	23.2	<u>3,399,996</u>	<u>5,994,727</u>	<u>6,544,044</u>
		<u>P 391,092,973</u>	<u>P 398,806,384</u>	<u>P 367,358,500</u>

23. SALARIES AND EMPLOYEE BENEFITS

23.1 Salaries and Employee Benefits Expense

Expenses recognized for salaries and employee benefits are presented below.

	<u>Notes</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>
Short-term benefits		P 407,014,182	P 369,691,292	P 378,170,113
Post-employment benefits	23.2	<u>24,088,024</u>	<u>28,811,301</u>	<u>31,941,909</u>
		<u>P 431,102,206</u>	<u>P 398,502,593</u>	<u>P 410,112,022</u>

23.2 Post-employment Benefits

(a) Characteristics of the Defined Benefit Plan

The Group maintains a partially funded, tax qualified, non-contributory, post-employment defined benefit plan that is being administered by a trustee bank that is legally separated from the Group. The post-employment defined benefit plan covers all regular full-time employees.

The normal retirement age is 60 with a minimum of five years of credited service. The post-employment defined benefit plan provides for retirement ranging from 60% to 200% of final monthly salary for every year of credited service but shall not be less than the regulatory benefit under the R.A. 7641, *The Retirement Pay Law*, or the applicable retirement law at the time of the member's retirement.

(b) Explanation of the Amounts Presented in the Consolidated Financial Statements

Actuarial valuations are made regularly to update the retirement benefit costs and the amount of contributions. All amounts presented on the succeeding pages are based on the latest actuarial valuation reports obtained from independent actuaries.

The amounts of post-employment benefit recognized in the consolidated statements of financial position are determined as follow:

	<u>2023</u>	<u>2022</u>
Present value of the obligation	P 577,559,995	P 429,740,305
Fair value of the assets	(423,561,403)	(362,019,803)
	<u>P 153,998,592</u>	<u>P 67,720,502</u>

The movements in the present value of the post-employment DBO recognized in the books are as follows:

	<u>2023</u>	<u>2022</u>
Balance at beginning of year	P 429,740,305	P 462,835,851
Interest expense	32,071,256	23,427,638
Current service cost	24,088,024	28,811,301
Remeasurements:		
Actuarial losses (gains) arising from:		
Changes in financial assumptions	99,593,708	(81,517,258)
Changes in demographic assumptions	4,141,883	(21,939,946)
Experience adjustments	(1,680,455)	34,571,389
Benefits paid	(10,394,726)	(16,448,670)
Balance at end of year	<u>P 577,559,995</u>	<u>P 429,740,305</u>

In 2021, the Group did not engage the services of an actuary for RBO valuation for LBASSI and has derecognized its related RBO as the Group is not expecting anymore to pay the retirement obligation of the employees due to the management's decision to cease the operations of Laguna Bel Air Science School taking effect after school year 2021-2022. Instead, the Group has accrued the severance pay as of December 31, 2021 amounting to P14.1 million and is presented as part of Other Current Liabilities in the 2021 consolidated statement of financial position, and as part of Salaries and Employee Benefits under Costs and Expenses section in the 2021 consolidated statement of comprehensive income. This was settled in 2022.

The movements in the fair value of plan assets are presented below.

	<u>2023</u>	<u>2022</u>
Balance at beginning of year	P 362,019,803	P 326,196,044
Actual contribution	53,500,000	50,500,000
Interest income	28,671,260	17,432,911
Loss on plan assets (excluding amounts included in net interest)	(10,234,934)	(15,660,482)
Benefits paid	(10,394,726)	(16,448,670)
Balance at end of year	<u>P 423,561,403</u>	<u>P 362,019,803</u>

The fair value of plan assets is composed of the following (in millions):

	<u>2023</u>	<u>2022</u>
Cash and cash equivalents	P 336.9	P 206.3
Investment in government issued debt securities	<u>86.7</u>	<u>155.7</u>
	<u>P 423.6</u>	<u>P 362.0</u>

The plan assets earned a return of P18.4 million, P1.8 million and 1.5 million in 2023, 2022 and 2021, respectively.

As of December 31, 2023 and 2022, the Group's retirement fund does not include any investments in any equity securities issued by the Group or any of its related parties.

The components of amounts recognized in the consolidated statements of comprehensive income in respect of the post-employment defined benefit plan are as follows:

	<u>Notes</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>
<i>Reported in profit or loss:</i>				
Current service cost	23.1	P 24,088,024	P 28,811,301	P 31,941,909
Net interest expense	22.2	<u>3,399,996</u>	<u>5,994,727</u>	<u>6,544,044</u>
		<u>P 27,488,020</u>	<u>P 34,806,028</u>	<u>P 38,485,953</u>
<i>Reported in other comprehensive income (loss):</i>				
Actuarial gains (losses) arising from:				
- changes in financial assumptions		(P 99,593,708)	P 81,517,258	P 49,530,354
- demographic assumption		(4,141,883)	21,939,946	183,196
- experience adjustments		1,680,455	(34,571,389)	2,837,531
Loss on plan assets (excluding amounts included in net interest)		(<u>10,234,934</u>)	(<u>15,660,482</u>)	(<u>10,233,460</u>)
		<u>(P 112,290,070)</u>	<u>P 53,225,333</u>	<u>P 42,317,621</u>

Current service cost is presented as part of Salaries and Employee Benefits under Costs and Expenses section in the consolidated statements of comprehensive income (see Note 23.1) while the amounts of net interest expense are included under Finance Costs under Costs and Expenses section in the consolidated statements of comprehensive income (see Note 22.2).

The amounts recognized in other comprehensive income were included within items that will not be reclassified subsequently to profit or loss.

In determining the amounts of the defined benefit post-employment obligation, the following significant actuarial assumptions were used:

	<u>2023</u>	<u>2022</u>	<u>2021</u>
<i>EELHI:</i>			
Discount rates	6.56%	7.54%	5.08%
Expected rate of salary increases	6.00%	4.00%	4.00%
<i>EPHI:</i>			
Discount rates	6.04%	7.10%	4.98%
Expected rate of salary increases	6.81%	6.16%	6.72%

The other subsidiaries currently do not have employees and their accounting and other administrative functions are being handled by the Company; hence, there was no cost of retirement benefits recognized.

Assumptions regarding future mortality experience are based on published statistics and mortality tables. The average remaining working life of an individual retiring at the age of 60 to 65 for both males and females is shown below.

	<u>Retirement Age</u>	<u>Average Remaining Working Life</u>
EELHI	60	27
EPHI	60	17

These assumptions were developed by management with the assistance of an independent actuary. Discount factors are determined close to the end of each reporting period by reference to the interest rates of a zero-coupon government bond with terms to maturity approximating the terms of the retirement obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

(c) *Risks Associated with the Retirement Plan*

The plan exposes the Group to actuarial risks such as investment and interest rate risk, longevity risk and salary risk.

(i) *Investment and Interest Rate Risks*

The present value of the DBO is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of reference government bonds will increase the plan obligation. However, this will be partially offset by an increase in the return on the plan's investments in debt securities and if the return on plan asset falls below this rate, it will create a deficit in the plan. Currently, the plan has relatively balanced investment in cash and cash equivalents and debt securities. Due to the long-term nature of the plan obligation, a level of continuing debt investments is an appropriate element of the Group's long-term strategy to manage the plan efficiently.

(ii) *Longevity and Salary Risks*

The present value of the DBO is calculated by reference to the best estimate of the mortality of the plan participants both during and after their employment, and to their future salaries. Consequently, increases in the life expectancy and salary of the plan participants will result in an increase in the plan obligation.

(d) *Other Information*

The information on the sensitivity analysis for certain significant actuarial assumptions, the Group's asset-liability matching strategy, and the timing and uncertainty of future cash flows related to the retirement plan are described below and on the succeeding page.

(i) *Sensitivity Analysis*

The following table summarizes the effects of changes in the significant actuarial assumptions used in the determination of the DBO as of December 31:

	<u>Impact on Post-employment Benefit Obligation</u>		
	<u>Change in Assumption</u>	<u>Increase in Assumption</u>	<u>Decrease in Assumption</u>
<u>2023</u>			
<i>EELHI</i>			
Discount rate	+7.0%/-8.1% (P	33,690,228) P	39,049,479
Salary increase rate	+8.0%/-7.1%	38,876,517 (34,155,083)
<i>EPHI</i>			
Discount rate	+/-0.5% (3,296,529)	3,561,268
Salary increase rate	+/-1.0%	6,598,703 (6,065,819)
<u>2022</u>			
<i>EELHI</i>			
Discount rate	+5.7%/-6.5% (P	20,280,395) P	23,196,685
Salary increase rate	+6.7%/-6.0%	23,798,351 (21,114,661)
<i>EPHI</i>			
Discount rate	+/-0.5% (2,649,516)	2,854,747
Salary increase rate	+/-1.0%	5,688,030 (4,997,622)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. This analysis may not be representative of the actual change in the DBO as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the DBO has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the DBO recognized in the consolidated statements of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

(ii) *Asset-liability Matching Strategies*

To efficiently manage the retirement plan, the Group through its BOD, ensures that the investment positions are managed in accordance with its asset-liability matching strategy to achieve those long-term investments are in line with the obligations under the retirement scheme. This strategy aims to match the plan assets to the retirement obligations by investing in debt securities and maintaining cash and cash equivalents that match the benefit payments as they fall due and in the appropriate currency. The Group actively monitors how the duration, and the expected yield of the investments are matching the expected cash outflows arising from the retirement obligations.

There has been no change in the Group's strategies to manage its risks from previous periods.

(iii) *Funding Arrangements and Expected Contributions*

The plans are currently underfunded by P154.0 million based on the latest actuarial valuation. While there are no minimum funding requirements in the country, the size of the underfunding may pose a cash flow risk in about 10 to 20 years' time when a significant number of employees is expected to retire.

The Group expects to make a contribution of at least P53.5 million to the plan during the next reporting period.

The maturity profile of undiscounted expected benefit payments from the plan for the next 20 years follows:

	<u>2023</u>	<u>2022</u>
Within one year	P 233,389,173	P 190,032,920
More than one year to five years	69,425,699	94,477,223
More than five years to 10 years	250,680,503	149,769,754
More than 10 years to 15 years	47,848,610	62,012,644
More than 15 years to 20 years	108,613,342	78,962,537
More than 20 years	<u>151,371,858</u>	<u>157,270,110</u>
	<u>P 861,329,185</u>	<u>P 732,525,188</u>

The weighted average duration of the DBO at the end of the reporting period is 7.5 to 15 years.

24. TAX EXPENSE

The components of tax expense (income) reported in the consolidated statements of comprehensive income for the years ended December 31 are presented below.

	<u>2023</u>	<u>2022</u>	<u>2021</u>
<i>Reported in profit or loss:</i>			
Current tax expense:			
RCIT at 25%, 20% and 10% in 2023 and 25%, 20% and 1% in 2022 and 2021	P 92,737,922	P 138,094,908	P 166,838,539
Final tax at 20%, 15% and 7.5%	<u>16,154,222</u>	<u>6,134,086</u>	<u>2,430,078</u>
	108,892,144	144,228,994	169,268,617
Effect of the change in income tax rate	<u>-</u>	<u>-</u>	<u>(12,387,572)</u>
	<u>108,892,144</u>	<u>144,228,994</u>	<u>156,881,045</u>
Deferred tax expense (income) relating to:			
Origination and reversal of temporary differences	111,107,012	96,975,866	23,877,945
Effect of the change in income tax rate	<u>-</u>	<u>-</u>	<u>(360,470,182)</u>
	<u>111,107,012</u>	<u>96,975,866</u>	<u>(336,592,237)</u>
	<u>P 219,999,156</u>	<u>P 241,204,860</u>	<u>(P 179,711,192)</u>
<i>Reported in other comprehensive income or loss –</i>			
Deferred tax expense (income) relating to:			
Origination and reversal of temporary differences	(P 28,072,519)	P 13,306,334	P 10,579,405
Effect of the change in income tax rate	<u>-</u>	<u>-</u>	<u>(8,232,178)</u>
	<u>(P 28,072,519)</u>	<u>P 13,306,334</u>	<u>P 2,347,227</u>

LBASSI, as an educational institution, is subject to 10% tax rate on its taxable income as defined under the tax regulations of the National Internal Revenue Code Section 27(B).

The reconciliation of tax on pre-tax profit computed at the applicable statutory rates to tax expense (income) as reported in the profit or loss section of the consolidated statements of comprehensive income is as follows:

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Tax on pre-tax profit at 25%, 20% and 10% in 2023 and 25%, 20% and 1% in 2022 and 2021	P 264,703,460	P 239,018,108	P 155,763,572
Adjustment for income subjected to lower income tax rates	(4,083,157)	(1,553,446)	(609,822)
Tax effects of:			
Non-taxable income on forfeited collections	(48,230,566)	(285,708)	(979,719)
Non-deductible interest expense	4,046,398	1,536,540	606,888
Non-deductible taxes and licenses	3,292,722	2,710,567	12,959,407
Changes in tax rates due to CREATE Law	-	-	(372,857,754)
Non-deductible loss on derecognition of property and equipment	-	-	11,847,041
Write-off of net deferred tax assets related to lease pre-termination	-	-	9,829,898
Others - net	<u>270,299</u>	<u>(221,201)</u>	<u>3,729,297</u>
	<u>P 219,999,156</u>	<u>P 241,204,860</u>	<u>(P 179,711,192)</u>

The net deferred tax liabilities as of December 31 relate to the following:

	<u>Consolidated</u> <u>Statements of Financial Position</u>		<u>Consolidated</u> <u>Statement of Profit or Loss</u>		
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>
Deferred tax assets:					
Provision for refund liability	P 71,909,137	P 57,926,128	(P 13,983,010)	(P 10,355,166)	(P 441,182)
Retirement benefit obligation	38,499,648	16,930,126	6,502,996	3,923,492	21,534,264
Lease liability	-	-	-	-	17,893,260
	<u>110,408,785</u>	<u>74,856,254</u>	<u>(7,480,014)</u>	<u>(6,431,674)</u>	<u>38,986,342</u>
Deferred tax liabilities:					
Uncollected realized gross profit	(2,033,618,301)	(1,906,236,495)	127,381,806	122,945,667	(292,847,817)
Deferred commission	(88,328,299)	(71,684,532)	16,643,766	6,936,533	7,138,650
Capitalized borrowing cost	(52,603,596)	(85,144,335)	(32,540,740)	(26,510,125)	(81,021,530)
Right of use assets – net	(7,065,519)	-	7,065,519	-	(9,030,393)
Unrealized foreign exchange loss - net	(78,928)	(42,253)	36,675	35,465	182,511
	<u>(2,181,694,643)</u>	<u>(2,063,107,615)</u>	<u>118,587,026</u>	<u>103,407,540</u>	<u>(375,578,579)</u>
Net Deferred Tax Expense (Income)			<u>P 111,107,012</u>	<u>P 96,975,866</u>	<u>(P 336,592,237)</u>
Net Deferred Tax Liabilities	<u>(P 2,071,285,858)</u>	<u>(P 1,988,251,361)</u>			

The deferred tax expense (income) presented in Other Comprehensive Income (Loss) section in the consolidated statements of comprehensive income pertains to the tax effect of remeasurements of retirement benefit obligation and change in income tax rates due to CREATE Law in 2021 which resulted to a tax income amounting to P28.1 million in 2023, and a tax expense amounting to P13.3 million, and P2.3 million in 2022 and 2021, respectively.

In 2023 and 2022, the Group is subject to the minimum corporate income tax (MCIT), which is computed at 2% and 1% of gross income (increased to 2% on July 1, 2023), as defined under the tax regulations, or RCIT, whichever is higher.

Presented below are the details of the Group's remaining NOLCO, which can be claimed as deductions from future taxable profit within three to five years from the year the tax loss was incurred. NOLCO incurred for the taxable years 2021 and 2020 can be claimed as a deduction from the future taxable income until 2026 and 2025, respectively, in accordance with R.A. 11494, *Bayaniban to Recover as One Act*.

<u>Year</u>	<u>Original Amount</u>	<u>Expired Amount</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
2023	P 17,389,551	P -	P 17,389,551	2026
2022	9,319,501	-	9,319,501	2025
2021	28,708,937	-	28,708,937	2026
2020	<u>11,885,277</u>	<u>-</u>	<u>11,885,277</u>	2025
	<u>P 67,303,266</u>	<u>P -</u>	<u>P 67,303,266</u>	

PCMI, LBASSI, EECI, SPLI, SOHI, VVPI and 20th Century did not recognize deferred tax assets on their respective NOLCO as management believes that the related deferred tax assets may not be recovered within the prescriptive period. The amount of NOLCO for the year ended 2023 for which the related deferred tax asset has not been recognized amounted to a total of P17.4 million with a total tax effect of P3.4 million.

In 2023, 2022 and 2021, the Group opted to claim itemized deductions in computing for its income tax due.

25. RELATED PARTY TRANSACTIONS

The Group's related parties include the Ultimate Parent Company, the Parent Company, related parties under common ownership, associate, key management personnel, and the Group's retirement plan as described on the succeeding pages.

Based on the requirement of SEC Memorandum Circular 2019-10, *Rules of Material Related Party Transactions of Publicly-listed Companies*, transactions amounting to 10% or more of the total consolidated assets based on its latest consolidated financial statements that were entered into with related parties are considered material.

All individual material related party transactions shall be approved by at least two-thirds (2/3) vote of the Parent Company's board of directors, with at least a majority of the independent directors voting to approve the material related party transactions. In case that a majority of the independent directors' vote is not secured, the material related party transaction may be ratified by the vote of the stockholders representing at least two-thirds of the outstanding capital stock. For aggregate related party transactions within a 12-month period that breaches the materiality threshold of 10% of the Group's consolidated total assets based on the latest consolidated financial statements, the same board approval would be required for the transactions that meet and exceeds the materiality threshold covering the same related party.

