

COVER SHEET

2	6	9	8	6
---	---	---	---	---

S.E.C. Registration Number

[illegible]

(Company's Full Name)

3	R	D		F	L	O	O	R		A	S	E	A	N	A		P	O	W	E	R	S	T	A	T	I	O	N	
B	L	D	G	.		A	S	E	A	N	A		B	U	S	I	N	E	S	S		P	A	R	K				
D	.		M	A	C	A	P	A	G	A	L		C	O	R	N	E	R		B	R	A	D	C	O				
A	V	E	N	U	E		P	A	R	A	Ñ	A	Q	U	E		C	I	T	Y									

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

Contact Person

Company Telephone Number

MARK S. GORRICETA

(02) 8696 - 0988

1	2
---	---

3	1
---	---

Month Day
Fiscal Year

Preliminary

20 - IS

FORM TYPE

0	6
---	---

2	4
---	---

Month Day
Annual Meeting

	N/A
--	-----

Secondary License Type, If Applicable

MSRD

Dept. Requiring this Doc.

N/A

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

[illegible][illegible]

LCU

CASHIER

Top be accomplished by SEC Personnel concerned

STAMPS

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Meeting of stockholders of **D.M. WENCESLAO & ASSOCIATES, INCORPORATED ("DMWAI")** will be conducted virtually on **June 24, 2020**, at **9:00 o'clock in the morning** with the following agenda:

AGENDA¹

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Meeting of Stockholders held on June 7, 2019
4. Report of the Chief Executive Officer
5. Election of Directors
6. Appointment of External Auditor of DMWAI for the year 2020
7. Ratification of all Previous Acts and Resolutions of the Board of Directors, Management, and all Committees from 2019 up to June 24, 2020
8. Amendment of the Third Article of the Articles of Incorporation of DMWAI to Change the Principal Address
9. Amendment of the Second and Third Articles of the By-Laws to allow for voting through remote communication and *in absentia*, and Article X Section 1 to delegate the authority to amend and repeal the By-Laws to the Board of Directors
10. Consideration of such other matters as may properly come during the meeting
11. Adjournment

Only stockholders of record at the close of business hours on May 12, 2020 are entitled to notice of, and to vote at this meeting.

There will be no physical meeting. Given the current circumstances, stockholders may only attend and participate in the meeting by remote communication or by voting through the Chairman of the meeting as proxy. Duly accomplished proxies shall be submitted by email to the Office of the Corporate Secretary at **ASM2020registration@dmwai.com** for inspection, validation, and recording at least seven (7) days before the opening of the annual stockholders' meeting, or on or before June 17, 2020. The Proxy Verification Committee will inspect, examine, and validate the sufficiency of the proxy forms received. We enclose a sample proxy form for your convenience.

Stockholders who intend to attend by remote communication shall inform DMWAI by email to **ASM2020registration@dmwai.com** on or before June 17, 2020. The link to the live webcast of the meeting shall be sent to the email address of the registered stockholder.

Stockholders may vote electronically *in absentia*, subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes *in absentia* are set forth in the Information Statement.

For the Board of Directors:


ATTY. PAUL MAR M. QUINTO
Corporate Secretary and Chief Legal Officer

¹ See next page for the explanation for each agenda item.

EXPLANATION OF AGENDA ITEMS

Call to Order

The Chairman will formally open the meeting at approximately 9:00 o'clock in the morning.

Certification of Notice and Quorum (and Rules of Conduct and Procedure)

The Corporate Secretary, will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, DMWAI has set up a registration and voting mechanism, which may be availed by the stockholders to register and vote on the matters at the meeting *in absentia*. A stockholder who votes *in absentia* shall be deemed present for purposes of quorum.

Stockholders may attend and participate in the meeting by remote communication. Stockholders who intend to attend and participate by remote communication shall inform DMWAI by email to ASM2020registration@dmwai.com on or before June 17, 2020, subject to the procedure set in Item 19(b) of the Information Statement which is posted on DMWAI's website.