The summary of the Group's significant transactions and outstanding balances with its related parties are as follows:

Related Party Category	Notes	Amount of Transactions			Outstanding Balance	
		2023	2022	2021	2023	2022
Ultimate Parent:						
Financial assets at FVOCI	8	(P 69,812,000)	P 11,260,000	P 135,120,000	P 1,270,128,000	P 1,339,940,000
Dividend income	8, 22.1	16,890,000	13,512,000	7,882,000	16,890,000	13,512,000
Parent:						
Right-of-use assets	11	14,400,981	-	-	28,262,073	-
Lease credits	17	106,091,000	-	-	63,427,946	-
Availment of advances	25.1, 25.4	(344,877,241)	(311,070,804)	(294,516,893)	(5,354,893,778)	(5,010,016,537)
Rendering of services	25.2	37,121,681	29,635,160	45,075,231	665,483,335	659,753,900
Obtaining of services	25.3	1,244,880	1,037,400	1,781,940	-	-
Associate –						
Availment of advances	25.1	2,817,756	2,211,467	1,459,030	(378,861,199)	(381,678,955)
Under common ownership:						
Granting of advances	25.1	382,876,193	336,882,017	319,041,705	5,467,534,052	5,084,657,859
Rendering of services	25.2	114,489,030	145,222,308	196,108,971	44,119	44,119
Repayment of advances - net	25.1	45,000,000	40,000,000	35,000,000	(327,981,690)	(372,981,690)
Key management personnel –						
Compensation	25.5	84,889,579	83,854,398	76,187,205	-	-

Unless otherwise stated, the Group's outstanding receivables from and payables to related parties arising from interest-bearing and noninterest-bearing advances, joint venture agreements, lease of property and cash advances to related party are unsecured, collectible, or payable on demand, and are generally settled in cash or through offsetting arrangements with the related parties (see Note 30.2).

There were no impairment losses recognized on the outstanding receivables from related parties in 2023, 2022 and 2021 based on management's ECL assessment.

25.1 Advances to and from Related Parties

The Group grants to and obtains unsecured advances from its Parent company, associate and other related parties for working capital purposes.

The Advances to Related Parties account represents the outstanding balances arising from cash advances granted by the Group to certain related parties under common ownership. Some of the advances to related parties are interest-bearing with interest rates ranging from 12.00% to 15.00% both in 2023 and 2022. The interest income arising from these interest-bearing advances is presented as part of Finance Income in the consolidated statements of comprehensive income (see Note 22.1). The change in the Advances to Related Parties account are shown in the succeeding page.

	<u>Note</u>	<u>2023</u>	<u>2022</u>
Balance at beginning of year		P 5,084,657,859	P 4,747,775,842
Interest income	22.1	341,017,636	302,459,256
Additional advances		41,858,557	49,432,432
Collections		-	(15,000,000)
Offset against advances		-	(9,671)
Balance at end of year		<u>P 5,467,534,052</u>	<u>P 5,084,657,859</u>

The Advances from Related Parties account represents the outstanding balances arising from cash advances obtained by the Group from its Parent Company, associate, and certain related parties under common ownership. Some of the advances from related parties are interest-bearing with interest rates ranging from 7.00% to 12.00% both in 2023 and 2022. The details as of December 31 are as follow:

	<u>2023</u>	<u>2022</u>
Parent	P 5,354,893,778	P 5,010,016,537
Associate	378,861,199	381,678,955
Related parties under common ownership	<u>327,981,690</u>	<u>372,981,690</u>
	<u>P 6,061,736,667</u>	<u>P 5,764,677,182</u>

The movements in the Advances from Related Parties account is shown below.

	<u>2023</u>	<u>2022</u>
Parent:		
Balance at beginning of year	P 5,010,016,537	P 4,698,945,733
Accrued interests	349,390,876	316,098,291
Additions	5,759	-
Repayments	(4,519,394)	(5,027,487)
Balance at end of year	<u>P 5,354,893,778</u>	<u>P 5,010,016,537</u>
Associate:		
Balance at beginning of year	P 381,678,955	P 383,890,422
Repayments	(2,817,756)	(2,211,467)
Balance at end of year	<u>P 378,861,199</u>	<u>P 381,678,955</u>
Other related parties under common ownership:		
Balance at beginning of year	P 372,981,690	P 412,981,690
Repayments	(65,941,736)	(64,235,069)
Accrued interests	<u>20,941,736</u>	<u>24,235,069</u>
Balance at end of year	<u>P 327,981,690</u>	<u>P 372,981,690</u>

Cash advances from Parent company and other related parties under common ownership bear fixed interest rate ranging between 7% and 12% per annum in 2023, 2022 and 2021. Interest expense is presented as part of Finance Costs account in the consolidated statements of comprehensive income (see Note 22.2).

25.2 Rendering of Services

The summary of services offered by the Group is presented below.

	Amount of Transactions		
	<u>2023</u>	<u>2022</u>	<u>2021</u>
Management services	P 80,287,703	P 113,133,951	P 165,548,490
Commission income	37,121,681	29,635,160	45,075,231
Lease of property	<u>34,201,327</u>	<u>32,088,357</u>	<u>30,560,481</u>
	<u>P 151,610,711</u>	<u>P 174,857,468</u>	<u>P 241,184,202</u>

The Group handled the administrative functions of certain related parties under common ownership for the latter's ongoing construction and development activities. The amount of revenue earned from such transaction is recognized as part of Marketing and management fees under Other Income account in the consolidated statements of comprehensive income (see Note 21.1) while the outstanding balances are presented as Management fee receivable under Trade and Other Receivables account in the consolidated statements of financial position (see Note 6).

The Group earns marketing fees from the sale of Megaworld's real estate properties. The marketing fee recognized is presented as Commission Income under Revenues and Income section in the consolidated statements of comprehensive income. The outstanding receivables related to these transactions are presented as part of Trade receivables under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 6).

The Group leases certain investment property to a related party under common ownership in 2023, 2022, and 2021. The revenues earned from the lease are included as part of Rental Income account under Revenues and Income section in the consolidated statements of comprehensive income (see Note 28.1). The related outstanding receivables from these transactions are presented as part of Rent receivable under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 6).

25.3 Obtaining of Services

The Group incurred management fees for accounting and marketing services obtained from its Parent Company amounting to P1.2 million, P1.0 million and P1.8 million in 2023, 2022, and 2021, respectively, and is presented as part of Professional Fees under Other Expenses in the consolidated statements of comprehensive income (see Note 21.2). There was no outstanding payable from this transaction as of December 31, 2023 and 2022.

25.4 Joint Development Agreement with Parent Company

The Group, together with Megaworld, executed a joint development agreement for the development of a mixed-use condominium project; whereby the Group shall contribute land and the Parent company shall develop and sell the property. The entities shall be entitled to a certain percentage of the total saleable area based on the agreed sharing. The land contributed to the joint venture is presented as part of the Real Estate Inventories under Property development cost in the consolidated statements of financial position (see Note 7). As of the end of the reporting period, the property is still being developed and there are no profits received yet from this agreement.

25.5 Key Management Personnel Compensation

The compensation of the Group's key management personnel are as follows:

	<u>2023</u>		<u>2022</u>		<u>2021</u>
Short-term benefits	P 64,860,294	P	59,695,978	P	52,003,759
Post-employment benefits	<u>20,029,285</u>		<u>24,158,420</u>		<u>24,183,446</u>
	<u>P 84,889,579</u>	P	<u>83,854,398</u>	P	<u>76,187,205</u>

These are presented as part of Salaries and Employee Benefits account under Cost and Expenses section in the consolidated statements of comprehensive income for the years ended December 31, 2023, 2022, and 2021 (see Note 23.1).

25.6 Retirement Plan

The Group has a formal retirement plan established separately for EELHI and EPHI. The Group's retirement fund for its post-employment defined benefit plan is administered and managed by trustee banks. The fair value and the composition of the plan assets as of December 31, 2023 and 2022 are presented in Note 23.2. As of December 31, 2023 and 2022, the Group's retirement fund does not include any investments in any equity securities issued by the Group or any of its related parties.

The Group's transactions with the fund mainly pertain to contributions, benefit payments and interest income.

The retirement fund neither provides any guarantees or surety for any obligation of the Group nor its investments covered by any restrictions or liens.

26. EQUITY

26.1 Capital Stock

Capital stock as of December 31, 2023 and 2022 consists of:

	<u>No. of Shares</u>	<u>Amount</u>
Common shares – P1 par value		
Authorized	<u>31,495,200,000</u>	<u>P31,495,200,000</u>
Issued	14,803,455,238	P14,803,455,238
Treasury shares – at cost	(<u>127,256,071</u>)	(<u>102,106,658</u>)
Total outstanding	<u>14,676,199,167</u>	<u>P14,701,348,580</u>
Preferred shares – P1 par value		
Authorized	<u>2,000,000,000</u>	<u>P 2,000,000,000</u>

Megaworld has 81.73% ownership interest in the Group as of December 31, 2023 and 2022.

The Series B preferred shares are nonredeemable, convertible into common shares and are nonvoting. The shares have zero coupon rates and shall not be entitled to dividends. The Series B preferred shares shall be convertible to common shares any time after the end of the 18 months from the implementation date, May 29, 1998, as defined in the subscription agreements. There are no subscribed and issued preferred shares as of December 31, 2023 and 2022.

On April 24, 1996, the SEC approved the listing of the Group's shares totaling 425,000,000. The shares were issued at an offer price of P12.90 per share. As of December 31, 2023, 2022, and 2021, there are 12,297, 12,336 and 12,360 shareholders of the listed shares, respectively. The shares were listed and closed at a price of P0.13, P0.19 and P0.25 per share as of December 29, 2023 and 2022 and December 31, 2021, respectively.

26.2 Additional Paid-in Capital

The additional paid-in capital (APIC) pertains to the excess of the total proceeds received from the Group's shareholders over the total par value of the common shares. There were no movements in the Group's APIC accounts in 2023 and 2022.

26.3 Treasury Stock

On March 23, 2006, the Company's BOD authorized the buy-back of up to P1.0 billion worth of Group's shares of common stock within a 24-month period under certain terms and conditions as the Group's senior management may deem beneficial to the Group and its stockholders.

As of December 31, 2023 and 2022, the Group's treasury shares amounted to P102.1 million, representing the cost of 127,256,071 shares reacquired by the Group.

26.4 Revaluation Reserves

Revaluation reserves of the Group are composed of re-measurements on its retirement benefit obligation and fair value movements of the Group's financial assets at FVOCI (see Notes 8 and 23.2).

The components and reconciliation of items of other comprehensive income presented in the consolidated statement of changes in equity at their aggregate amount under Revaluation Reserves account, are shown below.

	Financial Assets at FVOCI <small>(see Note 8)</small>	Retirement Benefit Obligation <small>(see Note 23.2)</small>	Total
Balance as of January 1, 2023	P 506,990,000	P 194,664,277	P 701,654,277
Remeasurement of retirement benefit obligation	-	(112,290,070)	(112,290,070)
Fair value losses on FVOCI	(69,812,000)	-	(69,812,000)
Other comprehensive loss before tax for the year	(69,812,000)	(112,290,070)	(182,102,070)
Tax income	-	28,072,519	28,072,519
Other comprehensive loss after tax for the year	(69,812,000)	(84,217,551)	(154,029,551)
Balance as of December 31, 2023	P 437,178,000	P 110,446,726	P 547,624,726
Balance as of January 1, 2022	P 495,730,000	P 154,745,278	P 650,475,278
Remeasurement of retirement benefit obligation	-	53,225,333	53,225,333
Fair value gains on FVOCI	11,260,000	-	11,260,000
Other comprehensive income before tax for the year	11,260,000	53,225,333	64,485,333
Tax expense	-	(13,306,334)	(13,306,334)
Other comprehensive income after tax for the year	11,260,000	39,918,999	51,178,999
Balance as of December 31, 2022	P 506,990,000	P 194,664,277	P 701,654,277
Balance as of January 1, 2021	P 360,610,000	P 114,550,800	P 475,160,800
Remeasurement of retirement benefit obligation	-	42,317,621	42,317,621
Fair value gains on FVOCI	135,120,000	-	135,120,000
Other comprehensive income before tax	135,120,000	42,317,621	177,437,621
Tax expense	-	(2,347,227)	(2,347,227)
Other comprehensive income after tax	135,120,000	39,970,394	175,090,394
Losses transferred to retained earnings	-	224,084	224,084
Balance as of December 31, 2021	P 495,730,000	P 154,745,278	P 650,475,278

26.5 Other Reserves

Other reserves of the Group pertains to the difference between the fair value of consideration paid and the relevant share in the carrying value of the net assets of PCMI as a result of obtaining de facto control over PCMI in 2018 and any subsequent change in ownership interest in the subsidiary (see Note 1.1).

26.6 Retained Earnings

Retained earnings are restricted in the amount of P102.1 million representing the cost of 127,256,071 shares held in treasury as of the end of the reporting periods.

27. EARNINGS PER SHARE

Basic and diluted earnings per share amounts were computed as follows:

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Net profit attributable to parent Group's shareholders	P 765,784,371	P 720,214,688	P 805,765,516
Number of issued and outstanding common shares	<u>14,676,199,167</u>	<u>14,676,199,167</u>	<u>14,676,199,167</u>
Basic and diluted earnings per share	<u>P 0.052</u>	<u>P 0.049</u>	<u>P 0.055</u>

Diluted earnings per share equal the basic earnings per share since the Group does not have dilutive shares as of December 31, 2023, 2022 and 2021.

28. COMMITMENTS AND CONTINGENCIES

The following are the significant commitments and contingencies involving the Group:

28.1 Operating Lease Commitments – Group as Lessor

The Group is subject to risk incidental to the operation of its office and commercial properties, which include, among others, changes in market rental rates, inability to renew leases upon lease expiration, and inability to collect rent from tenants due to bankruptcy or insolvency of tenants. Majority of the Group's revenue from rental properties are derived from commercial and parking spaces.

To mitigate these risks, tenants pay security deposits and advance rent equal to three to six months' rent, which are forfeited in case a tenant pre-terminates without prior notice or before the expiry of lease term without cause. In addition, tenants are usually required to pay the monthly rent in advance on a monthly basis, without need of further demand. Security deposits and advance rent are presented as part of Refundable deposits under Other Current Liabilities in the consolidated statements of financial position (see Note 18).

The Group is a lessor under various non-cancellable operating lease agreements covering real estate properties for commercial use. This consists of fixed lease payments with terms ranging from one to 10 years, with renewal options, and include annual escalation rates of 3% to 10%.

The future minimum rental receivable under these non-cancellable operating leases are as follows as of December 31:

	<u>2023</u>		<u>2022</u>		<u>2021</u>
Within one year	P 87,091,504	P	60,486,736	P	66,308,551
After one year but not more than two years	66,419,329		30,607,954		41,452,326
After two years but not more than three years	57,583,883		19,311,320		17,646,880
After three years but not more than four years	48,775,972		15,485,223		16,162,471
After four years but not more than five years	22,599,392		6,566,925		16,407,851
More than five years	-		1,004,708		7,881,318
	<u>P 282,470,080</u>	P	<u>133,462,866</u>	P	<u>165,859,397</u>

The total rentals from these operating leases amounted to about P107.5 million, P89.6 million, and P82.4 million in 2023, 2022, and 2021, respectively, which are recognized as Rental Income account under Revenues and Income section in the consolidated statements of comprehensive income.

28.2 Legal Claims

As of December 31, 2023, and 2022, the Group does not have any litigations within and outside the normal course of its business.

28.3 Credit Lines

The Group has existing credit lines with local banks for a maximum amount of P1,520 million and P3,020 million as of December 31, 2023 and 2022, respectively. The Group has unused lines of credit amounting to P520.0 million and P2,020 million as of December 31, 2023 and 2022, respectively.

28.4 Capital Commitments

As of December 31, 2023, and 2022, the Company has commitments amounting to P2.0 billion and P2.2 billion for the construction expenditures in relation to the Company's joint venture (see Note 9).

28.5 Others

There are other commitments and contingent liabilities that may arise in the normal course of operations of the Group which is not reflected in the consolidated financial statements. The management of the Group is of the opinion that losses, if any, from these items will not have any material effect on its consolidated financial statements, taken as a whole.

29. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks which result from its operating, investing, and financing activities. Risk management is carried out by a central treasury department under policies approved by the BOD and focuses on actively securing the Group's short to medium-term cash flows by minimizing the exposure to financial markets. Long-term financial investments are managed to generate lasting returns. The Group does not engage in the trading of financial assets for speculative purposes, nor does it write options. The financial risks to which the Group is exposed to are described below and on the succeeding pages.

29.1 Market Risk

The Group is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, and interest rate risk which results from both its operating, investing and financing activities.

(a) Foreign Currency Risk

There is no significant exposure to foreign currency risks since most of the Group's transactions are denominated in Philippine peso, which is its functional currency. The Group's financial asset denominated in foreign currency only pertains to cash and cash equivalents. However, the amount is insignificant to the consolidated financial statements as of December 31, 2023 and 2022 (see Note 22.1). The Group has no financial liabilities denominated in foreign currency.

(b) Interest Rate Risk

The Group's policy is to minimize interest rate cash flow risk exposures on long-term financing. Long-term borrowings are therefore usually obtained and negotiated at fixed rates. However, as of December 31, 2023 and 2022, the Group has an outstanding long-term loan with a variable interest rate (see Note 14).

The Group's ratio of fixed to floating rate debt stood at 0.25:1.00 as of December 31, 2021. There is no fixed rate debt in 2023 and 2022.

The sensitivity of the consolidated net results and consolidated equity in 2021 to a reasonably possible change of 1.6% in floating rates is P16.2 million and P12.1 million, respectively. The calculations are based on the Group's financial instruments held at each reporting date. All other variables are held constant.

At December 31, 2023 and 2022, the Group is exposed to other changes in market interest through its cash and cash equivalents and other fixed rate long-term borrowings, which are deemed by management to be not significant.

All other financial assets and liabilities have either short-term maturity, noninterest-bearing or are subject to fixed rates (e.g., related party advances).

(c) Other Price Risk

The Group's market price risk arises from its investments carried at fair value (classified as financial assets at FVOCI). It manages its risk arising from changes in market price by monitoring the changes in the market price of the investments.

For equity securities listed in the Philippines, the observed volatility rates of the fair values of the Group's investment held at fair value is determined based on the average market volatility in quoted prices, using standard deviation, in the previous 12 months, estimated at 99% level of confidence. An average volatility of 9.0% and 7.1% has been observed during 2023 and 2022, respectively. The impact on the Group's consolidated other comprehensive income and consolidated equity would have increased or decreased by P120.4 million and P94.7 million in 2023 and 2022, respectively.

The investments in quoted equity securities are considered long-term strategic investments. In accordance with the Group's policies, no specific hedging activities are undertaken in relation to these investments. The investments are continuously monitored and voting rights arising from these equity instruments are utilized in the Group's favor. The Group is not subject to commodity price risk.

29.2 Credit Risk

The maximum credit risk exposure of the Group is the carrying amount of the financial assets and contract assets as shown on the face of the consolidated statements of financial position (or in the detailed analysis provided in the notes to the consolidated financial statements), as summarized below.

	Notes	<u>2023</u>	<u>2022</u>
Cash and cash equivalents	5	P 3,717,469,500	P 3,437,787,004
Trade and other receivables - net (excluding advances to suppliers and contractors and advances to condominium associations)	6	9,798,369,760	7,969,771,442
Contract assets	19.2	2,741,196,068	2,583,113,379
Advances to related parties	25.1	<u>5,467,534,052</u>	<u>5,084,657,859</u>
		<u>P 21,724,569,380</u>	<u>P 19,075,329,684</u>

None of the Group's financial assets are secured by collateral or other credit enhancements, except for cash and cash equivalents, and trade receivables, as described below and on the succeeding pages.

(a) Cash and Cash Equivalents

The credit risk for cash and cash equivalents is considered negligible since the counterparties are reputable banks with high quality external credit ratings. Included in the cash and cash equivalents are cash in banks and short-term placements which are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of P0.5 million for every depositor per banking institution.

(b) Trade and Other Receivables and Contract Assets

Trade and other receivables (excluding advances to suppliers and contractors and advances to condominium associations) and contract assets are subject to credit risk exposure. The Group, however, does not identify specific concentrations of credit risk with regard to trade receivables and contract assets, as the amounts recognized resemble a large number of receivables from various customers. The Group also retains the titles to the property until such time that the trade receivables are fully collected. Repossessed properties are offered for sale to other customers.

Credit risk of receivables from sale of real estate properties is managed primarily through credit reviews and analyses of receivables on a regular basis. The Group undertakes credit review procedures for all installment payment terms. Customer payments are facilitated through the use of post-dated checks. Exposure to doubtful accounts is not substantial as title to real estate properties are not transferred to the buyers until full payment of the amortization has been made and the requirement for remedial procedures is negligible considering the Group's buyers' profile.

The Group has used the simplified approach in measuring ECL and has calculated ECL based on lifetime ECL. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECL at each reporting date. An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The provision rate is based on days past due of all customers as they have similar loss patterns. The credit enhancements such as advance payment and value of the real estate for sale are considered in the calculation of impairment as recoveries.

The Group considers trade receivables in default when contractual payments are 90 days past due, except for certain circumstances when the reason for being past due is due to reconciliation with customers of payment records which are administrative in nature which may extend the definition of default to 90 days and beyond. Furthermore, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

The management determined that there is no required ECL to be recognized since the real estate sold is collateralized to the related receivable arising from real estate sales. Therefore, expected loss given default is nil as the recoverable amount from subsequent resale of the real estate is sufficient.

The estimated fair value of the security enhancements held against contract receivables and contract assets arising from real estate sales are presented in the below.

		<u>Gross Maximum Exposure</u>		<u>Fair Value of Collaterals</u>		<u>Net Exposure</u>		<u>Financial Effect of Collaterals</u>
2023								
Contract assets	P	2,741,196,068	P	11,392,051,862	P	-	P	2,741,196,068
Contract receivables		<u>7,702,542,915</u>		<u>20,562,776,892</u>		<u>-</u>		<u>7,702,542,915</u>
		<u>P 10,443,738,983</u>		<u>P 31,954,828,754</u>		<u>P -</u>		<u>P 10,443,738,983</u>
2022								
Contract assets	P	2,583,113,379	P	14,261,081,200	P	-	P	2,583,113,379
Contract receivables		<u>5,984,020,386</u>		<u>20,269,299,296</u>		<u>-</u>		<u>5,984,020,386</u>
		<u>P 8,567,133,765</u>		<u>P 34,530,380,496</u>		<u>P -</u>		<u>P 8,567,133,765</u>

Other components of receivables such as rental receivables and others are also evaluated by the Group for impairment and assessed that no ECL should be provided. A significant portion of the Group's rental receivables are from Megaworld, wherein the impairment of receivables is assessed using the latter's ability to pay [see Note 29.2(c)]. The remaining rental receivables are secured to the extent of advance rental and rental deposit received from the lessees, which are on average equivalent to six months.

Some of the unimpaired trade receivables and other receivables, which are mostly related to real estate sales, are past due as at the end of the reporting period. The trade receivables that are past due but not impaired are as follows:

	<u>2023</u>	<u>2022</u>
Not more than three months	P 190,494,813	P 158,304,820
More than three months but not more than six months	312,624,389	263,658,359
More than six months but Not more than one year	340,066,126	294,647,279
More than one year	<u>124,782,369</u>	<u>105,050,474</u>
	<u>P 967,967,697</u>	<u>P 821,660,932</u>

(c) *Advances to Related Parties and Rent Receivable and Management Fee Receivable from Related Parties*

ECL for receivables from related parties, including advances, rent and management fee receivables, are measured and recognized using the liquidity approach. Management determines possible impairment based on the related parties' ability to repay the advances upon demand at the reporting date taking into consideration the historical defaults from the related parties.

The Group does not consider any significant risks in the advances to other related parties with financial difficulty since Megaworld, whose credit risk for liquid funds is considered negligible, have committed to financially support these related parties as part of AGI and its long-term corporate strategy. As of December 31, 2023 and 2022, the aggregate impairment allowance on balances from Megaworld and other related parties is identified to be not material.

The table below shows the credit quality by class of financial assets and contract assets as of December 31, 2023 and 2022.

	<u>Neither Past Due nor Specifically Impaired</u>			<u>Past Due but Not Impaired</u>	<u>Total</u>
	<u>High Grade</u>	<u>Standard Grade</u>	<u>Substandard Grade</u>		
2023					
Cash and cash equivalents	P 3,717,469,500	P -	P -	P -	P 3,717,469,500
Trade and other receivables	-	8,830,402,063	-	967,967,697	9,798,369,760
Contract assets	-	2,741,196,068	-	-	2,741,196,068
Advances to related parties	-	<u>5,467,534,052</u>	-	-	<u>5,467,534,052</u>
	<u>P 3,717,469,500</u>	<u>P 17,039,132,183</u>	<u>P -</u>	<u>P 967,967,697</u>	<u>P 21,724,569,380</u>
2022					
Cash and cash equivalents	P 3,437,787,004	P -	P -	P -	P 3,437,787,004
Trade and other receivables	-	7,148,110,510	-	821,660,932	7,969,771,442
Contract assets	-	2,583,113,379	-	-	2,583,113,379
Advances to related parties	-	<u>5,084,657,859</u>	-	-	<u>5,084,657,859</u>
	<u>P 3,437,787,004</u>	<u>P 14,815,881,748</u>	<u>P -</u>	<u>P 821,660,932</u>	<u>P 19,075,329,684</u>

The Group uses an internal credit rating concept based on the counterparties' overall credit worthiness as follows:

High Grade – Rating given to counterparties who have very strong capacity to meet their obligations.

Standard Grade – Rating given to counterparties whose outstanding obligation is within the acceptable age of group.

Substandard Grade – Rating given counterparties whose outstanding obligation is nearing to be past due or impaired.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties.

The Group's management considers that all the above financial assets that are not impaired for each of the reporting dates are of good credit quality, including those that are past due.

29.3 Liquidity Risk

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for 6-month and one-year periods are identified monthly.

The Group maintains cash to meet its liquidity requirements for up to 60-day periods. Excess cash is invested in time deposits. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

As at December 31, 2023, the Group's financial liabilities have contractual maturities which are presented below.

	<u>Within One Year</u>	<u>One to Five Year</u>	<u>More than Five Years</u>	<u>Total</u>
Interest-bearing loans and borrowings	P 267,173,167	P 743,585,917	P -	P 1,010,759,084
Trade and other payables	2,425,556,526	-	-	2,425,556,526
Advances from related parties	6,061,736,667	-	-	6,061,736,667
Other current liabilities	<u>1,030,693,440</u>	<u>-</u>	<u>-</u>	<u>1,030,693,440</u>
	<u>P9,785,159,800</u>	<u>P 743,585,917</u>	<u>P -</u>	<u>P10,528,745,717</u>

As at December 31, 2022, the Group's financial liabilities have contractual maturities which are presented below.

	<u>Within One Year</u>	<u>One to Five Year</u>	<u>More than Five Years</u>	<u>Total</u>
Interest-bearing loans and borrowings	P 216,098,550	P 924,963,600	P 50,332,350	P 1,191,394,500
Trade and other payables	1,901,752,517	-	-	1,901,752,517
Advances from related parties	5,764,677,182	-	-	5,764,677,182
Other current liabilities	<u>880,176,450</u>	<u>-</u>	<u>-</u>	<u>880,176,450</u>
	<u>P8,762,704,699</u>	<u>P 924,963,600</u>	<u>P 50,332,350</u>	<u>P 9,738,000,649</u>

The contractual maturities reflect the gross cash flows, which may differ from the carrying values of the liabilities at the end of each reporting period.

30. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

30.1 Carrying Amounts and Fair Values by Category

The carrying amounts and fair values of the categories of financial assets and financial liabilities presented in the consolidated statements of financial position are shown below.

	Notes	<u>2023</u>		<u>2022</u>	
		<u>Carrying Amounts</u>	<u>Fair Values</u>	<u>Carrying Amounts</u>	<u>Fair Values</u>
Financial assets					
Financial assets at amortized cost					
Cash and cash equivalents	5	P 3,717,469,500	P 3,717,469,500	P 3,437,787,004	P 3,437,787,004
Trade and other receivables - net	6	9,798,369,760	9,971,246,943	7,969,771,442	8,091,030,668
Contract assets	19.2	2,741,196,068	2,741,196,068	2,583,113,379	2,583,113,379
Advances to related parties	25.1	<u>5,467,534,052</u>	<u>5,467,534,052</u>	<u>5,084,657,859</u>	<u>5,084,657,859</u>
		21,724,569,380	21,897,446,563	19,075,329,684	19,196,588,910
Financial assets at FVOCI	8	<u>1,270,128,000</u>	<u>1,270,128,000</u>	<u>1,339,940,000</u>	<u>1,339,940,000</u>
		<u>P 22,994,697,380</u>	<u>P 23,167,574,563</u>	<u>P 20,415,269,684</u>	<u>P 20,536,528,910</u>
Financial Liabilities at amortized cost					
Interest-bearing					
loans and borrowings	14	P 850,000,000	P 850,000,000	P 1,000,000,000	P 1,000,000,000
Trade and other payables	15	2,425,556,526	2,425,556,526	1,901,752,517	1,901,752,517
Advances from related parties	25.1	6,061,736,667	6,061,736,667	5,764,677,182	5,764,677,182
Other current liabilities	18	<u>1,030,693,440</u>	<u>1,030,693,440</u>	<u>880,176,450</u>	<u>880,176,450</u>
		<u>P 10,367,986,633</u>	<u>P 10,367,986,633</u>	<u>P 9,546,606,149</u>	<u>P 9,546,606,149</u>

Management considers that the fair values of the above enumerated financial assets and financial liabilities measured at amortized costs approximate their carrying values either because these instruments are short-term in nature or the effect of discounting for those with maturities of more than one year is not material (except for interest-bearing loans and borrowings).

A description of the Group's risk management objectives and policies for financial instruments is provided in Note 29.

30.2 Offsetting of Financial Assets and Financial Liabilities

The following financial assets with net amounts presented in the consolidated statements of financial position are subject to offsetting, enforceable master netting arrangements and similar agreements:

	Gross amounts recognized in the consolidated statement of financial position		Net amount presented in the consolidated statement of financial position	Related amounts not set-off in the consolidated statement of financial position		Net amount
	Financial assets	Financial liabilities set-off		Financial instruments	Collateral received	
December 31, 2023						
Advances to related parties	<u>P 5,467,534,052</u>	<u>P -</u>	<u>P 5,467,534,052</u>	<u>P -</u>	<u>P -</u>	<u>P 5,467,534,052</u>
December 31, 2022						
Advances to related parties	<u>P 5,084,667,530</u>	<u>(P 9,671)</u>	<u>P 5,084,657,859</u>	<u>P -</u>	<u>P -</u>	<u>P 5,084,657,859</u>

The following financial liabilities with net amounts presented in the consolidated statements of financial position are subject to offsetting, enforceable master netting arrangements and similar agreements:

	Gross amounts recognized in the consolidated statement of financial position		Net amount presented in the consolidated statement of financial position	Related amounts not set-off in the consolidated statement of financial position		Net amount
	Financial liabilities	Financial assets set-off		Financial instruments	Collateral provided	
December 31, 2023						
Interest-bearing loans and borrowings	P 850,000,000	P -	P 850,000,000	(P 243,849,512)	P -	P 606,150,488
Advances from related parties	<u>6,061,736,667</u>	<u>-</u>	<u>6,061,736,667</u>	<u>-</u>	<u>(42,945)</u>	<u>6,061,693,722</u>
	<u>P 6,911,736,667</u>	<u>P -</u>	<u>P 6,911,736,667</u>	<u>(P 243,849,512)</u>	<u>(P 42,945)</u>	<u>P 6,667,844,210</u>
December 31, 2022						
Interest-bearing loans and borrowings	P 1,000,000,000	P -	P 1,000,000,000	(P 124,599,560)	P -	P 875,400,440
Advances from related parties	<u>5,764,677,182</u>	<u>-</u>	<u>5,764,677,182</u>	<u>-</u>	<u>(60,402)</u>	<u>5,764,616,780</u>
	<u>P 6,764,677,182</u>	<u>P -</u>	<u>P 6,764,677,182</u>	<u>(P 124,599,560)</u>	<u>(P 60,402)</u>	<u>P 6,640,017,220</u>

For financial assets and financial liabilities subject to enforceable master netting agreements or similar arrangements, each agreement between the Group and counterparties (i.e., related parties including subsidiaries and associates) allows for net settlement of the relevant financial assets and financial liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and financial liabilities will be settled on a gross basis, however, each party to the master netting agreement or similar agreement will have the option to settle all such amounts on a net basis in the event of default of the other party.

The Group has cash in a local bank to which it has an outstanding loan (see Note 14). In case of the Group's default on loan amortization, cash in bank amounting to P243.9 million and P124.6 million can be applied against its outstanding loans from the bank amounting to P850.0 million and P1,000 million as of December 31, 2023 and 2022, respectively.

31. FAIR VALUE MEASUREMENT AND DISCLOSURES

31.1 Fair Value Hierarchy

In accordance with PFRS 13, *Fair Value Measurement*, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value. The fair value hierarchy is shown below.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., prices) or indirectly (i.e., derived from prices); and,
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

For investments which do not have quoted market price, the fair value is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market of another instrument which is substantially the same after taking into account the related credit risk of counterparties or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

31.2 Financial Instruments Measured at Fair Value

As of December 31, 2023 and 2022, only the equity securities classified as financial assets at FVOCI in the consolidated statements of financial position is classified as Level 1. These securities were valued based on their market prices quoted in the PSE at the end of each reporting period (see Note 8). There were no other financial assets measured at fair value on these dates. Further, the Group has no financial liabilities measured at fair value as of December 31, 2023 and 2022. There were no transfers between Levels 1 and 2 in both years.

31.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed

Management considers that due to the short duration of these financial assets (except long-term receivables) and financial liabilities (except long-term interest-bearing loans) measured at amortized cost, their carrying amounts as of December 31, 2023 and 2022 approximate their fair value. Except for cash and cash equivalents which are classified under Level 1, all other financial instruments are classified under Level 3 wherein inputs are not based on observable data.

The fair values of the financial assets and financial liabilities included in Level 3 which are not traded in an active market is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market value of another instrument which is substantially the same after taking into account the related credit risk of counterparties or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Group uses valuation technique, it maximizes the use of observable market data where it is available and relies as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

31.4 Fair Value Measurement of Non-Financial Assets

The table below shows the Levels within the hierarchy of investment properties for which fair value is disclosed as of December 31, 2023 and 2022.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2023</u>				
Land	P -	P -	P 40,828,183	P 40,828,183
Buildings and office/commercial units	-	-	4,689,378,913	4,689,378,913
	<u>P -</u>	<u>P -</u>	<u>P 4,730,207,096</u>	<u>P 4,730,207,096</u>
 <u>December 31, 2022</u>				
Land	P -	P -	P 40,828,183	P 40,828,183
Buildings and office/commercial units	-	-	4,198,115,016	4,198,115,016
	<u>P -</u>	<u>P -</u>	<u>P 4,238,943,199</u>	<u>P 4,238,943,199</u>

The fair value of the Group's investment properties earning rental income was determined through discounted cash flows valuation technique done by a professionally qualified independent appraiser for one of the properties, and by management for the rest of the other investment properties. The Group uses assumptions that are mainly based on market conditions existing at each reporting period, such as: the receipt of contractual rentals; expected future market rentals; void periods; maintenance requirements; and appropriate discount rates. These valuations are regularly compared to actual market yield data and actual transactions by the Group and those reported by the market. The expected future market rentals are based on current market rentals for similar properties in the same location and condition.

As at December 31, 2023 and 2022, the fair values of the Group's investment properties are classified within Level 3 of the fair value hierarchy. The Group determines the fair values using market-based approach where prices of comparable properties are adequate for specific market factors such as location and condition of the property. On the other hand, if the observable recent prices of the reference properties were not adjusted, the fair value is included in Level 2. The most significant input into this valuation approach is the price per square meter; hence, the higher the price per square meter, the higher the fair value. Also, there were no transfers into or out of Level 3 fair value hierarchy in 2023 and 2022.

32. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Capital components for cost of capital purposes include loans and borrowings, preferred stock, common equity and retained earnings. The Group may issue new shares and may prepay some of its interest-bearing loans. Further, it intends to allocate its earnings and available cash in the acquisition and development of new/existing properties to ensure continuous business activities.

The Group monitors its capital gearing by measuring the ratio of interest-bearing loans and borrowings to total capital. As of December 31, the Group's ratio of interest-bearing loans and borrowings to equity is as follows:

	<u>2023</u>	<u>2022</u>
Interest-bearing loans and borrowings	P 850,000,000	P 1,000,000,000
Total equity	<u>31,363,596,258</u>	<u>30,759,685,237</u>
Debt-to-equity ratio	<u>0.03 : 1.00</u>	<u>0.03 : 1.00</u>

The Group has complied with its covenant obligations, including maintaining the required debt-to-equity ratio for both years (see Note 14).

33. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Presented below is the reconciliation of the Group's liabilities arising from financing activities, which includes both cash and non-cash changes.