The following are the rules of conduct and procedures for the meeting:

1. Stockholders may vote by appointing the Chairman of the meeting as proxy, or by electronic voting *in absentia*. Stockholders voting by appointing the Chairman as proxy shall email the duly accomplished proxies for inspection, validation, and recording at least seven (7) days before the opening of the annual stockholders' meeting, or on or before June 17, 2020 to the Office of the Corporate Secretary at ASM2020registration@dmwai.com. Stockholders voting *in absentia*, who have previously registered through the registration and voting mechanism provided by DMWAI, may cast their votes electronically at the time provided for in the notice and mechanism.
2. Except for item 8 which requires approval of stockholders representing at least two thirds (2/3) of the issued and outstanding voting stock, the items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock voting *in absentia* or voting through the Chairman of the meeting as proxy.
3. Each of the proposed resolutions and/or items in the Agenda will be shown on the screen as the same is taken up at the meeting.
4. Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes.
5. The Proxy Verification Committee will tabulate all votes received and an independent third party will validate the results.
6. The Corporate Secretary shall report the results of voting during the meeting.
7. Stockholders may email to ASM2020@dmwai.com questions or comments to matters that are relevant and of general concern to them on June 24, 2020 at the time of the Meeting.
8. A link to the recorded webcast of the meeting will be posted on DMWAI's website after the meeting.
9. Stockholders shall have two weeks from posting of the recorded webcast to raise to DMWAI any issues, clarifications and concerns on the matters arising from meeting conducted.

Approval of Minutes of the Annual Meeting of Stockholders held on June 7, 2019

The minutes of the annual meeting of stockholders held on June 7, 2019 is posted at DMWAI's website, <http://dmwai.com>. Copies of the minutes will also be distributed to the stockholders before the meeting.

A resolution approving the minutes will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding voting stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Report of the Chief Executive Officer

The Chief Executive Officer, Mr. Delfin Angelo C. Wenceslao, will deliver a report to the stockholders on the performance of DMWAI in 2019 and the outlook for 2020. The audited financial statements as

of December 31, 2019 will be included in the Information Statement to be sent to the stockholders of record at least twenty-one (21) calendar days prior to the meeting.

A resolution noting the report and approving the 2019 audited financial statements will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding voting stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Election of Directors

Any stockholder may submit to the Nomination Committee nominations to the Board no later than May 12, 2020. The Nomination Committee will determine whether the nominees for directors, including the nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be included in the Information Statement.

Appointment of External Auditors and Fixing of its Remuneration

The Audit Committee shall endorse to the stockholders the appointment of an external auditor for the ensuing year as well as its remuneration. The profile of the external auditor will be included in the Information Statement.

A resolution for the election of the external auditor and its remuneration will be presented to the stockholders for adoption by the affirmative vote of the stockholders representing a majority of the voting stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Ratification of all Previous Acts and Resolutions of the Board of Directors, Management and All Committees from 2019 up to June 24, 2020

The acts and resolutions of the Board of Directors, Management and all Committees of DMWAI were those adopted from June 7, 2019 until June 24, 2020. They include the approval of agreements, projects, investments, treasury-related matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of the officers were those taken to implement the resolutions of the Board or its Committees or in the general conduct of business.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing a majority of the voting stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Amendment of the Third Article of the Articles of Incorporation of DMWAI to Change the Principal Address

The amendment to the Articles of Incorporation of DMWAI pertains to Article III to change the principal address from 3rd Floor Aseana Powerstation Building, Aseana Business Park, D. Macapagal Blvd cor. Bradco Ave., Parañaque City, Philippines to 15th Floor Aseana 3, Pres. D. Macapagal Blvd. cor. Asean Ave., Aseana City, 1701 Parañaque City.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least two thirds (2/3) of the issued and outstanding voting stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Amendment of the Second and Third Articles of the By-Laws to allow for voting through remote communication and *in absentia*, and Article X Section 1 to delegate the authority to amend and repeal the By-Laws to the Board of Directors

The amendment to the By-Laws of DMWAI pertains to the relevant sections in Second and Third Articles of the By-Laws to allow the holding of board and stockholder meetings through remote communication and *in absentia*, in accordance with the Revised Corporation Code and issuances by the Securities and Exchange Commission.

DMWAI will also amend Article X Section 1 of the By-Laws to delegate the authority to amend and repeal the By-Laws to its Board of Directors, to allow flexibility in making changes, subject to the right of stockholders to revoke said delegation by affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock, at any meeting called for the purpose.

Other Matters

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.

PROXY

The undersigned stockholder of **D.M. WENCESLAO & ASSOCIATES, INCORPORATED (“Company”)** hereby appoints **DELFIN ANGELO C. WENCESLAO**, the Chairman of the meeting, as my proxy, to act for me and on my behalf, at the 2020 Annual Stockholders’ Meeting of the Company to be held on June 24, 2020 at 9:00 o’clock in the morning and at any of the adjournments thereof for the purpose on acting for the following matters:

	RESOLUTION	FOR	AGAINST	ABSTAIN
I.	Approval of the Minutes of last year’s Annual Stockholders’ Meeting held on June 7, 2019			
II.	Ratification of all Previous Acts and Resolutions of the Board of Directors, Management, and all Committees from 2019 up to June 24, 2020			
III.	Appointment of Punongbayan & Araullo as the External Auditor for 2020			
IV.	Amendment of the Third Article of the Articles of Incorporation of DMWAI to Change the Principal Address			
V.	Amendment of the Second and Third Articles of the By-Laws to allow for voting through remote communication and <i>in absentia</i> , and Article X Section 1 to delegate the authority to amend and repeal the By-Laws to the Board of Directors			
VI.	Election of Directors for 2020-2021	NUMBER OF VOTES		
	1. Delfin J. Wenceslao, Jr.			
	2. Delfin Angelo C. Wenceslao			
	3. Paolo Vincent C. Wenceslao			
	4. Carlos Delfin C. Wenceslao			
	5. Edwin Michael C. Wenceslao			
	6. Alberto P. Fenix, Jr.			
	7. Oscar S. Reyes			

Number of Shares Held

Signature of Stockholder/Authorized Signatory

Date

Printed name of Stockholder

1. To be valid, digital or scanned copy of this proxy must be submitted on or before June 17, 2020 or seven (7) days before the opening of the annual stockholders’ meeting to the Office of the Corporate Secretary at **ASM2020registration@dmwai.com**.
2. This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder. If no direction is made, this proxy will be voted for the election of all nominees and for the approval of all the matters stated above and for such matters as may properly come before the meeting in the manner described in the Information Statement and/or as recommended by Management or the Board of Directors.
3. A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised, by email to **ASM2020registration@dmwai.com**. A proxy is also considered revoked if the stockholder registers for voting via remote communications or in absentia.
4. Notarization of this proxy is not required.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT OF
D.M. WENCESLAO & ASSOCIATES, INCORPORATED
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:

D.M. WENCESLAO & ASSOCIATES, INCORPORATED

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

4. SEC Identification Number: **26986**

5. BIR Tax Identification Code: **000-846-618-000**

6. Address of principal office: **3rd Floor, Aseana Powerstation Building, Aseana Business Park, D. Macapagal Boulevard corner Bradco Avenue, Paranaque City 1714**

7. Registrant's telephone number, including area code: **(632) 8854-5711**

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

Date : **June 24, 2020**

Time : **9:00 am**

Online web address / URL / link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZGMwZWZkNjAtNmEwNy00Mjc1LTk4MjgtYmVjZGU2ZTQxNTdh%40thread.v2/0?context=%7b%22Tid%22%3a%22016c9635-539c-4394-86d4-59e337cafae7%22%2c%22Oid%22%3a%224cb83e37-7a0a-4515-840b-22112000807f%22%7d

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **June 3, 2020**

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

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

Authorized Capital Stock	Php4,000,000,000.00
Title of Each Class	Number of Shares of Common Stock Outstanding as of December 31, 2019
Common Shares	3,395,864,100

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes[]

No [☐]

The 3,395,864,100 common shares of the Corporation are listed with the Philippine Stock Exchange, Inc. ("PSE").

Statement that proxies are not solicited:

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

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time and Place of 2020 Annual Stockholders' Meeting

a.

Date : **June 24, 2020**
Time : **9:00 a.m.**
Place : Penthouse, Aseana 3, Pres. D. Macapagal Blvd. cor. Asean Ave., Aseana City, 1701 Parañaque City

The Information Statement may be accessed by the Corporation's stockholders beginning June 3, 2020 at the Corporation's website **<http://dmwai.com>**.

Approximate Mailing : **June 3, 2020**
Date of this
Information
Statement

Complete Mailing : **3rd Floor, Aseana Powerstation Building, Aseana Business Park, D. Macapagal Boulevard corner Bradco. Avenue Parañaque City**
Address

Online web address / URL / link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZGMwZWZkNjAtNmEwNy00Mjc1LTk4MjgtYmVjZGU2ZTQxNTdh%40thread.v2/0?context=%7b%22Tid%22%3a%22016c9635-539c-4394-86d4-59e337cafae7%22%2c%22Oid%22%3a%224cb83e37-7a0a-4515-840b-22112000807f%22%7d

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

- b. Approximate date on which copies of the Information Statement are first to be sent or given to security holders is on June 3, 2020.