	<u>Interest-bearing Loans and Borrowings (See Note 14)</u>	<u>Advances from Related Parties (See Note 25.1)</u>	<u>Lease Liabilities (See Note 17.1)</u>	<u>Interest Payable (See Note 15)</u>	<u>Total</u>
Balance as at January 1, 2023	P 1,000,000,000	P 5,764,677,182	P -	P 10,948,000	P 6,775,625,182
Cash flows from financing activities –					
Repayment of loans and borrowings	(150,000,000)	(73,278,886)	-	(79,388,750)	(302,667,636)
Additional advances from related parties	-	5,759	-	-	5,759
Non-cash financing activities –					
Accrual of interest	-	370,332,612	-	80,380,417	450,713,029
Balance as of December 31, 2023	<u>P 850,000,000</u>	<u>P 6,061,736,667</u>	<u>P -</u>	<u>P 11,939,667</u>	<u>P 6,923,676,334</u>
Balance as at January 1, 2022	P 1,250,000,000	P 5,495,817,845	P -	P 5,565,312	P 6,751,383,157
Cash flows from financing activities –					
Repayment of loans and borrowings	(250,000,000)	(71,474,023)	-	(47,052,307)	(368,526,330)
Non-cash financing activities –					
Accrual of interest	-	340,333,360	-	52,434,995	392,768,355
Balance as of December 31, 2022	<u>P 1,000,000,000</u>	<u>P 5,764,677,182</u>	<u>P -</u>	<u>P 10,948,000</u>	<u>P 6,775,625,182</u>
Balance as at January 1, 2021	P 1,183,333,352	P 5,237,759,982	P 59,644,201	P 1,535,405	P 6,482,272,940
Cash flows from financing activities:					
Additional loans and borrowings	1,000,000,000	8,524,628	-	-	1,008,524,628
Repayment of loans and borrowings	(933,333,352)	(62,633,982)	-	(53,555,195)	(1,049,522,529)
Non-cash financing activities:					
Effect of derecognition of PFRS 16	-	-	(59,644,201)	-	(59,644,201)
Accrual of interest	-	312,167,217	-	57,585,102	369,752,319
Balance as of December 31, 2021	<u>P 1,250,000,000</u>	<u>P 5,495,817,845</u>	<u>P -</u>	<u>P 5,565,312</u>	<u>P 6,751,383,157</u>



Report of Independent Auditors
to Accompany Supplementary
Information Required by the
Securities and Exchange
Commission Filed Separately from the
Basic Consolidated Financial Statements

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The Board of Directors and Stockholders
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(A Subsidiary of Megaworld Corporation)
2nd Floor, Kasara Urban Resort Residences Tower 2
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Pasig City 1604, Metro Manila

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Empire East Land Holdings, Inc. and Subsidiaries (the Group) for the year ended December 31, 2023, on which we have rendered our report dated February 23, 2024. Our audit was made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) is presented for purposes of additional analysis in compliance with the requirements of Revised Securities Regulation Code Rule 68 and is not a required part of the basic consolidated financial statements prepared in accordance with Philippine Financial Reporting Standards. Such supplementary information is the responsibility of the Group's management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

PUNONGBAYAN & ARAULLO



By: Edcel U. Costales
Partner

CPA Reg. No. 0134633
TIN 274-543-395
PTR No. 10076139, January 3, 2024, Makati City
SEC Group A Accreditation
Partner - No. 134633-SEC (until financial period 2026)
Firm - No. 0002 (until financial period 2024)
BIR AN 08-002551-045-2023 (until Jan. 24, 2026)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

February 23, 2024

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
List of Supplementary Information
December 31, 2023

<u>Schedule</u>	<u>Content</u>	<u>Page No.</u>
Schedules Required under Annex 68-J of the Revised Securities Regulation Code Rule 68		
A	Financial Assets	1
B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	2
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	3
D	Long-term Debt	4
E	Indebtedness to Related Parties	5
F	Guarantees of Securities of Other Issuers	N/A
G	Capital Stock	6
Others		
	Reconciliation of Retained Earnings Available for Dividend Declaration*	7
	Summary of Stock Rights Offering Proceeds	8
	Map Showing the Relationship Between the Company and its Related Entities	9

**Information therein are based on the separate financial statements of the Parent Company*

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
 (A Subsidiary of Megaworld Corporation)
 Schedule A - Financial Assets
 December 31, 2023

<i>Name of issuing entity and association of each issue</i>	<i>Number of shares or principal amount of bonds or notes</i>	<i>Amount shown on the balance sheet</i>	<i>Valued based on the market quotation at balance sheet date</i>	<i>Income received and accrued</i>
Financial Asset at Fair Value Through OCI				
Alliance Global Group, Inc.	112,600,000	P 1,270,128,000	P 1,270,128,000	P 16,890,000

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES

(A Subsidiary of Megaworld Corporation)

**Schedule B- Amounts Receivable from Directors, Officers, Employees, Related Parties and
Principal Stockholders (Other than Related Parties)**

December 31, 2023

Name and designation of debtor	Balance at Beginning of period	Additions/ Transfer 2023	Deductions		Ending Balance		Balance at end of period
			Amounts collected	Amounts written off	Current	Not current	
Advances to Officers and Employees:*							
Dizon, Don Tipper B.	P -	P 1,806,414	(P 933,156)	P -	P 873,258	P -	P 873,258
Edaño, Dennis E.	450,420	-	(165,968)	-	284,452	-	284,452
Jacobe, Elmer Y.	102,015	-	(95,950)	-	6,065	-	6,065
Llaga, Jhoanna Lyndelou T.	-	1,542,551	-	-	1,542,551	-	1,542,551
Lopez, Mark Lawrence D.	64,244	-	(64,244)	-	-	-	-
Libago, Ricky S.	208,534	-	(208,534)	-	-	-	-
Manansala, Kim Camille B.	-	648,000	(131,461)	-	516,539	-	516,539
Ramos, Franemil T.	292,915	-	(161,690)	-	131,225	-	131,225
Romero, Gemma O.	90,467	-	(90,467)	-	-	-	-
Sawali, Fernando D.	-	1,350,000	(451,982)	-	898,018	-	898,018
Sioson-Bumatay, Celeste Z.	774,659	-	(166,426)	-	608,233	-	608,233
Sison, Maylene N.	-	491,699	(122,631)	-	369,068	-	369,068
Tuason, Cosca Camille M.	-	491,699	(122,631)	-	369,068	-	369,068
	P 1,983,254	P 6,330,363	(2,715,140)	P -	P 5,598,477	P -	P 5,598,477

**The amount in the schedule forms part of the Trade and other receivables - net in the statements of financial position.*

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
Schedule C - Amounts Receivable from Related Parties which are Eliminated
during the Consolidation of Financial Statements
December 31, 2023

Name and Designation of debtor		Balance of beginning period		Balance at the end of period
Eastwood Properties Holdings, Inc.	P	864,942,444	P	864,942,444
Empire East Communities Inc.		233,274,357		233,489,177
Valle Verde Properties, Inc.		64,630,996		64,990,852
Sonoma Premier Land Inc.		22,665,675		23,042,671
Sherman Oak Holdings Inc.		20,654,394		20,986,322
Laguna Bel-Air Science School Inc		1,284,950		1,990,280
20th Century Properties, Inc.		1,523,046		1,803,192
TOTAL	P	1,208,975,862	P	1,211,244,938

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
Schedule D - Long-Term Debt
December 31, 2023

Title of Issue and Type of Obligation	Amount Authorized by Indenture	Amount Shown Under Caption "Current Portion of Long-term Debt" in Related Statement of Financial Position	Amount Shown Under Caption "Long-term Debt" in related Statement of Financial Position
Unsecured floating-interest Loan	P 1,520,000,000	P 200,000,000	P 650,000,000

Unsecured floating-interest Loan are payable up to 2028 and bears floating interest rates subject to quarterly repricing

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
Schedule E - Indebtedness to Related Parties (Other than Affiliates)
December 31, 2023

Name of Related Party	Balance at Beginning of Year	Balance at End of Year
Megaworld Corporation	P 5,010,016,537	P 5,354,893,778
Gilmore Property Marketing Associator	381,678,955	378,861,199
McKester Piknik International Ltd.	319,000,000	274,000,000
Others	53,981,690	53,981,690
	P 5,764,677,182	P 6,061,736,667

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
Schedule G - Capital Stock
December 31, 2023

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding as Shown Under the Related Statement of Financial Position Caption	Number of Shares Reserved for Options, Warrants, Conversion and Other Rights	Number of Shares Held by		
				Related Parties	Directors, Officers and Employees	Others
Preferred shares	2,000,000,000	-	-	-	-	-
Common shares	31,495,200,000	14,676,199,167	-	11,994,426,438	24,324,913	2,657,447,816

** Number of shares issued and outstanding net of 127,256,071 Treasury Shares.*

EMPIRE EAST LAND HOLDINGS, INC.
(A Subsidiary of Megaworld Corporation)
2nd Floor Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig City
Reconciliation of Retained Earnings Available for Dividend Declaration
For the Year Ended December 31, 2023

Unappropriated Retained Earnings Available for Dividends Declaration at Beninning of Year	P	7,928,983,146
Net Income for the Current Year		819,897,726
Other Items		
Net movement of deferred tax asset	(13,983,010)
Net movement of deferred tax asset and deferred tax liabilities related to same transaction *		<u>7,065,519</u>
Unappropriated Retained Earnings Available for Dividend Declaration at End of Year	P	<u>8,741,963,381</u>

**Related to right-of-use assets*

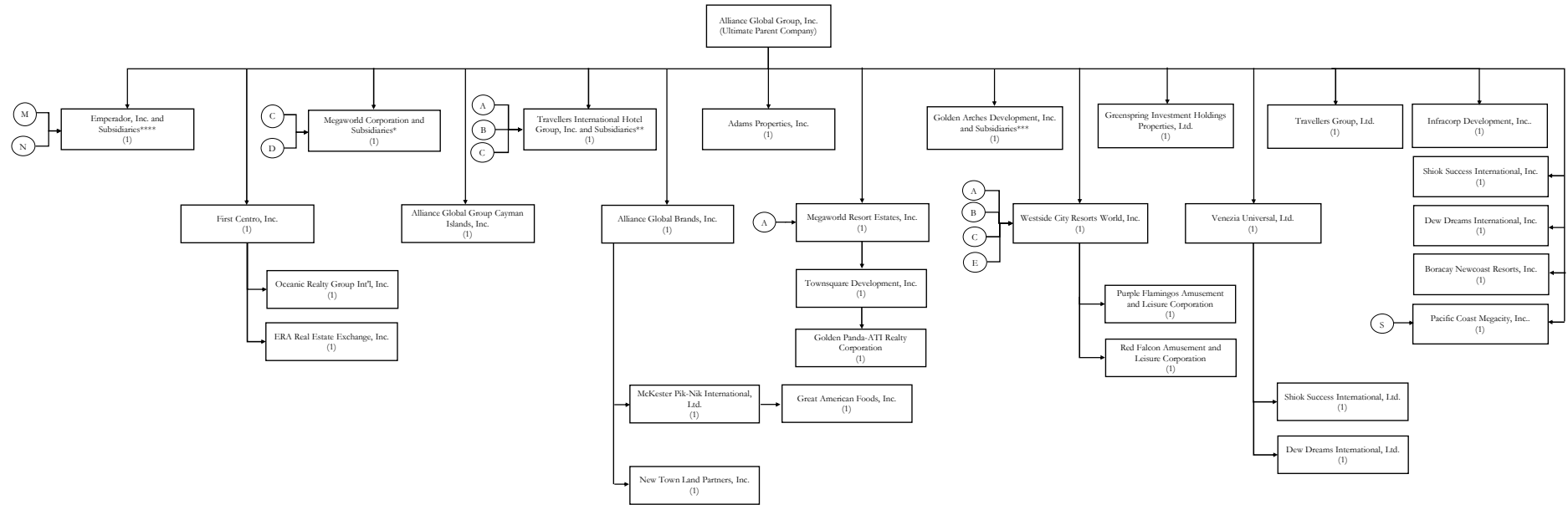
EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
Summary of Application of SRO Proceeds
December 31, 2023

	BASED ON IPO PROSPECTUS	BASED ON ACTUAL
SRO Proceeds	P 2,695,239,834	P 2,695,239,834
Less: SRO related expenses	<u>5,239,834</u>	<u>5,239,834</u>
Net proceeds	<u>2,690,000,000</u>	<u>2,690,000,000</u>
Less: Disbursements		
Construction Site Development	1,800,000,000	1,885,000,000
Pioneer Woodlands	800,000,000	350,000,000
San Lorenzo Place	700,000,000	532,081,376
The Rochester	300,000,000	275,267,709
Kasara Urban Resort Residences	-	140,479,357
The Sonoma	-	70,000,000
Little Baguio Terraces	-	314,520,643
South Science Park	-	202,650,915
Landbanking	890,000,000	805,000,000
 Total Disbursements	 2,690,000,000	 2,690,000,000
 Remaining Balance of Proceeds, as at December 31, 2023		 P -

Supplementary information on the Summary of Application of SRO Proceeds –

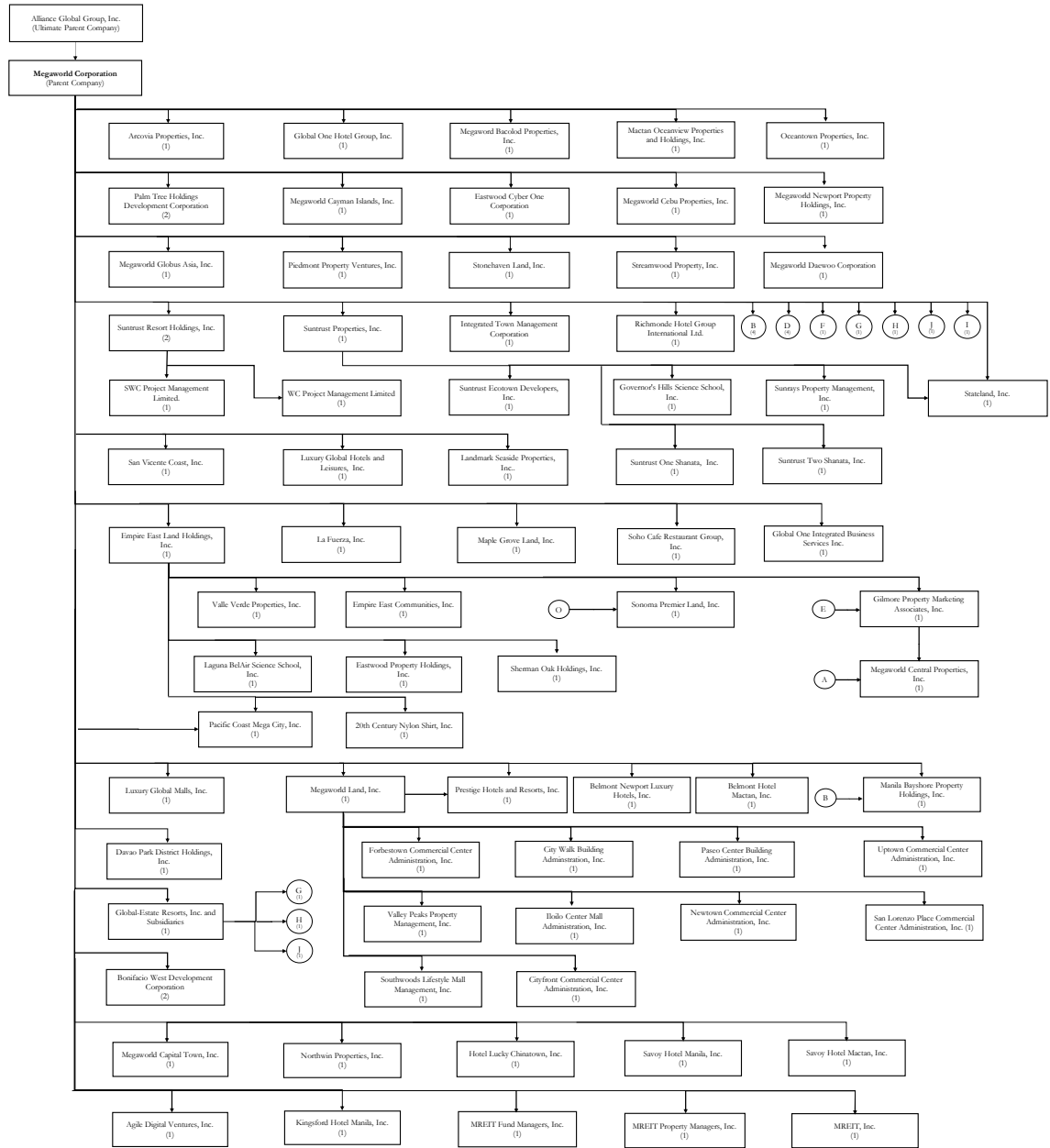
The proceeds were subsequently reallocated and transferred to fund the urgent construction of other projects that have exceeded their respective allocations.

ALLIANCE GLOBAL GROUP, INC. AND SUBSIDIARIES
 Map Showing the Relationship Between Alliance Global Group, Inc.
 and its Related Parties
 December 31, 2023



Legend				
(1) Subsidiary	A Megaworld Corporation	F Manila Bayshore Property Holdings, Inc.	K Megaworld Global Estates, Inc.	P Sonoma Premier Land, Inc.
(2) Associate	B Adams Properties, Inc.	G Westside City Resorts World, Inc.	L Megaworld Central Properties, Inc.	Q Gilmore Property Marketing Associates, Inc.
(3) Jointly Controlled Entity	C First Centro, Inc.	H Townsquare Development, Inc.	M Shiok Success International, Ltd.	R Emperor Inc.
	D Newtown Land Partners, Inc.	I Megaworld Resort Estates, Inc.	N Dew Dreams International, Ltd.	S Empire East Land Holdings, Inc.
	E Travellers International Hotel Group, Inc.	J Twin Lakes Corporation	O Southwoods Mall, Inc.	T Suntrust Home Developers, Inc.