Item 2. Dissenters' Right of Appraisal

There are no corporate matters or proposed actions included in the Agenda that will be taken up at the meeting that may give rise to a possible exercise by stockholders of their appraisal rights. Generally, however, the stockholders of D.M. Wenceslao and Associates, Incorporated ("**Corporation**") have the right of appraisal in the instances enumerated in Section 80 of the Revised Corporation Code. The instances where the right of appraisal may be exercised are as follows:

- a. In case an amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;

- b. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
- c. In case of merger or consolidation; and
- d. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

Any stockholder who wishes to exercise his appraisal right must have voted against the proposed corporate action. He must make a written demand on the Corporation for payment of the fair value of his shares within thirty (30) days after the date on which the vote was taken. Failure to make the demand within such period shall be deemed a waiver of such appraisal right. If the proposed corporate action is implemented or effected, the Corporation shall pay to such stockholder, upon the surrender of the certificate or certificates of stock 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.

If, within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the Corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the Corporation within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless the Corporation has unrestricted retained earnings in its books to cover such payment. Upon payment by the Corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the Corporation.

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

- a. No director or officer of the Corporation at any time since the beginning of the last fiscal year, nominee for election as director of the Corporation, nor any of their associates, have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon during the Annual Meeting, other than election to the Corporation's Board or office.
- b. No director of the Corporation has informed the Corporation in writing that he intends to oppose any action or matter to be acted upon at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a. Class of voting shares

As of May 12, 2020, the Corporation has 3,395,864,100 common shares outstanding, and each shareholder is entitled to one vote for each share of stock held as of the record date:

b. Record date

The record date with respect to the determination of the stockholders who are entitled to notice of and to vote at the Annual Stockholders' Meeting is May 12, 2020. All stockholders of record as of May 12, 2020 are entitled to notice and to vote at the meeting.

c. Election of Directors and Voting Rights and Trust

In the matters to be voted upon in the Annual Stockholders' Meeting, stockholders of record as of May 12, 2020 shall be entitled to one vote per share. If he/she/it will vote by proxy, the Amended By-Laws of the Corporation requires the submission of the duly accomplished proxy form to the Corporate Secretary, Assistant Secretary, or transfer agent at least seven (7) days before the actual meeting. Duly accomplished proxies shall be submitted by email for inspection, validation, and recording to the Office of the Corporate Secretary at ASM2020registration@dmwai.com. The stockholder may revoke the proxy by signed revocation at least three (3) days before the day of the meeting, by sending the scanned or digital copy of such signed revocation to ASM2020registration@dmwai.com. The revocation of proxy is without prejudice to the right of the stockholder to vote in absentia upon valid registration. The Corporate Secretary or a special committee of inspectors composed of the Corporate Secretary, Assistant Secretary and the transfer agent's representative should validate the proxies at least five (5) days before the meeting. The decision of the Corporate Secretary or the special committee of inspection on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.

The election of directors should be by ballot and cumulative voting is allowed. Every stockholder entitled to vote shall have the right to vote, electronically in absentia or by appointing the Presiding Officer of the meeting as proxy, the number of shares outstanding in his name at the time of the election. The stockholder may vote his shares for as many persons as there are directors to be elected.

The stockholder may also cumulate his shares and give one candidate 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 candidates he may see fit; provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. There is no condition precedent to the exercise of the stockholders' right to cumulative voting. The Corporation is not soliciting any proxy or any discretionary authority to cumulate votes.

d. Proxy Solicitation.

No proxy solicitation is being made.

Security Ownership of Certain Record and Beneficial Owners and Management

(1) Security Ownership of Certain Record and Beneficial Owners (more than 5% of the voting shares) as of May 12, 2020.

The following persons or groups are known to the Corporation as directly or indirectly the record or beneficial owners of more than five percent (5%) of the Corporation's voting securities as of May 12, 2020:

Title of Class	Name and Address of Record Owner, and Relationship with Issuer	Name of Beneficial Owner, and Relationship with Record Owner	Citizenship	No. of Shares Held and Nature of Ownership (Record and/or Beneficial)	Percentage of Ownership
Common	Wendel Holdings Co. Inc. ² (Majority Stockholder) 306 E. Rodriguez Sr. Blvd., Quezon City	See Footnote 1 below. Record and Beneficial Owner.	Filipino	2,136,554,780 (Record and Beneficial)	62.92%
Common	Delfin J. Wenceslao Jr. (Chairman and Director) 49 Cruzadas St. Urdaneta Village, Makati City	Record and Beneficial Owner.	Filipino	578,808,847 (Record and Beneficial)	17.04%
Common	PCD Nominee Corporation , ³ (Stockholder) G/F MSE Bldg. Ayala Avenue, Makati City	PCD Participants acting for themselves, or for their customers. ⁴ Record owner.	Filipino	621,812,873 (Record Owner)	18.31%

The shares held by Wendel Holdings Co. Inc. shall be voted or disposed by the persons who shall be duly authorized by it for the purpose. The natural person/s that has/have the power to vote on the shares of Wendel Holdings Co. Inc. shall be determined upon the submission of its proxy form to the Corporation, which is not later than seven (7) days before the date of the meeting.