ALLIANCE GLOBAL GROUP, INC. AND SUBSIDIARIES
 Map Showing the Relationship Between Alliance Global Group, Inc.
 and Megaworld Corporation Group
 December 31, 2023

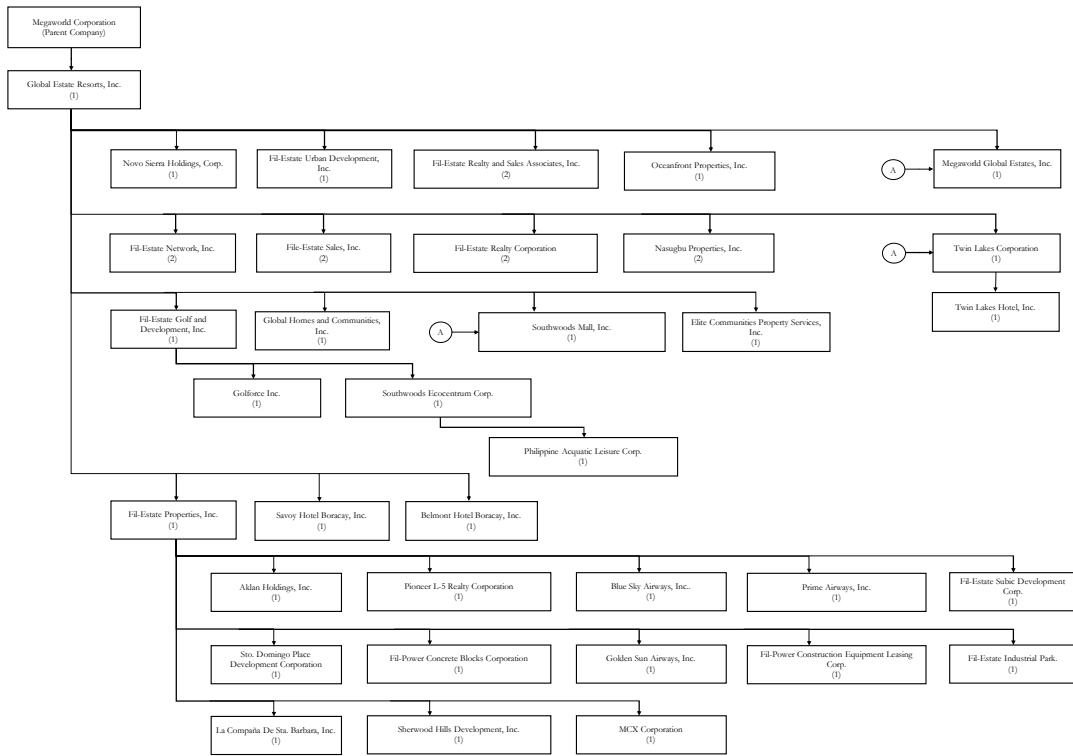


Legend
 Relationship with Megaworld Corporation

- (1) Subsidiary
- (2) Associate
- (3) Jointly Controlled Entity
- (4) FVOCI

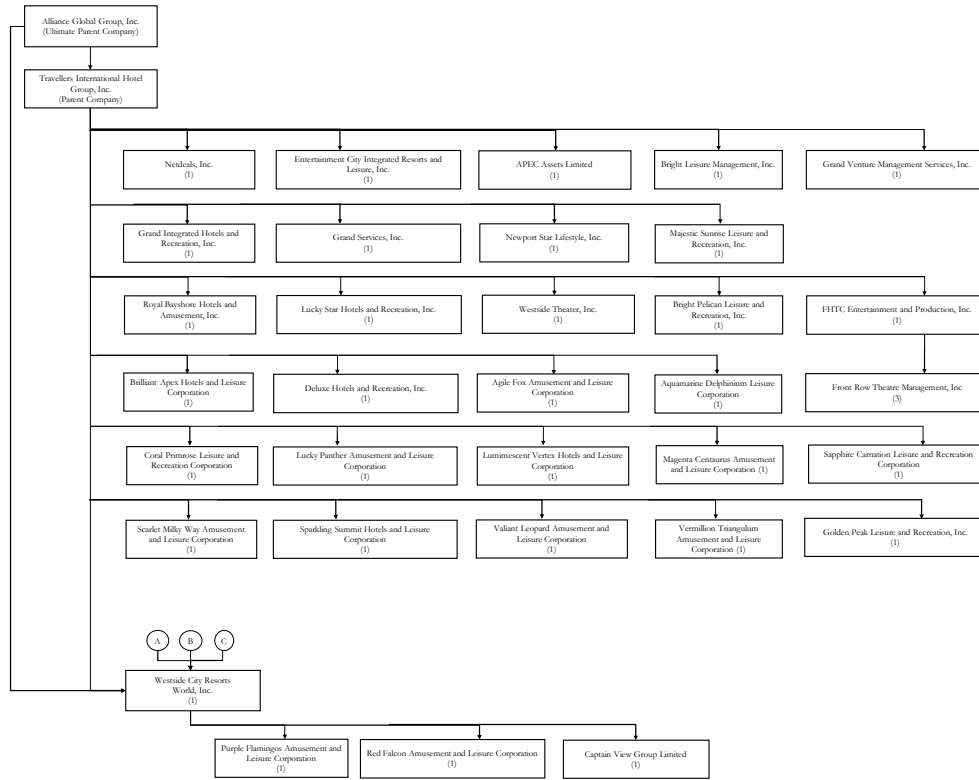
- | | | | | | | | |
|---|--|---|--------------------------------|---|---|---|---------------------------------|
| A | Megaworld Corporation | E | Tosnagum Development, Inc. | I | Megaworld Central Properties, Inc. | M | Empire East Land Holdings, Inc. |
| B | Travelers International Hotel Group, I | F | Megaworld Resort Estates, Inc. | J | Southwoods Mall, Inc. | N | Suntrust Resort Holdings, Inc. |
| C | Manila Bayshore Property Holdings, In | G | Twin Lakes Corporation | K | Sonoma Premier Land, Inc. | O | First Centro, Inc. |
| D | Westside City Resorts World, Inc. | H | Megaworld Global Estates, Inc. | L | Gilmore Property Marketing Associates, Inc. | | |

ALLIANCE GLOBAL GROUP, INC. AND SUBSIDIARIES
 Map Showing the Relationship Between and
 Among Megaworld and Global Estate Resorts Inc. Group
 December 31, 2023



Legend	
(1)	Subsidiary
(2)	Associate
(3)	Jointly-Controlled Entity
(4)	FVOCI
A	Megaworld Corporation
B	Adlans Properties, Inc.
C	First Centro, Inc.
D	Newtown Land Partners, Inc.
E	Travelers International Hotel Group, Inc.
F	Manila Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Townsquare Development, Inc.
I	Megaworld Resort Estates, Inc.
S	Empire East Land Holdings, Inc.
J	Twin Lakes Corporation
K	Megaworld Global Estates, Inc.
L	Megaworld Central Properties, Inc.
M	Shook Success International, Ltd.
N	Dew Dreams International, Ltd.
O	Southwoods Mall, Inc.
P	Sonoma Premier Land, Inc.
Q	Gilmore Property Marketing Associates, Inc.
R	Empire/nd Inc.
T	Suntrust Home Developers, Inc.

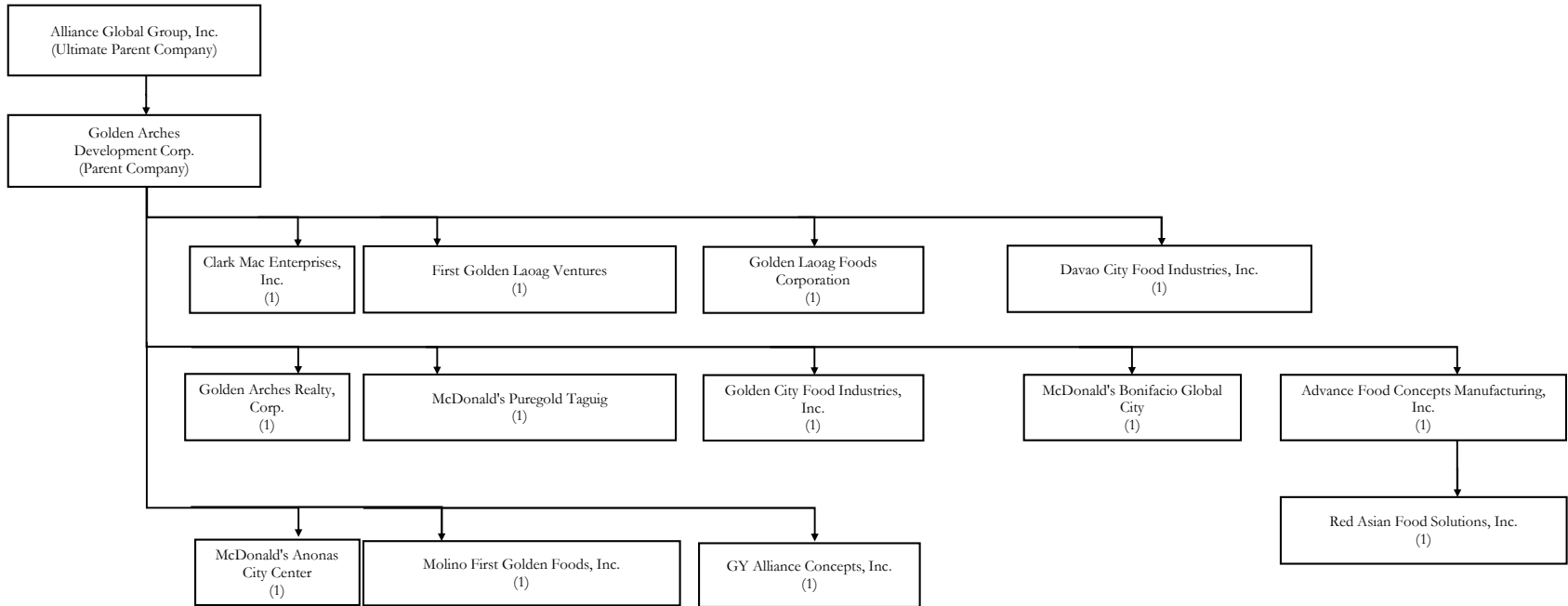
ALLIANCE GLOBAL GROUP, INC. AND SUBSIDIARIES
 Map Showing the Relationship Between Alliance Global Group, Inc.
 and Travellers Group
 December 31, 2023



Legend	
Relationship with Travellers International Hotel Group, Inc.	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
(4)	FVOCI
A	Megaworld Corporation
B	Adams Properties, Inc.
C	First Centro, Inc.
D	Newtown Land Pattern, Inc.
E	Travellers International Hotel Group, Inc.
F	Manila Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Townsquare Development, Inc.
I	Megaworld Resort Estates, Inc.
S	Empire East Land Holdings, Inc.
J	Twin Lakes Corporation
K	Megaworld Global Estates, Inc.
L	Megaworld Central Properties, Inc.
M	Slisk Success International, Ltd.
N	Dew Dreams International, Ltd.
O	Southwoods Mall, Inc.
P	Sonoma Premier Land, Inc.
Q	Gilmore Property Marketing Associates, Inc.
R	Emperor Inc.
T	Sunrise Home Developers, Inc.

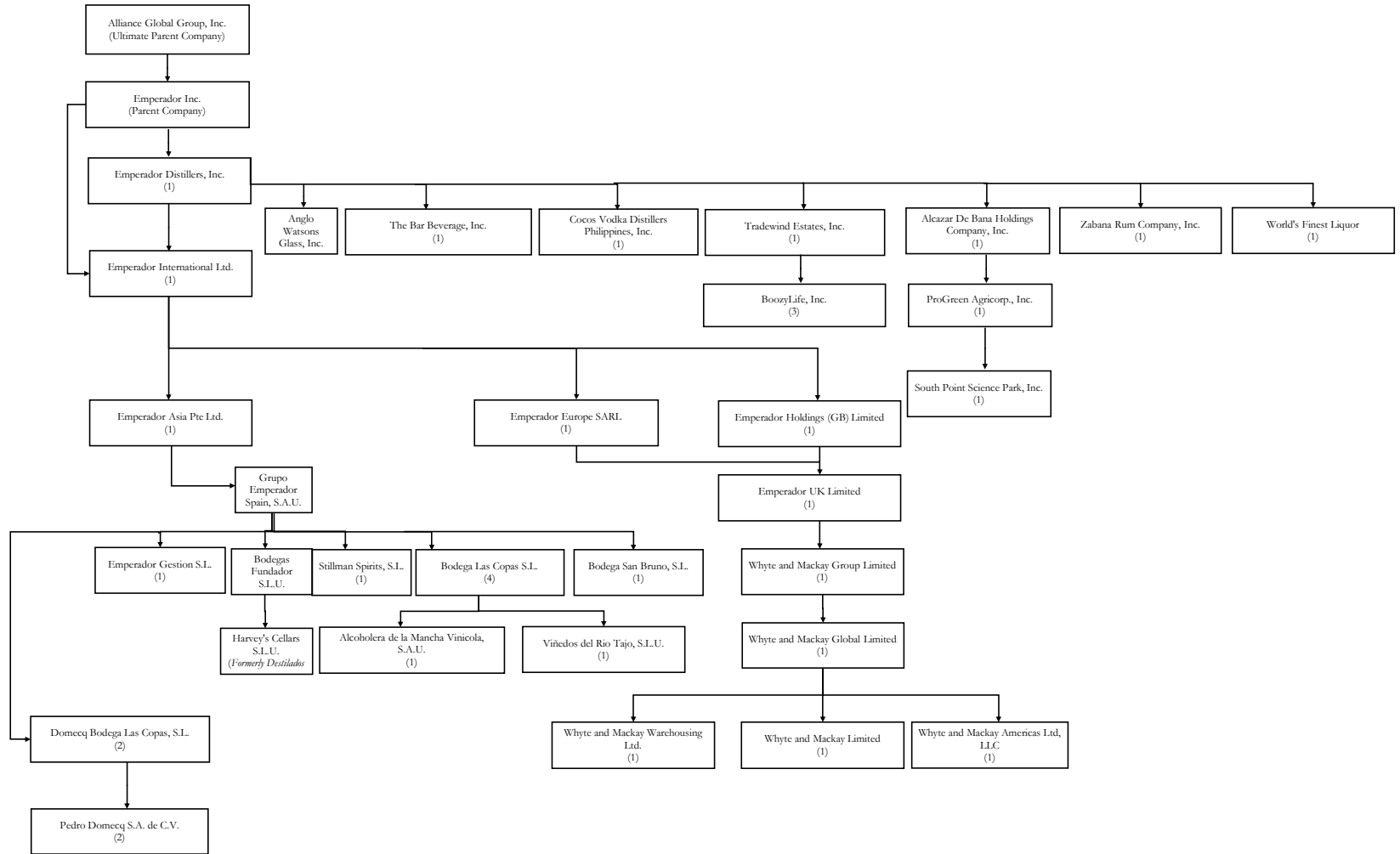
ALLIANCE GLOBAL GROUP, INC. AND SUBSIDIARIES

Map Showing the Relationship Between Alliance Global Group, Inc.
and Golden Arches Development Corporation Group
December 31, 2023



Legend	
<i>Relationship with Golden Arches Development Corporation</i>	
(1)	Subsidiary
(2)	Associate
(3)	Jointly Controlled Entity
(4)	FVOCI
A	Megaworld Corporation
B	Adams Properties, Inc.
C	First Centro, Inc.
D	Newtown Land Partners, Inc.
E	Travellers International Hotel Group, Inc.
F	Manila Bayshore Property Holdings, Inc.
G	Westside City Resorts World, Inc.
H	Townsquare Development, Inc.
I	Megaworld Resort Estates, Inc.
S	Empire East Land Holdings, Inc.
J	Twin Lakes Corporation
K	Megaworld Global Estates, Inc.
L	Megaworld Central Properties, Inc.
M	Shiok Success International, Ltd.
N	Dew Dreams International, Ltd.
O	Southwoods Mall, Inc.
P	Sonoma Premier Land, Inc.
Q	Gilmore Property Marketing Associates, Inc.
R	Emperador Inc.
T	Suntrust Home Developers, Inc.

ALLIANCE GLOBAL GROUP, INC. AND SUBSIDIARIES
 Map Showing the Relationship Between Alliance Global Group, Inc.
 and Emperor Group
 December 31, 2023
 December 31, 2023



Legend	
	<i>Relationship with Emperor Inc.</i>
(1)	Subsidiary (100%)
(2)	Subsidiary (50%)
(3)	Subsidiary (51%)
(4)	Jointly Controlled Entity



Report of Independent Auditors
on Components of
Financial Soundness Indicators

Punongbayan & Araullo

20th Floor, Tower 1
The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines

T +63 2 8988 2288

The Board of Directors and Stockholders
Empire East Land Holdings, Inc.

(A Subsidiary of Megaworld Corporation)

2nd Floor, Kasara Urban Resort Residences Tower 2
P. Antonio St., Barangay Ugong
Pasig City 1604, Metro Manila

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Empire East Land Holdings, Inc. and Subsidiaries (the Group) for the years ended December 31, 2023 and 2022, on which we have rendered our report dated February 23, 2024. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, is the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purposes of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2023 and 2022 and for the years then ended and no material exceptions were noted.

PUNONGBAYAN & ARAULLO



By: Edcel U. Costales
Partner

CPA Reg. No. 0134633
TIN 274-543-395
PTR No. 10076139, January 3, 2024, Makati City
SEC Group A Accreditation
Partner - No. 134633-SEC (until financial period 2026)
Firm - No. 0002 (until financial period 2024)
BIR AN 08-002551-045-2023 (until Jan. 24, 2026)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

February 23, 2024

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
Supplemental Schedule of Financial Soundness Indicators
December 31, 2023 and 2022

Ratio	Formula	2023	Formula	2022
Current ratio	Total Current Assets divided by Total Current Liabilities	2.87	Total Current Assets divided by Total Current Liabilities	3.11
	Total Current Assets Divided by: Total Current Liabilities	P 43,300,088,527 15,099,844,128	Total Current Assets Divided by: Total Current Liabilities	P 42,058,117,920 13,511,828,029
		<u>2.87</u>		<u>3.11</u>
Acid test ratio	Quick assets (Total Current Assets less Inventories and Other Current Assets) divided by Total Current Liabilities	1.06	Quick assets (Total Current Assets less Inventories and Other Current Assets) divided by Total Current Liabilities	1.10
	Total Current Assets Less: Inventories Other Current Assets	P 43,300,088,527 20,625,100,501 6,725,880,351	Total Current Assets Less: Inventories Other Current Assets	P 42,058,117,920 21,105,557,021 6,029,091,297
	Quick Assets Divided by: Total Current Liabilities	15,949,107,675 15,099,844,128	Quick Assets Divided by: Total Current Liabilities	14,923,469,602 13,511,828,029
		<u>1.06</u>		<u>1.10</u>
Solvency ratio	Total Assets divided by Total Liabilities	2.73	Total Assets divided by Total Liabilities	2.86
	Total Assets Divided by: Total Liabilities	P 49,499,134,295 18,135,538,037	Total Assets Divided by: Total Liabilities	P 47,280,332,719 16,520,647,482
		<u>2.73</u>		<u>2.86</u>
Debt-to-equity ratio	Total Liabilities divided by Total Equity	0.58	Total Liabilities divided by Total Equity	0.54
	Total Liabilities Divided by: Total Equity	P 18,135,538,037 31,363,596,258	Total Liabilities Divided by: Total Equity	P 16,520,647,482 30,759,685,237
		<u>0.58</u>		<u>0.54</u>
Assets-to-equity ratio	Total Assets divided by Total Equity	1.58	Total Assets divided by Total Equity	1.54
	Total Assets Divided by: Total Equity	P 49,499,134,295 31,363,596,258	Total Assets Divided by: Total Equity	P 47,280,332,719 30,759,685,237
		<u>1.58</u>		<u>1.54</u>
Interest rate coverage ratio	Earnings before interest and taxes (EBIT) divided by Interest expense	3.52	Earnings before interest and taxes (EBIT) divided by Interest expense	3.44
	EBIT: Net Profit Tax expense Finance Cost	P 757,940,572 219,999,156 387,692,977	EBIT: Net Profit Tax Income Finance Cost	P 715,376,123 241,204,860 392,811,657
		1,365,632,705		1,349,392,640
	Divided by: Interest expense	387,692,977	Divided by: Interest expense	392,811,657
		<u>3.52</u>		<u>3.44</u>
Return on equity	Net Profit divided by Average Total Equity	0.02	Net Profit divided by Average Total Equity	0.02
	Net Profit Divided by: Average Total Equity	P 757,940,572 31,061,640,748	Net Profit Divided by: Average Total Equity	P 715,376,123 30,376,407,676
		<u>0.02</u>		<u>0.02</u>
Return on assets	Net Profit divided by Average Total Assets	0.02	Net Profit divided by Average Total Assets	0.02
	Net Profit Divided by: Average Total Assets	P 757,940,572 48,389,733,507	Net Profit Divided by: Average Total Assets	P 715,376,123 46,742,693,352
		<u>0.02</u>		<u>0.02</u>
Net profit margin	Net Profit divided by Total Revenue	0.15	Net Profit divided by Total Revenue	0.15
	Net Profit Divided by: Total Revenue	P 757,940,572 5,203,131,447	Net Profit Divided by: Total Revenue	P 715,376,123 4,707,066,845
		<u>0.15</u>		<u>0.15</u>

**INTERIM CONSOLIDATED FINANCIAL STATEMENT
AS OF 31 MARCH 2024**

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended
Mar 31, 2024
2. SEC Identification Number
AS094-006430
3. BIR Tax Identification No.
003-942-108
4. Exact name of issuer as specified in its charter
EMPIRE EAST LAND HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation or organization
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
2F Tower 2, Kasara Urban Resort Residences, P. Antonio St., Barangay Ugong, Pasig
City, Philippines
Postal Code
1604
8. Issuer's telephone number, including area code
(632) 85544800
9. Former name or former address, and former fiscal year, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	14,676,199,167

11. Are any or all of registrant's securities listed on a Stock Exchange?
Yes No
If yes, state the name of such stock exchange and the classes of securities listed therein:
The shares of common stock of the Company are listed on the Philippine Stock Exchange.
12. Indicate by check mark whether the registrant:

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

Yes No

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

Yes No

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



Empire East

Empire East Land Holdings, Inc.

ELI

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

For the period ended	Mar 31, 2024
Currency (indicate units, if applicable)	Php (In Thousands)

Balance Sheet

	Period Ended	Fiscal Year Ended (Audited)
	Mar 31, 2024	Dec 31, 2023
Current Assets	43,977,666	43,300,089
Total Assets	50,274,643	49,499,134
Current Liabilities	15,740,949	15,099,844
Total Liabilities	18,801,084	18,135,538
Retained Earnings/(Deficit)	9,552,138	9,314,581
Stockholders' Equity	31,473,559	31,363,596
Stockholders' Equity - Parent	28,690,769	28,579,324
Book Value per Share	1.95	1.95

Income Statement

	Current Year (3 Months)	Previous Year (3 Months)	Current Year-To-Date	Previous Year-To-Date
Gross Revenue	1,304,905	1,215,407	1,304,905	1,215,407
Gross Expense	975,087	942,449	975,087	942,449
Non-Operating Income	80,573	93,153	80,573	93,153
Non-Operating Expense	100,403	89,856	100,403	89,856
Income/(Loss) Before Tax	309,988	276,255	309,988	276,255
Income Tax Expense	73,913	70,490	73,913	70,490
Net Income/(Loss) After Tax	236,075	205,765	236,075	205,765
Net Income Attributable to Parent Equity Holder	237,557	205,782	237,557	205,782
Earnings/(Loss) Per Share (Basic)	-	-	0.01	0.01
Earnings/(Loss) Per Share (Diluted)	-	-	0.01	0.01

	Current Year (Trailing 12 months)	Previous Year (Trailing 12 months)
Earnings/(Loss) Per Share (Basic)	0.05	0.05
Earnings/(Loss) Per Share (Diluted)	0.05	0.05

Other Relevant Information

Please see attached SEC Form 17-Q.

Filed on behalf by:

Name	Dennis Edano
Designation	Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

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

1. For the quarterly period ended **31 March 2024**
2. Commission Identification Number: **AS094-006430**
3. BIR Tax Identification No. **003-942-108**
4. **EMPIRE EAST LAND HOLDINGS, INC.**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code
7. **2F Tower 2 Kasara Urban Resort Residences**
P. Antonio St. Barangay Ugong
Pasig City 1604
Address of issuer's principal office
8. **(632) 85544800**
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Class	Number of Shares of Common Stock Outstanding
Common	14,676,199,167

10. Are any or all of the securities listed on a Stock Exchange?

Yes [X] No []

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

The shares of common stock of the Company are listed on the Philippine Stock Exchange.

11. Indicate by check mark whether the issuer:

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

Yes [X] No []

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

Yes

No

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Interim financial statements are attached as Exhibits 1 to 6 hereof and incorporated herein by reference:

Exhibit 1 – Consolidated Statements of Financial Position as of December 31, 2023 and March 31, 2024

Exhibit 2 - Consolidated Statements of Comprehensive Income as of March 31, 2023 and March 31, 2024

Exhibit 3 - Comparative Statements of Changes in Equity as of March 31, 2023 and March 31, 2024

Exhibit 4 - Comparative Consolidated Statements of Cash Flows as of March 31, 2023 and March 31, 2024

Exhibit 5 - Notes to Interim Financial Statements

Exhibit 6 - Management's Discussion and Analysis of Results of Operations and Financial Condition

Item 2. Aging of Accounts Receivable as of March 31, 2024

Please refer to Exhibit 7 hereof.

Item 3. Schedule of Financial Soundness Indicators

Please refer to Exhibit 8 hereof.

PART II – OTHER INFORMATION

The Company is not in possession of information which has not been previously reported in a report on SEC Form 17-C and with respect to which a report on SEC Form 17-C is required to be filed.

SIGNATURE

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

EMPIRE EAST LAND HOLDINGS, INC.
Issuer

By:


LINO P. VICTORIOSO, JR.

Chief Financial Officer
and Duly Authorized Officer
May 9, 2024

EXHIBIT 1

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2024 and DECEMBER 31, 2023
(Amounts in thousand Philippine Pesos)

	March 31, 2024 <i>(Unaudited)</i>	December 31, 2023 <i>(Audited)</i>
<u>ASSETS</u>		
CURRENT ASSETS		
Cash and cash equivalents	P 3,958,911	P 3,717,470
Trade and other receivables - net	9,871,923	9,697,626
Contract assets	2,643,712	2,534,012
Advances to related parties	5,590,674	5,467,534
Real estate inventories	20,522,882	20,625,101
Prepayments and other current assets	<u>1,389,564</u>	<u>1,258,346</u>
Total Current Assets	<u>43,977,666</u>	<u>43,300,089</u>
NON-CURRENT ASSETS		
Trade and other receivables - net	3,637,883	3,411,570
Contract assets	216,417	207,184
Financial asset at fair value through other comprehensive income (FVOCI)	1,144,016	1,270,128
Advances to landowners and joint ventures	242,903	242,894
Investment in an associate	280,520	279,876
Property and equipment - net	157,260	160,858
Intangible assets - net	32,709	34,262
Investment property - net	580,078	587,082
Other non-current assets	<u>5,191</u>	<u>5,191</u>
Total Non-current Assets	<u>6,296,977</u>	<u>6,199,045</u>
TOTAL ASSETS	<u>P 50,274,643</u>	<u>P 49,499,134</u>

March 31, 2024
(Unaudited)

December 31, 2023
(Audited)

LIABILITIES AND EQUITY

CURRENT LIABILITIES

Interest-bearing loans and borrowings	P	200,000	P	200,000
Trade and other payables		3,030,149		2,558,734
Customers' deposits		5,103,012		5,140,776
Advances from related parties		6,219,232		6,061,737
Contract liabilities		107,093		96,357
Other current liabilities		<u>1,081,463</u>		<u>1,042,240</u>

Total Current Liabilities 15,740,949 15,099,844

NON-CURRENT LIABILITIES

Interest-bearing loans and borrowings		600,000		650,000
Contract liabilities		161,303		160,409
Retirement benefit obligation		155,598		153,999
Deferred tax liabilities - net		<u>2,143,234</u>		<u>2,071,286</u>

Total Non-current Liabilities 3,060,135 3,035,694

Total Liabilities 18,801,084 18,135,538

EQUITY

Equity attributable to Parent Company's shareholders		28,690,769		28,579,324
Non-controlling interest		<u>2,782,790</u>		<u>2,784,272</u>

Total Equity 31,473,559 31,363,596

TOTAL LIABILITIES AND EQUITY P 50,274,643 P 49,499,134

EXHIBIT 2

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 2024 and 2023
(All amounts in thousand Philippine Peso, except earnings per share)
(Unaudited)

	Jan to Mar 2024	Jan to Mar 2023
REVENUES		
Real estate sales	P 1,202,758	P 1,141,132
Finance income	79,929	93,080
Equity share in net income of an associate	644	73
Commissions and other income	<u>102,147</u>	<u>74,275</u>
	<u>1,385,478</u>	<u>1,308,560</u>
COST AND EXPENSES		
Cost of real estate sales	699,472	669,695
Finance costs	100,403	89,856
Operating expenses	275,615	272,754
Income taxes	<u>73,913</u>	<u>70,490</u>
	<u>1,149,403</u>	<u>1,102,795</u>
NET PROFIT	236,075	205,765
OTHER COMPREHENSIVE INCOME (LOSSES)		
Fair value gains (losses) on financial assets at FVOCI	<u>(126,112)</u>	<u>51,796</u>
TOTAL COMPREHENSIVE INCOME	<u><u>P 109,963</u></u>	<u><u>P 257,561</u></u>
Net profit (loss) attributable to:		
Parent Company's shareholders	237,557	205,782
Non-controlling interest	<u>(1,482)</u>	<u>(17)</u>
	<u>236,075</u>	<u>205,765</u>
Total comprehensive income (loss) attributable to:		
Parent Company's shareholders	111,445	257,578
Non-controlling interest	<u>(1,482)</u>	<u>(17)</u>
	<u>109,963</u>	<u>257,561</u>
Earnings Per Share		
Basic	<u>0.016</u>	<u>0.014</u>
Diluted	<u>0.016</u>	<u>0.014</u>

EXHIBIT 3

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
 INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
 FOR THE THREE MONTHS ENDED MARCH 31, 2024 and 2023
(Amounts in thousand Philippine Pesos)

(Unaudited)

	March 31, 2024	March 31, 2023
CAPITAL STOCK	P 14,803,455	P 14,803,455
ADDITIONAL PAID-IN CAPITAL	4,307,888	4,307,888
TREASURY SHARES	(102,107)	(102,107)
REVALUATION RESERVES		
Balance at beginning of period	547,625	701,654
Net unrealized fair value gains (losses) on financial assets at FVOCI	<u>(126,112)</u>	<u>51,796</u>
Balance at end of period	421,513	753,450
OTHER RESERVES	(292,118)	(292,118)
RETAINED EARNINGS	9,552,138	8,754,579
NON-CONTROLLING INTEREST	<u>2,782,790</u>	<u>2,792,099</u>
TOTAL EQUITY	P <u><u>31,473,559</u></u>	P <u><u>31,017,246</u></u>

EXHIBIT 4

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 and 2023
(Amounts in thousand Philippine Pesos)
(Unaudited)

	March 31, 2024	March 31, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before tax	P 309,988	P 276,255
Adjustments for:		
Depreciation and amortization	12,821	10,642
Finance costs	100,403	89,856
Finance income	(79,929)	(93,080)
Equity in net income of an associate	(644)	(73)
Operating income before working capital changes	<u>342,639</u>	283,600
Net changes in operating assets and liabilities		
Increase in current and non-current assets	(634,849)	(652,965)
Increase in current and non-current liabilities	497,114	267,081
Cash from (used in) operations	<u>204,904</u>	(102,284)
Interest received	33,202	5,271
Cash paid for income taxes	<u>(1,965)</u>	(1,728)
Net Cash From (Used In) Operating Activities	236,141	(98,741)
CASH FLOWS FROM INVESTING ACTIVITIES	9,219	5,104
CASH FLOWS USED IN FINANCING ACTIVITIES	<u>(3,919)</u>	(18,206)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	241,441	(111,843)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	<u>3,717,470</u>	<u>3,437,787</u>
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>P 3,958,911</u>	<u>P 3,325,944</u>

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023
(Amounts in Philippine Pesos)
(Unaudited)

1. CORPORATE INFORMATION

Empire East Land Holdings, Inc. (the Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on July 15, 1994, primarily to engage in the business of real estate development, mass community housing, townhouses and row houses development. The Company is presently engaged in the development and marketing of mid-cost housing projects in the form of condominium communities, subdivision lots and house and lot packages, and commercial units to a limited extent. The Company also leases out commercial and industrial properties.

The shares of common stock of the Company are listed at the Philippine Stock Exchange (PSE).

1.1 Composition of the Group

As of March 31, 2024, the Company holds ownership interests in the following entities:

<u>Subsidiaries/ Associate</u>	<u>Explanatory Notes</u>	<u>Percentage of Ownership</u>
Subsidiaries:		
Eastwood Property Holdings, Inc. (EPHI)	(a)	100%
Valle Verde Properties, Inc. (VVPI)	(b)	100%
Sherman Oak Holdings, Inc. (SOHI)	(b)	100%
Empire East Communities, Inc. (EECI)	(c)	100%
20 th Century Nylon Shirt Co., Inc. (20 th Century)	(d)	100%
Laguna BelAir Science School, Inc. (LBASSI)	(e)	72.50%
Sonoma Premier Land, Inc. (SPLI)	(b)	60%
Pacific Coast Megacity, Inc. (PCMI)	(f)	40%
Associate –		
Gilmore Property Marketing Associate, Inc. (GPMAI)	(b)	47%

Explanatory Notes:

- (a) Subsidiary incorporated to market real estate properties of the Group and other related parties.
- (b) Subsidiaries/associate incorporated in prior years but have not yet started commercial operations as of March 31, 2024.
- (c) Subsidiary incorporated in 2008 but ceased its operations as a marketing arm of real estate properties in 2014.
- (d) Subsidiary acquired in 2015 which is yet to resume its operations, which is primarily to manufacture, distribute, and buy and sell wearing apparel and its accessories such as zipper, buttons, etc.
- (e) Subsidiary primarily engaged in operating a school for primary and secondary education. In 2022, the subsidiary ceased its operations.
- (f) Subsidiary of the Company starting 2018 when the Company obtained de facto control over the entity and was accounted for under the pooling-of-interest method.

The registered office address, which is also the place of operations, of the Company's subsidiaries and associates, except for EPHI, LBASSI, 20th Century and PCMI, is located at 2nd Floor Tower 2, Kasara Urban Resort Residences P. Antonio St., Brgy. Ugong, Pasig City. Below is the summary of the registered office address of the other subsidiaries, which is also the place of their operation.

- (a) EPHI – #188 EC Information Center, E. Rodriguez Jr. Ave., Eastwood CyberPark City, Bagumbayan, Quezon City
- (b) LBASSI – Brgy. Don Jose, Sta. Rosa, Laguna
- (c) 20th Century – 632 Shaw Blvd. Highway Hills, Mandaluyong City
- (d) PCMI – 7th Floor, 1880 Building Eastwood City E. Rodriguez Jr. Ave. Bagumbayan, Quezon City

In prior years, the Company increased its ownership interest in VVPI and LBASSI, resulting in 100% and 72.50% ownership interest, respectively, over the respective subsidiaries. This resulted in the recognition of goodwill which amounted to Php 78.3 million and shown as part of Intangible Assets – net account in the interim consolidated statements of financial position. In 2023 the Group recognized an impairment loss on the goodwill of LBASSI amounting to Php 77.3 million.

Megaworld Corporation (Megaworld or Parent Company) is the parent company of Empire East Land Holdings, Inc. and subsidiaries (the Group). Megaworld is presently engaged in property-related activities, such as, project design, construction and property management. Alliance Global Group, Inc. (AGI), the Company's Ultimate Parent Company, is a holding company with diversified investments in food and beverage, real estate, tourism-entertainment and gaming and quick service restaurant businesses. The shares of common stock of both Megaworld and AGI are also listed at the PSE.

The Company's registered office address is located at 2nd Floor of Kasara Urban Resort Residences Tower 2, P. Antonio St., Barangay Ugong, Pasig City. Megaworld's registered office address is located at 30th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City. AGI's registered office is located at 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City. These entities' registered office addresses are also their respective principal places of business.

2. BASIS OF PREPARATION OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

These interim consolidated financial statements of the Group for the three months ended March 31, 2024 and 2023 have been prepared in accordance with Philippine Accounting Standard (PAS) 34: Interim Financial Reporting. These do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the annual consolidated financial statements of the Group as at and for the year ended December 31, 2023. The interim consolidated financial statements have been prepared using the measurement bases specified by the Philippine Financial Reporting Standards (PFRS), including the Group's availment of several financial reporting reliefs granted by the SEC relation to the implementation issues of PFRS 15, under Memorandum Circular (MC) No. 14-2018, MC No. 3-2019 and MC No. 4-2020.

The preparation of interim consolidated financial statements in accordance with PFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

These interim consolidated financial statements are presented in Philippine pesos, the functional and presentation currency of the Group, and all values represent absolute amounts except when otherwise indicated.

Items included in the interim consolidated financial statements of the Group are measured using the Group's functional currency. Functional currency is the currency of the primary economic environment in which the Group operates.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's interim consolidated financial statements in accordance with PFRS requires management to make judgments and estimates that affect amounts reported in the interim consolidated financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately vary from these estimates.