Apart from the foregoing, there are no other persons holding more than 5% of the Corporation's outstanding capital stock.

(2) Security Ownership of Management as of May 12, 2020 (Record and Beneficial)

As of May 12, 2020, the security ownership of the Corporation's Management is as follows:

² Wendel Holdings Co. Inc. is the parent company of the Corporation. It is beneficially owned by Delfin J. Wenceslao, Jr. – 99.6%; Sylvia J. Wenceslao, Carlos Delfin C. Wenceslao, Edwin Michael C. Wenceslao, Paolo Vincent C. Wenceslao and Delfin Angelo C. Wenceslao – each 0.1%; and Efren Carag – 0.0%.

³ PCD Nominee Corporation is the registered owner of the shares in the books of the Corporation's transfer agent. PCD Nominee Corporation is a corporation wholly-owned by Philippine Depository and Trust Corporation, Inc. (formerly the Philippine Central Depository) ("PDTC"), whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC. PDTC is a private corporation organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. Under the current system of the PDTC, only participants (brokers and custodians) are recognized by PDTC as the beneficial owners of the lodged shares. Each beneficial owner of shares through his participant is the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee. PCD Nominee Corporation is not related to the Corporation.

⁴ Each beneficial owner of shares, through a PCD participant, is the beneficial owner of such number of shares he owns in his account with the PCD participant.

Title of Class	Names of Owner and Position	Amount and		Citizenship	Percent of Class
		Nature of Beneficial Ownership (Direct or Indirect)			
Directors and Officers					
Common	Delfin J. Wenceslao, Jr. <i>Chairman, President and Director</i>	578,808,847	Direct	Filipino	17.04%
Common	Sylvia C. Wenceslao <i>Vice President for Corporate Social Responsibility</i>	15,825	Direct	Filipino	0.00%
Common	Carlos Delfin C. Wenceslao <i>Vice President for Logistics and Director</i>	1,583	Direct	Filipino	0.00%
Common	Delfin Angelo C. Wenceslao <i>Chief Executive Officer and Director</i>	1,583	Direct	Filipino	0.00%
Common	Edwin Michael C. Wenceslao <i>Vice President for Treasury and Administration</i>	1,583	Direct	Filipino	0.00%
Common	Paolo Vincent C. Wenceslao <i>Chief Operating Officer and Director</i>	1,583	Direct	Filipino	0.00%
Common	Alberto Victor P. Fenix, Jr. <i>Independent Director</i>	100	Direct	Filipino	0.00%
		0	Indirect		
Common	Oscar S. Reyes <i>Independent Director</i>	100	Direct	Filipino	0.00%
		0	Indirect		

CEO and Most Highly Compensated Executive Officers

Common	Carlos Delfin C. Wenceslao <i>Vice President for Logistics and Director</i>	1,583	Direct	Filipino	0.00%
Common	Delfin Angelo C. Wenceslao <i>Chief Executive Officer and Director</i>	1,583	Direct	Filipino	0.00%
Common	Edwin Michael C. Wenceslao <i>Vice President for Treasury and Administration</i>	1,583	Direct	Filipino	0.00%
Common	Paolo Vincent C. Wenceslao <i>Chief Operating Officer and Director</i>	1,583	Direct	Filipino	0.00%
Common	Heherson M. Asiddao <i>Chief Finance Officer</i>	50,100	Direct	Filipino	0.00%

(3) Voting Trust Holders of 5% or More

The Corporation is not aware of any person holding 5% or more of the Corporation's shares under a voting trust or similar agreement.

(4) Changes in Control

As of May 12, 2020, the Corporation is not aware of any arrangements that may result in a change in control of the Company.

(5) Foreign Ownership Levels as of May 12, 2020

Nationality	Class of Voting Shares	Number of Shares	Percentage
Filipino	Common	3,348,747,600	98.61
Non-Filipino	Common	47,116,500	1.39
Total No. of Shares Entitled to Vote		3,395,864,100	100%

Item 5. Directors and Executive Officers**Board of Directors and Executive Officers**

The stockholders elected the following members of the Board of Directors ("**Board**") during the Corporation's Annual Stockholders Meeting in 2019 for a term of one year. The Board elects the officers of the Corporation annually during its organizational meeting.