3.1 Critical Judgments in Applying Accounting Policies

In the process of applying the Group's accounting policies, management has made the judgments mentioned below and on the succeeding pages, apart from those involving estimation, which has the most significant effect on the amounts recognized in the interim consolidated financial statements:

(a) Determination of Lease Term of Contracts with Renewal and Termination Option

In determining the lease term, management considers all relevant factors and circumstances that create an economic incentive to exercise a renewal option or not exercise a termination option. Renewal options and/or periods after termination options are only included in the lease term if the lease is reasonably certain to be extended or not terminated and the renewal of the contract is not subject to mutual agreement of both parties.

The renewal and termination option for the lease of office space was not included as part of the lease term due to the provisions in its contract that require mutual agreement of both parties on the terms and agreements of the renewal and termination of the lease contract.

The lease term is reassessed if an option is actually exercised or not exercised or the Group becomes obliged to exercise or not exercise it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the Group.

(b) Evaluation of Timing of Satisfaction of Performance Obligations

(i) Real Estate Sales

The Group exercises significant judgment in determining whether each performance obligation to develop properties promised in its contracts with customers is satisfied over time or at a point in time. In making this judgment, the Group considers the factors enumerated below.

- any asset created or enhanced as the Group performs;
- the ability of the customer to control such asset as it is being created or enhanced;
- the timing of receipt and consumption of benefits by the customer; and,
- the Group's enforceable right for payment for performance completed to date.

The Group determines that its performance obligation for pre-completed real estate inventories is satisfied over time, while its performance obligation for completed real estate inventories is satisfied at a point in time, since it does not have an alternative use of the specific property sold as it is precluded by its contract from redirecting the use of the property for a different purpose. Furthermore, the Group has rights over payment for development completed to date as the Group can choose to complete the development and enforce its rights to full payment under its contracts even if the customer defaults on amortization payments.

(ii) Marketing, Management Fees and Commission

The Group determines that its revenue from marketing, management fees and commission shall be recognized over time. In making its judgment, the Group considers the timing of receipt and consumption of benefits provided by the Group to the customers. The Group applies the practical expedient to recognize revenue at the amount to which it has a right to invoice, which corresponds directly to the value to the customer of the entity's performance completed to date i.e., generally when the customer has acknowledged the Group's right to invoice.

(c) Estimation of Collection Threshold for Revenue Recognition

The Group uses judgment in evaluating the probability of collection of contract price on real estate sales as a criterion for revenue recognition. The Group uses historical payment pattern of customers in establishing a percentage of collection threshold over which the Group determines that collection of total contract price is reasonably assured.

(d) Determination of ECL on Trade and Other Receivables, Contract Assets and Advances to Related Parties

The Group uses a provision matrix to calculate expected credit losses (ECL) for Trade Receivables, Contract Assets and other receivables. The provision rates are based on days past due for groups of various customer segments that have similar loss patterns (i.e., projects and customer type).

The provision matrix is based on the Group's historical observed default rates. The Group's management intends to regularly calibrate (i.e., on an annual basis) the matrix to consider the historical credit loss experience with forward-looking information (i.e., forecast economic conditions).

With respect to Advances to Related Parties and other related party receivables, the Group uses the liquidity approach as the receivables are collectible on demand.

Details about the ECL on the Group's Trade and Other Receivables, Contract Assets and Advances to Related Parties are disclosed in Notes 9.2.

(e) Distinction Among Investment Property and Owner-managed Properties

The Group determines whether a property qualifies as Investment Property or Property and Equipment. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to the property but also to other assets used in the production or supply process while land held for future development are properties intended solely for future development and sale.

Some properties comprise a portion that is held to earn rental or for capital appreciation and another portion that is held for administrative purposes. If these portions can be sold separately (or leased out separately under finance lease), the Group accounts for the portions separately.

If the portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as Investment Property. The Group considers each property separately in making its judgment.

Based on management's assessment, properties held for lease and for capital appreciation qualifies as Investment Property.

(f) Distinction Between Real Estate Inventories and Investment Property

Inventories comprise properties that are held for sale in the ordinary course of business. Meanwhile, investment properties comprise of land and buildings which are not occupied substantially for use by, or in the operations of, the Group, nor for sale in the ordinary course of business, but are held primarily to earn rental income and capital appreciation. The Group considers management's use over these assets in making its judgment.

(g) Distinction Between Operating and Finance Leases

The Group has entered into various lease agreements as either a lessor or lessee. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities. Based on management's assessment, all of the Group's lease agreements are classified as operating leases.

Distinction between operating and finance leases is applicable only to lease agreements as a lessor. All leases entered into as a lessee, except for those qualified under the optional exemptions as provided by the standard, are required to be recognized on-balance sheet.

(h) Consolidation of Entities in which the Group Holds 50% or Less

Management considers that the Group has de facto control over PCMI even though it holds less than 50% of the ordinary shares and voting rights in that subsidiary. The Group considers its ability to exercise control over these entities through voting rights held by its subsidiaries or through interlocking directors.

(i) Recognition of Provisions and Contingencies

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the interim consolidated financial statements. Similarly, possible inflows of economic benefits to the Group that does not yet meet the recognition criteria of an asset are considered contingent assets; hence, are not recognized in the interim consolidated financial statements. On the other hand, any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset not exceeding the amount of the related provision.

Judgement is exercised by management to distinguish between provisions and contingencies.

3.2 Key Sources of Estimation Uncertainty

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

(a) Revenue Recognition for Performance Obligation Satisfied Over Time

In determining the amount of revenue to be recognized for performance obligations satisfied over time, the Group measures progress on the basis of actual costs incurred relative to the total expected costs to complete such performance obligations. Specifically, the Group estimates the total development costs with reference to the project development plan and any agreement with customers. Management regularly monitors its estimates and applies changes as necessary. A significant change in estimated costs would result in a significant change in the amount of revenue recognized in the year of change.

(b) Estimation of Allowance for ECL

The measurement of the allowance for ECL on financial assets at amortized cost is an area that requires the use of significant assumptions about the future economic conditions and credit behavior (e.g., likelihood of counterparties defaulting and the resulting losses).

(c) Determination of Net Realizable Value of Real Estate Inventories

In determining the net realizable value of real estate inventories, management takes into account the most reliable evidence available at the times the estimates are made. The future realization of the carrying amounts of these assets is affected by price changes in the different market segments as well as the trends in the real estate industry. These are considered key sources of estimation uncertainty and may cause significant adjustments to the Group's inventories within the next reporting period.

Considering the Group's pricing policy, the net realizable value of the Real Estate Inventories is higher than their related carrying values as of the end of the reporting periods.

(d) Estimation of Useful Lives of Property and Equipment, Intangible Assets, and Investment Properties

The Group estimates the useful lives of Property and Equipment, Intangible Assets, and Investment Properties based on the period over which the assets are expected to be available for use. The estimated useful lives of these assets are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

Based on management's assessment as at March 31, 2024 and December 31, 2023, there is no change in estimated useful lives of Property and Equipment, Intangible Assets and Investment Properties during those periods. Actual results, however, may vary due to changes in estimates brought about by changes in the factors mentioned above.

(e) Determination of Realizable Amount of Deferred Tax Assets

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Management assessed that the balance of deferred tax assets recognized as at March 31, 2024 and December 31, 2023 will be utilized in the succeeding years.

(f) Impairment of Goodwill and Other Non-financial Assets

Goodwill is reviewed annually for impairment while other non-financial assets are tested whenever certain impairment indicators become present. In assessing impairment, the management estimates the recoverable amount of each asset or a cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

On March 17, 2021, the Group submitted a letter to the Department of Education Sta. Rosa City Division Office regarding the cessation of the operations of LBASSI taking effect after school year 2021-2022. On October 20, 2022, LBASSI filed for the certificate of clearance with the BIR Revenue District Office No. 057, Biñan, West Laguna.

In 2023, LBASSI retracted its filed application for the certificate of clearance with BIR. LBASSI will remain as a non-operating entity until such time that it ventures again into business.

Based on management's assessment, impairment loss amounting to Php 77.3 million on goodwill has been recognized since the recoverable amount of the cash generating units is less than their carrying amount in 2023.

No impairment losses were recognized on Advances to Landowners and Joint Ventures, Investment in an Associate, Property and Equipment, Intangible Assets, Investment Properties, and other non-financial assets as at March 31, 2024 and December 31, 2023.

(g) Valuation of Post-employment Defined Benefit

The determination of the Group's obligation and cost of post-employment benefit is dependent on the selection of certain assumptions used by an actuary in calculating such amounts. Those assumptions include, among others, discount rates and salary increase rate. A significant change in any of these actuarial assumptions may generally affect the recognized expense, other comprehensive income or losses and the carrying amount of the Retirement Benefit Obligation in the next reporting period.

(h) Determination of Fair Value of Investment Properties

Investment properties are measured using the cost model. The Group determines the fair values of building and building improvements using either the discounted cash flows valuation technique (income approach) or market-based valuation technique (market approach). The Group uses assumptions that are mainly based on market conditions existing at the end of each reporting period, such as: the receipt of contractual rentals; expected future market rentals; void periods; maintenance requirements; and appropriate discount rates. These valuations are regularly compared to actual market yield data and actual transactions by the Group and those reported by the market. The expected future market rentals are determined on the basis of current market rentals for similar properties in the same location and condition.

For land, the Company determines the fair value using market-based valuation approach where prices of comparable properties are adequate for specific market factors such as location and condition of the property.

A significant change in these elements may affect prices and the value of the assets.

4. SEGMENT INFORMATION

4.1 Business Segments

The Group's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The Group is engaged in the development and marketing of mid-cost housing projects in the form of condominium communities, subdivision lots and house and lot packages, and commercial units to a limited extent. It classifies and monitors its projects into high-rise and horizontal. High-rise projects refer to condominiums and other medium scale properties while the horizontal projects refer to house and lot packages, and subdivision lots. Both are intended for middle income market.

4.2 Segment Assets and Liabilities

Segment assets include all operating assets used by a segment and consist principally operating Receivables, Contract Assets and Real Estate Inventories. Excluded from segment assets are Cash and Cash Equivalents, Advances to Related Parties, Prepayments, Advances to Landowners and Joint Ventures, Investments in an Associate, Property and Equipment, Intangible Assets, Investment Properties and other assets which are considered corporate assets and are not allocated to any segment's assets.

Segment liabilities include all operating liabilities incurred by management in each particular segment and consist principally of Contract Liabilities and Customers' Deposits. Excluded from segment liabilities are Interest-bearing Loans and Borrowings, Trade and Other Payables, Advances from Related Parties, Deferred Tax Liabilities and Retirement Benefit Obligation as the Group's management determined that these accounts are not directly related to the Group's segment.

4.3 Intersegment Transactions

There are no intersegment transactions. In case of inter-segment sales and transfers, the Group generally accounts for them as if the sales or transfers were made to third parties at current market prices. Intersegment sales and transfers, if any, are eliminated in the preparation of the interim consolidated financial statements.

4.4 Analysis of Segment Information

The tables presented below present the revenue and profit information for the three months ended March 31, 2024 and 2023, and certain asset and liability information regarding segments as at March 31, 2024 and December 31, 2023.

	High Rise Projects		Horizontal Projects		Total	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
REVENUES						
Real estate sales	P 1,154,911,960	P 1,052,177,671	P 47,845,840	P 88,954,469	P 1,202,757,800	P 1,141,132,140
Finance income	5,483,204	4,108,401	406,573	91,115	5,889,777	4,199,516
Rental income	3,051,230	4,753,406	-	-	3,051,230	4,753,406
Commission and other income	54,340,882	21,153,284	1,121,030	212,456	55,461,912	21,365,740
Total Revenues	<u>1,217,787,276</u>	<u>1,082,192,762</u>	<u>49,373,443</u>	<u>89,258,040</u>	<u>1,267,160,719</u>	<u>1,171,450,802</u>
COSTS AND OPERATING EXPENSES						
Cost of real estate sales	688,044,294	622,969,524	11,428,068	46,725,828	699,472,362	669,695,352
Operating expenses	116,274,950	119,028,227	10,806,168	9,961,305	127,081,118	128,989,532
	<u>804,319,244</u>	<u>741,997,751</u>	<u>22,234,236</u>	<u>56,687,133</u>	<u>826,553,480</u>	<u>798,684,884</u>
SEGMENT OPERATING PROFIT	P <u>413,468,032</u>	P <u>340,195,011</u>	P <u>27,139,207</u>	P <u>32,570,907</u>	P <u>440,607,239</u>	P <u>372,765,918</u>
SEGMENT ASSETS AND LIABILITIES						
	High Rise Projects		Horizontal Projects		Total	
	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023	March 31, 2024	December 31, 2023
Segment assets	24,641,899,583	24,154,408,651	6,935,420,071	7,004,218,353	31,577,319,654	31,158,627,004
Segment liabilities	5,260,138,388	4,948,182,003	332,597,046	310,890,758	5,592,735,434	5,259,072,761

4.5 Reconciliations

Presented below is a reconciliation of the Group's segment information to the key financial information presented in its interim consolidated financial statements.

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Revenues		
Total segment revenues	P 1,267,160,719	P 1,171,450,802
Other unallocated revenues	<u>118,317,451</u>	<u>137,110,590</u>
Revenues as reported in the interim consolidated statements of comprehensive income	<u>P 1,385,478,170</u>	<u>P 1,308,561,392</u>
Profit or loss		
Segment operating profit	P 440,607,239	P 372,765,918
Other unallocated income	118,317,451	137,110,590
Other unallocated expenses	<u>(322,849,734)</u>	<u>(304,111,656)</u>
Net profit as reported in the interim consolidated statements of comprehensive income	<u>P 236,074,956</u>	<u>P 205,764,852</u>
	<u>March 31, 2024</u>	<u>December 31, 2023</u>
Assets		
Segment Assets	P 31,577,319,654	P 31,158,627,004
Unallocated Assets	<u>18,697,322,824</u>	<u>18,340,507,291</u>
Total assets as reported in the interim consolidated statements of financial position	<u>P 50,274,642,478</u>	<u>P 49,499,134,295</u>
Liabilities		
Segment Liabilities	P 5,592,735,434	P 5,259,072,761
Unallocated Liabilities	<u>13,208,347,830</u>	<u>12,876,465,276</u>
Total liabilities as reported in the interim consolidated statements of financial position	<u>P 18,801,083,264</u>	<u>P 18,135,538,037</u>

5. EQUITY

5.1 Capital Stock

Capital stock as of March 31, 2024 and December 31, 2023 consists of:

	<u>No. of Shares</u>		<u>Amount</u>
Common shares – P1 par value			
Authorized	<u>31,495,200,000</u>	P	<u>31,495,200,000</u>
Issued	14,803,455,238	P	14,803,455,238
Treasury shares – at cost	<u>(127,256,071)</u>		<u>(102,106,658)</u>
Total outstanding	<u>14,676,199,167</u>		<u>14,701,348,580</u>
Preferred shares – P1 par value			
Authorized	<u>2,000,000,000</u>	P	<u>2,000,000,000</u>

Megaworld has 81.73% ownership interest in the Group as of March 31, 2024 and December 31, 2023.

The Series B preferred shares are nonredeemable, convertible into common shares and are nonvoting. The shares have zero coupon rates and shall not be entitled to dividends. The Series B preferred shares shall be convertible to common shares any time after the end of the 18 months from the implementation date, May 29, 1998, as defined in the subscription agreements. There are no subscribed and issued preferred shares as of March 31, 2024 and December 31, 2023.

On April 24, 1996, the SEC approved the listing of the Group's shares totaling 425,000,000. The shares were issued at an offer price of Php 12.90 per share.

5.2 Additional Paid-in Capital

The additional paid-in capital (APIC) pertains to the excess of the total proceeds received from the Group's shareholders over the total par value of the common shares. There were no movements in the Group's APIC accounts for the end of the reporting periods.

5.3 Treasury Stock

On March 23, 2006, the Company's BOD authorized the buy-back of up to Php 1.0 billion worth of Group's shares of common stock within a 24-month period under certain terms and conditions as the Group's senior management may deem beneficial to the Group and its stockholders.

As of March 31, 2024 and December 31, 2023, the Group's treasury shares amounted to Php 102.1 million, representing the cost of 127,256,071 shares reacquired by the Company.

5.4 Revaluation Reserves

Revaluation reserves of the Group are composed of re-measurements on its retirement benefit obligation and fair value movements of the Group's financial assets at FVOCI.

5.5 Other Reserves

Other reserves of the Group pertain to the difference between the fair value of consideration paid and the relevant share in the carrying value of the net assets of PCMI as a result of obtaining de facto control over PCMI in 2018 and any subsequent change in ownership interest in the subsidiary.

5.6 Retained Earnings

Retained earnings are restricted in the amount of Php 102.1 million representing the cost of 127,256,071 shares held in treasury as of the end of the reporting periods.

6. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profits attributable to Parent Company's shareholders divided by the weighted average number of shares in issue during the period.

Basic and diluted earnings per share amounts were computed as follows:

	<u>March 31, 2024</u>	<u>March 31, 2023</u>
Net profit attributable to Parent Company's shareholders	P 237,557,329	P 205,782,199
Number of issued and outstanding common shares	<u>14,676,199,167</u>	<u>14,676,199,167</u>
Basic and diluted earnings per share	<u>P 0.016</u>	<u>P 0.014</u>

Diluted earnings per share equal the basic earnings per share since the Group does not have dilutive shares as of March 31, 2024 and December 31, 2023.

7. COMMITMENTS AND CONTINGENCIES

There are commitments, guarantees, and contingent liabilities that arise in the normal course of operations of the Group, which are not reflected in the accompanying unaudited interim consolidated financial statements. The management of the Group is of the opinion that losses, if any, from these items will not have any material effect on its interim consolidated financial statements, taken as a whole.

In addition, there are no material off-balance sheet transactions, arrangements, obligations and other relationship of the Group with unconsolidated entities or other persons created during the reporting period.

8. SEASONAL FLUCTUATIONS

There were no seasonal aspects that had a material effect on the financial condition or results of operations of the Group.

9. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks which result from its operating, investing, and financing activities. Risk management is carried out by a central treasury department under policies approved by the BOD, and focuses on actively securing the Group's short to medium-term cash flows by minimizing the exposure to financial markets. Long-term financial investments are managed to generate lasting returns. The Group does not engage in the trading of financial assets for speculative purposes nor does it write options. The financial risks to which the Group is exposed to are described below and on the succeeding pages.

9.1 Market Risk

The Group is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, and interest rate risk which results from both its operating, investing and financing activities.

(a) Foreign Currency Risk

There is no significant exposure to foreign currency risks since most of the Group's transactions are denominated in Philippine peso, which is its functional currency. The Group's financial asset denominated in foreign currency only pertains to Cash and Cash Equivalents. However, the amount is insignificant to the financial statements as of March 31, 2024 and December 31, 2023. The Group has no financial liabilities denominated in foreign currency.