Name of Director/Officer	Citizenship	Position	Age
Delfin J. Wenceslao, Jr.	Filipino	Director, President and Chairman of the Board	76
Sylvia C. Wenceslao	Filipino	Vice President for Corporate Social Responsibility	74
Delfin Angelo C. Wenceslao	Filipino	Director and Chief Executive Officer	40
Paolo Vincent C. Wenceslao	Filipino	Director and Chief Operating Officer	43
Carlos Delfin C. Wenceslao	Filipino	Director and Vice President for Logistics	48
Edwin Michael C. Wenceslao	Filipino	Director and Vice President for Treasury and Administration	44
Alberto P. Fenix, Jr.	Filipino	Independent Director	75
Alberto E. Pascual ⁵	Filipino	Independent Director	67

⁵ Alberto E. Pascual resigned from the Corporation effective June 30, 2019 for personal reasons.

Oscar S. Reyes ⁶	Filipino	Independent Director	74
Atty. Heherson M. Asiddao, CPA	Filipino	Chief Finance Officer	41
Atty. Paul Mar M. Quinto	Filipino	Chief Legal Officer and Corporate Secretary	50
Rachelle C. Paunlagui	Filipino	Investor Relations Officer	34
Atty. Madelyn D. Sarmiento	Filipino	Compliance Officer	34

Since the last annual meeting of 2019, no officer or director has resigned because of a disagreement with the Corporation on any matter relating to the Corporation's issuance, operations, policies or practices.

A summary of the qualifications, business affiliations, and experiences of the incumbent directors, nominees for directors and incumbent officers for the past five years is set forth below:

Delfin J. Wenceslao, Jr., *Director, President and Chairman of the Board*

Mr. Delfin J. Wenceslao, Jr. is the President, Chairman of the Board and co-founder of the Corporation since April 1965. He is also the President or Chairman of all of the Group companies. In addition, he is the former President of the Philippine Constructors Association, a board member of the International Federation of Asian and Western Pacific Contractors' Associations, and a member of the Chamber of Real Estate & Builders' Associations, Inc.

Mr. Wenceslao, Jr. is a licensed real estate broker and holds a Bachelor of Science degree in Economics from the Ateneo De Manila University, a Master of Business Administration degree and a Doctor of Business Administration from Pamantasan Lungsod ng Maynila.

Sylvia C. Wenceslao, *Vice President for Corporate Social Responsibility*

Ms. Sylvia C. Wenceslao is the Vice President for Corporate Social Responsibility of the Corporation since January 1992. She is the President of S Foods, Inc. and D Foods, Inc., the Vice Chairman of Wendel Construction Company Inc., a director and Vice President of Fabricom, Inc., the Treasurer of Philippine Ecopanel Inc., Wendel Holdings Company Inc. and Wendel Osaka Realty Corporation, and a director of Aseana Holdings, Inc. She also holds executive positions in almost all of the Group companies.

Delfin Angelo C. Wenceslao, *Director and Chief Executive Officer*

Mr. Delfin Angelo C. Wenceslao is a Director and the Chief Executive Officer of the Corporation since June 2015. He is the President of Aseana Holdings, Inc., Aseana Gas Energy Corp. and U-City Technologies Philippines, Inc. He is also the Managing Director of Aseana Real Estate and Management Corp. He serves as the Chief Executive Officer of ABPEA and Vice President of Property Management of Aseana Residential Holdings Corp. (formerly Bowood Holdings, Inc.) and Portal Holdings, Inc. He also serves as an executive officer for almost all of the Group companies.

⁶ Replaced Alberto E. Pascual effective July 29, 2019.

Mr. Wenceslao is a licensed real estate broker and holds a Bachelor of Arts degree in Management Economics from Ateneo de Manila University and a Master of Science degree in Real Estate Development from Massachusetts Institute of Technology.

Paolo Vincent C. Wenceslao, *Director and Chief Operating Officer*

Mr. Paolo Vincent C. Wenceslao is a Director and the Chief Operating Officer of the Corporation since June 2015. He is the President of Wendel Ground Improvement, Inc., and Vice President of Operations of Aseana Residential Holdings Corp. (formerly Bowood Holdings, Inc.), Portal Holdings Inc. and ABCC. He is also the Chief Operating Officer of ABPEA and serves as a director of a majority of the Group companies.

Mr. Wenceslao is a licensed civil engineer and real estate broker. He holds a Bachelor of Science degree in Civil Engineering from De La Salle University.

Edwin Michael C. Wenceslao, *Director and Treasurer*

Mr. Edwin Michael C. Wenceslao is a Director and the Treasurer of the Corporation since 2002. He is the President of Aquadisk Corporation and Managing Director of S Foods Corp., D. Foods Corp., P. Foods Inc., Alphainvest Corporation and Grandwen-B Gas Corp. He is the Chief Financial Officer of ABPEA. He also serves as a director and Treasurer of Aseana Holdings, Inc., Fabricom, Inc., BAH and other affiliates of the Corporation. He is a director and Treasurer of Aseana Residential Holdings Corp. (formerly Bowood Holdings, Inc.), Aseana Gas Energy Corp. and U-City Technologies Philippines, Inc. He likewise serves as a director of Portal Holdings, Inc., WHI and other affiliates of the Corporation.

Mr. Wenceslao holds a Bachelor of Arts degree in Humanities with specialization in Entrepreneurial Management from the University of Asia and the Pacific and a Master of Business Administration degree from the Ateneo Graduate School of Business. Mr. Wenceslao also received financial training at Jupiter Asset Management in London, England.

Carlos Delfin C. Wenceslao, *Director and Vice President for Logistics*

Mr. Carlos Delfin C. Wenceslao is a Director of the Corporation since May 1997. He is the President of Urban Agro Products, Inc., the Executive Vice President of SHLP-BBP Realty Inc., and the Corporate Secretary of ABPEA. He is a director and Vice President of Logistics of Aseana Residential Holdings Corp. (formerly Bowood Holdings, Inc.) and Portal Holdings, Inc. He is a director of Aseana Holdings, Inc., WHI, and other affiliates of the Corporation.

Alberto P. Fenix, Jr., *Independent Director*

Dr. Alberto P. Fenix, Jr. was elected as an independent Director of the Corporation on February 23, 2018. He has over 40 years of experience in various industries such as manufacturing, mining, commercial and investment banking, and real estate. He is a director of SPC Power Corporation and was also a director of Victorias Milling Company, Inc. He is also the Chairman and President of Fenix Management and Capital, Inc. and Alpina Realty, Inc., as well as President of Ivoclar Vivadent, Inc.

Dr. Fenix holds a master's and doctorate degrees in Industrial Management from Massachusetts Institute of Technology's Sloan School of Management and a bachelor's degree in Mathematics from the Ateneo de Manila University.

Oscar S. Reyes, *Independent Director*

Mr. Oscar S. Reyes was the former President and Chief Executive Officer of Manila Electric Company from May 2012 to May 2019, wherein he also served as Senior EVP and COO from July 2010 to May 2012. Prior thereto, Mr. Reyes was the Country Chairman of the Shell companies in the Philippines, and the President & CEO of Pilipinas Shell Petroleum Corp. from May 1997 to December 2011. He held various executive and directorship positions in the said companies from January 1986 to December 2004.

Mr. Reyes obtained his Bachelor of Arts, Major in Economics (Cum Laude) from the Ateneo de Manila University in 1965 and Master of Business Administration (Academic units completed) from the Ateneo Graduate Business School in 1971. He also attended the Japan Productivity Center/Asian Productivity Organization Business Management Consultants and Trainers' Program, the Waterloo Lutheran University International Management Development Program in Canada, the Harvard Business School Program for Management Development in the United States, and the Lensbury Centre Commercial Management Study Program in the United Kingdom.

Mr. Reyes is currently an Independent Director of Manila Water Company, Pepsi Cola Products Philippines Inc., Basic Energy Corporation and Cosco Capital Inc., and a member of the Advisory Council of PLDT Inc., and Bank of the Philippine Islands.

Atty. Heherson M. Asiddao, CPA, *Chief Finance Officer*

Atty. Heherson M. Asiddao is the Chief Finance Officer of the Corporation since 2015. He had extensive experience as an auditor with Punongbayan & Araullo in the Philippines prior to joining the Corporation. He also has experience in a real estate company and a listed construction company. Atty. Asiddao is a member of the Philippine Institute of Certified Public Accountants and the Integrated Bar of the Philippines.

He holds a Bachelor of Science degree in Accountancy and a Bachelor of Laws degree from San Beda College.

Atty. Paul Mar M. Quinto, *Chief Legal Officer and Corporate Secretary*

Atty. Paul Mar M. Quinto is the Chief Legal Officer and Corporate Secretary of the Corporation since June 25, 2015. He is the in-house Legal Counsel for all of the Group companies and also possesses legal private practice and other in-house working experience prior to joining the Corporation.