(b) Interest Rate Risk

The Group's policy is to minimize interest rate cash flow risk exposures on long-term financing. Long-term borrowings are therefore usually obtained and negotiated at fixed rates. As of March 31, 2024 and December 31, 2023, the Group is only exposed to changes in market interest through its Cash and Cash Equivalents and other fixed rate borrowings, which are deemed by management to be not significant.

All other financial assets and liabilities have either short-term maturities, noninterest-bearing or are subject to fixed rates (e.g. related party advances).

(c) Other Price Risk

The Group's market price risk arises from its investments carried at fair value (classified as financial assets at FVOCI). It manages its risk arising from changes in market price by monitoring the changes in the market price of the investments.

For equity securities listed in the Philippines, the observed volatility rates of the fair values of the Group's investment held at fair value is determined based on the average market volatility in quoted prices, using standard deviation, estimated at 99% level of confidence. An average volatility of 5.4% and 9.0% has been observed during the period ending March 31, 2024 and December 31, 2023, respectively. The impact on the Group's interim consolidated other comprehensive income and interim consolidated equity would have increased or decreased by Php 62.2 million and Php 120.4 million as at March 31, 2024 and December 31, 2023, respectively.

The investments in quoted equity securities are considered long-term strategic investments. In accordance with the Group's policies, no specific hedging activities are undertaken in relation to these investments. The investments are continuously monitored and voting rights arising from these equity instruments are utilized in the Group's favor.

The Group is not subject to commodity price risk.

9.2 Credit Risk

The maximum credit risk exposure of the Group is the carrying amount of the financial assets and contract assets as shown on the face of the interim consolidated statements of financial position (or in the detailed analysis provided in the notes to the interim consolidated financial statements), as summarized on the succeeding page.

	<u>March 31, 2024</u>	<u>December 31, 2023</u>
Cash and cash equivalents	P 3,958,911,364	P 3,717,469,500
Trade and other receivables – net (excluding advances to suppliers and contractors, and advances to condominium associations)	10,459,624,824	9,798,369,760
Contract assets	2,860,128,913	2,741,196,068
Advances to related parties	5,590,673,815	5,467,534,052
	<u>P 22,869,338,916</u>	<u>P 21,724,569,380</u>

None of the Group’s financial assets are secured by collateral or other credit enhancements, except for Cash and Cash Equivalents, and Trade Receivables, as described below and on the succeeding page.

(a) Cash and Cash Equivalents

The credit risk for Cash and Cash Equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Included in the Cash and Cash Equivalents are cash in banks and short-term placements which are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of Php 0.5 million for every depositor per banking institution.

(b) Trade and Other Receivables and Contract Assets

Trade and other receivables (excluding Advances to suppliers and contractors and advances to condominium associations) and contract assets are subject to credit risk exposure. The Group, however, does not identify specific concentrations of credit risk with regard to Trade Receivables and Contract Assets, as the amounts recognized resemble a large number of receivables from various customers. The Group also retains the titles to the property until such time that the trade receivables are fully collected. Repossessed properties are offered for sale to other customers.

Credit risk of receivables from sale of real estate properties is managed primarily through credit reviews and analyses of receivables on a regular basis. The Group undertakes credit review procedures for all installment payment terms. Customer payments are facilitated through the use of post-dated checks. Exposure to doubtful accounts is not substantial as title to real estate properties are not transferred to the buyers until full payment of the amortization has been made and the requirement for remedial procedures is negligible considering the Group’s buyers’ profile.

The Group has used the simplified approach in measuring ECL and has calculated ECL based on lifetime ECL. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECL at each reporting date. An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The provision rate is based on days past due of all customers as they have similar loss patterns. The credit enhancements such as advance payment and value of the real estate for sale are considered in the calculation of impairment as recoveries.

The Group considers trade receivables in default when contractual payments are 90 days past due, except for certain circumstances when the reason for being past due is due to reconciliation with customers of payment records which are administrative in nature which may extend the definition of default to 90 days and beyond. Furthermore, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

The management determined that there is no required ECL to be recognized since the real estate sold is collateralized to the related receivable arising from sale. Therefore, expected loss given default is nil as the recoverable amount from subsequent resale of the real estate is sufficient.

Other components of receivables such as rental receivables and others are also evaluated by the Group for impairment and assessed that no ECL should be provided. A significant portion of the Group's rental receivables are from Megaworld, wherein the impairment of receivables is assessed using the latter's ability to pay. The remaining rental receivables are secured to the extent of advance rental and rental deposit received from the lessees, which are on average equivalent to six months.

Some of the unimpaired trade receivables and other receivables, which are mostly related to real estate sales, are past due as at the end of the reporting period. The trade receivables that are past due but not impaired are as follows:

	<u>March 31, 2024</u>	<u>December 31, 2023</u>
Not more than three months	P 199,094,677	P 190,494,813
More than three months but not more than six months	326,633,595	312,624,389
More than six months but not more than one year	358,475,345	340,066,126
More than one year	134,664,889	124,782,369
	<u>P 1,018,868,506</u>	<u>P 967,967,697</u>

(c) *Advances to Related Parties and Rent Receivable and Management Fee Receivable from Related Parties*

ECL for Advances to Related Parties, including rent and management fee receivables, are measured and recognized using the liquidity approach. Management determines possible impairment based on the related parties' ability to repay the advances upon demand at the reporting date taking into consideration the historical defaults from the related parties.

The Group does not consider any significant risks in the advances to other related parties with financial difficulty since Megaworld, whose credit risk for liquid funds is considered negligible, have committed to financially support these related parties as part of AGI and its long-term corporate strategy. As of March 31, 2024 and December 31, 2023, the aggregate impairment allowance on balances from Megaworld and other related parties is identified to be not material.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties.

The Group's management considers that all the above financial assets that are not impaired for each of the reporting dates are of good credit quality, including those that are past due.

9.3 Liquidity Risk

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for 6-month and one-year periods are identified monthly.

The Group maintains cash to meet its liquidity requirements for up to 60-day periods. Excess cash is invested in time deposits. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

As at March 31, 2024 and December 31, 2023, the Group's financial liabilities have contractual maturities which are presented below.

		<u>Within 12 months</u>		<u>After 12 months</u>
<i>March 31, 2024</i>				
Interest-bearing loans and borrowings	P	269,525,250	P	682,981,750
Trade and other payables		2,854,496,399		-
Advances from related parties		6,219,231,983		-
Other current liabilities		1,069,915,671		-
	P	10,413,169,303	P	682,981,750
<i>December 31, 2023</i>				
Interest-bearing loans and borrowings	P	267,173,167	P	743,585,917
Trade and other payables		2,425,556,526		-
Advances from related parties		6,061,736,667		-
Other current liabilities		1,030,693,440		-
	P	9,785,159,800	P	743,585,917

The contractual maturities reflect the gross cash flows, which may differ from the carrying values of the liabilities at the end of each reporting period.

10. FAIR VALUE MEASUREMENT AND DISCLOSURES

10.1 Fair Value Hierarchy

In accordance with PFRS 13, *Fair Value Measurement*, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value. The fair value hierarchy is shown below and on the succeeding page.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

For investments which do not have quoted market price, the fair value is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

10.2 Financial Instruments Measured at Fair Value

As of March 31, 2024 and December 31, 2023, only the equity securities classified as financial assets at FVOCI in the interim consolidated statements of financial position is classified as Level 1. These securities were valued based on their market prices quoted in the PSE at the end of each reporting period. There were no other financial assets measured at fair value on these dates. Furthermore, the Group has no financial liabilities measured at fair value as of March 31, 2024 and December 31, 2023. There were no transfers between Levels 1 and 2 in both years.

10.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed

Management considers that due to the short duration of these financial assets (except long-term receivables) and financial liabilities (except long-term interest-bearing loans) measured at amortized cost, their carrying amounts as of March 31, 2024 and December 31, 2023 approximate their fair value. Except for Cash and Cash Equivalents which are classified under Level 1, all other financial instruments are classified under Level 3 wherein inputs are not based on observable data.

The fair values of the financial assets and financial liabilities included in Level 3 which are not traded in an active market is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market value of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Group uses valuation technique, it maximizes the use of observable market data where it is available and relies as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

10.4 Fair Value Measurement of Non-Financial Assets

The fair value of the Group's investment properties earning rental income was determined through discounted cash flows valuation technique done by a professionally qualified independent appraiser for one of the properties, and by management for the rest of the other investment properties. The Group uses assumptions that are mainly based on market conditions existing at each reporting period, such as: the receipt of contractual rentals; expected future market rentals; void periods; maintenance requirements; and appropriate discount rates. These valuations are regularly compared to actual market yield data and actual transactions by the Group and those reported by the market. The expected future market rentals are based on current market rentals for similar properties in the same location and condition.

11. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Capital components for cost of capital purposes include loans and borrowings, preferred stock, common equity and retained earnings. The Group may issue new shares and may prepay some of its interest-bearing loans. Furthermore, it intends to allocate its earnings and available cash in the acquisition and development of new/existing properties to ensure continuous business activities.

The Group monitors its capital gearing by measuring the ratio of interest-bearing loans and borrowings to total capital. The Group has complied with its covenant obligations, including maintaining the required debt-to-equity ratio as of March 31, 2024 and December 31, 2023.

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES

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

For the three-month period ending 31 March 2024, the following are the top key performance indicators of the Group:

1) Real Estate Sales

The Group's marketing and development concepts, sales strategies, project location and flexible payment scheme remain to be its competitive advantages. Most projects of the Group are connected to mass transit system and are conveniently located in business districts of Metro Manila.

2) Prudent Cash Management

The Group continued to implement cost-saving measures and negotiations for longer payment terms from both existing and new suppliers. Strict monitoring of cash outflows is also being continually observed and any excess cash from operations is being placed in short-term investments.

3) Ability to Repay Loan Obligations

The loan obligations were promptly settled. The Group maintains a good credit standing with creditor banks and has considerable standby credit facilities, which can be utilized for urgent capital requirements.

4) Continuous Customer Collections

The Group continues to innovate and implement collection efficiency initiatives, some of which are the various online payment platforms which enable clients to continually make payments with ease. The Group is also in partnership with a wide network of banks to provide clients with more convenient payment options.

RESULTS OF OPERATIONS

(Based on Financial Statements adopted in accordance with the Philippine Financial Reporting Standards)

Review of 31 March 2024 versus 31 March 2023

During the three-month period, the consolidated net profit amounted to Php 236.1 million, 14.7% higher than the previous year's net profit of Php 205.8 million. Consolidated revenues, composed of real estate sales, finance income, commissions, and other income increased by 5.9% from Php 1.3 billion in 2023 to Php 1.4 billion in 2024.

Real Estate Sales

The Group reported Real Estate Sales of Php 1.20 billion and Php 1.14 billion for three months ended 31 March 2024 and 2023, respectively. The sales were derived from various projects including, The Paddington Place, Kasara Urban Resort Residences, Pioneer Woodlands, The Rochester Garden, Covent Garden, The Cambridge Village, The Sonoma, Mango Tree Residences, Little Baguio Terraces, and Greenhills Garden Square.

The Cost of Real Estate Sales amounted to Php 699.5 million in 2024 and Php 669.7 million in 2023, or 58.2% and 58.7% of Real Estate Sales for the three months ended 31 March 2024 and 2023, respectively. The change was primarily due to the different composition of products sold for each period.

Gross Profit was Php 503.3 million in 2024 and Php 471.4 million in 2023, or 41.8% and 41.3% of Real Estate Sales, for the three months ended 31 March 2024 and 2023, respectively. The gross profit margin varies depending on the product mix and the competitiveness in pricing.

Other Revenues

The Finance Income amounted to Php 79.9 million and Php 93.1 million for the three months ended 31 March 2024 and 2023, respectively, were derived mostly from in-house financing and various advances to related parties which accounts for 5.8% and 7.1% of total revenues for 2024 and 2023, respectively.

Additional sources of revenue were commissions of a subsidiary, rentals of investment properties, and those obtained from other sources. Commission and other income totaling Php 102.1 million in 2024 and Php 74.3 million in 2023, representing 7.4% and 5.7% of total revenues for 2024 and 2023, respectively.

Operating Expenses

Operating Expenses posted an increase from Php 272.7 million in 2023 to Php 275.6 million in 2024. Finance Cost posted an increase from Php 89.9 million in 2023 to Php 100.4 million in 2024.

FINANCIAL CONDITION

Review of 31 March 2024 versus 31 December 2023

Total Assets of the Group as of 31 March 2024 and 31 December 2023 amounted to Php 50.3 billion and Php 49.5 billion, respectively. Cash and Cash Equivalents increased from Php 3.7 billion to Php 4.0 billion as of 31 December 2023 and 31 March 2024, respectively.

The Group remains liquid with Total Current Assets of Php 44.0 billion in 2024 and Php 43.3 billion in 2023, which accounted for 87.5% of the Total Assets as of 31 March 2024 and 31 December 2023. While, Total Current Liabilities amounted to Php 15.7 billion and Php 15.1 billion as of 31 March 2024 and as of 31 December 2023, respectively.

Total Equity increased from Php 31.4 billion as of 31 December 2023 to Php 31.5 billion as of 31 March 2024 which is mainly due to the net profit for the period and revaluation of equity investments.

Consistently, the Group still sources its major working capital requirements from internally generated funds and partly from borrowings.

The Group utilized its funds for the construction and development of projects, loan repayments, settlement of various payables, and other operating expenses.

Material Changes as of 31 March 2024 Interim Consolidated Financial Statements

Statements of Financial Position (Increase or decrease of 5% or more versus 31 December 2023)

- 6.5% increase in Cash and Cash Equivalents
Mainly due to collections from buyers and proceeds from short-term placements
- 10.4% increase in Prepayments and Other Current Assets
Mainly due to increase in prepaid taxes related to transfer of titles and input vat from purchases
- 9.9% decrease in Financial Assets at Fair Value through Profit or Loss
Mainly due to the decrease in Fair Market Value of shares held by a subsidiary
- 18.4% increase in Trade and Other Payables
Primarily due to various payables to contractors and suppliers in relation to the construction activities for the period
- 5.9% decrease in Interest-bearing Loans and Borrowings
Mainly due to repayment of bank loans for the period
- 23% decrease in Revaluation Reserves
Pertains to the decrease in fair market value of the investment in shares of a subsidiary

Statements of Comprehensive Income (Increase or decrease of 5% or more versus 31 March 2023)

- 14.1% decrease in Finance Income
Primarily due to the adjustment of interest rate on the outstanding advances to related parties
- 776.5% increase in Equity share in net income of associates
Mainly due to the increase net gains of the associate for the period
- 37.5% increase in Commissions and other income
Mainly due to an increase in revenues derived from other related sources
- 11.7% increase in Finance Costs
Mainly due to interest on loans and advances from related parties

The Company allocates P25.0 billion in capital expenditures over the next 5 years and is expected to be funded by collections, borrowings, and other sources.

Fluctuations in the foreign exchange rate had no adverse effect on the Group's financial conditions since the Group has very minimal importations of construction-related materials and has no foreign denominated loans.

There are no other material changes in the Group's financial position and condition (5% or more) that will warrant a more detailed discussion. Likewise, there are no material events and uncertainties known to the management that would have a material impact on reported financial information and normal operations of the Group.

The nature of all revenues and expenses disclosed in the unaudited interim statements of comprehensive income are business-related transactions and arose from the Group's continuing operations. Also, no prior period adjustment was made during any period covered by the statements of financial position.

There are no material off-statements of financial condition transactions, arrangements, obligations (including contingent obligations), and other relationships of the Group with unconsolidated entities or other persons created during the reporting period.

There are no events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.

The Group is aggressively marketing its products especially the new projects. It continuously offers competitive prices, more lenient payment schemes under in-house financing and has strong tie-ups with reputable banks for the financing requirements of its buyers.

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
ACCOUNTS RECEIVABLE AGING
March 31, 2024
(Amounts in thousand Philippine Pesos)

1) Aging of Accounts Receivable

Type of Receivables	Total	Current / Not Yet Due	1-3 Months	4-6 Months	7 Months - 1 Year	Above 1 Year	Past due accounts & Items in Litigation
a) Trade Receivables	8,557,271	7,538,402	199,095	326,634	358,475	134,665	-
b) Other Receivables	4,952,535	4,952,535	-	-	-	-	-
Net Receivables	13,509,806						

2) Accounts Receivable Description

<u>Type of Receivables</u>	<u>Nature/Description</u>	<u>Collection Period</u>
a) Trade Receivables	Sale of residential units/lots	maximum of 10 years
b) Other Receivables	Advances to contractors/suppliers	1 to 2 years

3) Normal Operating Cycle: 3 to 15 years

EMPIRE EAST LAND HOLDINGS, INC. AND SUBSIDIARIES
(A Subsidiary of Megaworld Corporation)
SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
AS AT MARCH 31, 2024 AND DECEMBER 31, 2023

	March 31, 2024	December 31, 2023
Current ratio	2.79	2.87
Quick ratio	1.05	1.06
Debt-to-equity ratio	0.60	0.58
Interest-bearing debt to total capitalization ratio	0.03	0.03
Asset-to-equity ratio	1.60	1.58
		March 31, 2023
Interest rate coverage ratio	409%	407%
Net profit margin	17.04%	15.72%
Return on assets	0.48%	0.44%
Return on equity/investment	0.75%	0.66%
Return on equity/investment of owners	0.83%	0.73%

LIQUIDITY RATIOS measure the business' ability to pay short-term debt.

Current ratio - computed as current assets divided by current liabilities

Quick ratio - computed as cash, marketable securities, accounts receivable divided by current liabilities

SOLVENCY RATIOS measure the business' ability to pay all debts, particularly long-term-debt.

Debt-to-equity ratio-computed as total liabilities divided by total equity.

Interest-bearing debt to total capitalization ratio-computed as interest-bearing debt divided by interest-bearing debt + shareholder's equity attributable to controlling interest.

ASSET-TO-EQUITY RATIOS measure financial leverage and long-term solvency.

It shows how much of the assets are owned by the company. It is computed as total assets divided by total equity.

INTEREST RATE COVERAGE RATIOS measure the business' ability to meet its interest payments.

It is computed as earnings before income tax and interest expense ("EBIT") divided by interest.

PROFITABILITY RATIOS

Net profit margin - computed as net profit divided by total revenues

Return on assets - net profit divided by average total assets

Return on investment - net profit divided by total shareholders' equity

Return on investment of equity owners - net profit attributable to owners of the parent divided by equity attributable to owners of the parent company