Atty. Quinto studied and finished his Political Science and Law degrees from the University of the Philippines and is a Member of the Integrated Bar of the Philippines.

Rachelle C. Paunlagui, *Investor Relations Officer*

Ms. Rachelle C. Paunlagui is the Investor Relations Officer of the Corporation since 2018. Prior to joining the Corporation, she served as the head of investor relations for a global manufacturing solutions company and for a holding company engaged in mineral resources. She began her career at Thomson Reuters where she worked with various public companies in the real estate, financials, and technology sectors globally.

She holds a Bachelor of Science degree in Commerce and a Master of Business Administration from De La Salle University.

Atty. Madelyn D. Sarmiento, *Chief Compliance Officer*

Atty. Madelyn D. Sarmiento is the Compliance Officer of our Company since 2019. She previously worked as Contracts Administration Specialist, Property Tax Analyst, Senior Collections/Accounts Receivable Associate, Senior Collections Specialist, and Collections Analyst.

Atty. Sarmiento is a Member of the Integrated Bar of the Philippines and a Founding Member of the Philippine Association of Certified Compliance Officers. She holds a Bachelor of Laws degree from Arellano University School of Law and a Bachelor of Science in Business Administration Major in Management Accounting from the Lyceum of the Philippines University-Manila.

Period of Directorship in the Corporation

Name	Term of Office
Delfin J. Wenceslao, Jr.	1 year
Delfin Angelo C. Wenceslao	1 year
Paolo Vincent C. Wenceslao	1 year
Carlos Delfin C. Wenceslao	1 year
Edwin Michael C. Wenceslao	1 year
Alberto P. Fenix, Jr.	1 year
Alberto E. Pascual ⁷	1 year
Oscar S. Reyes ⁸	1 year

Record of Attendance at the Meetings of the Board

The Record of attendance of the directors at the meetings of the Board held in 2019 is as follows:

Name	No. of Meetings Attended / Held⁹	Percent Present
Delfin J. Wenceslao, Jr.	5/5	100%
Delfin Angelo C. Wenceslao	5/5	100%
Paolo Vincent C. Wenceslao	5/5	100%
Carlos Delfin C. Wenceslao	5/5	100%
Edwin Michael C. Wenceslao	5/5	100%
Alberto P. Fenix, Jr.	4/5	80%
Alberto E. Pascual ¹⁰	2/3	66.66%
Oscar S. Reyes ¹¹	2/2	100%

Nomination for Independent Directors and Procedure for Nomination

In approving the nominations for independent directors, the Corporate Governance Committee took into consideration the guidelines and procedures on the nomination of independent

⁷ Alberto E. Pascual resigned from the Corporation effective June 30, 2019 for personal reasons, and was replaced by Oscar S. Reyes effective July 29, 2019.

⁸ Replaced Alberto E. Pascual effective July 29, 2019.

⁹ In 2019 and during the incumbency of the director.

¹⁰ Alberto E. Pascual resigned from the Corporation effective June 30, 2019 for personal reasons and was replaced by Oscar S. Reyes effective July 29, 2019.

¹¹ Replaced Alberto E. Pascual effective July 29, 2019.

directors prescribed in Securities Regulation Code (“SRC”) Rule 38 and the Revised Manual on Corporate Governance of the Corporation (“Manual”).

The Corporate Secretary of the Corporation shall set a reasonable period for the submission of nominations of candidates for election to the Board. All nominations for directors submitted in writing to the Corporate Secretary within such nomination period shall be valid. A stockholder of record, including a minority stockholder, entitled to notice of and to vote at the regular or special meeting of the stockholders for the election of directors shall be qualified to be nominated as a director.

The nominations are forwarded to the Corporate Governance Committee¹² which shall pre-screen the qualifications of the nominees and prepare a final list of nominees eligible for election. No other nominations are entertained after the final list of candidates is prepared.

All the nominees for election to the Board of Directors satisfy the mandatory requirements specified under the provisions of Sections 2 and 3, Article III of the Corporation’s By-laws.

Committees

In compliance with its Manual, the Corporation has established committees to perform certain management functions and achieve sound corporate governance, as follows:

- (1) Executive Committee
- (2) Audit & Risk Committee
- (3) Corporate Governance Committee¹³

The Corporation adopted the Manual to ensure its compliance with the leading practices on good corporate governance and related Philippine SEC rules and regulations.

Executive Committee

The Executive Committee acts on specific matters within the competence of the Board as may from time to time be delegated to the executive Committee under the Corporation’s By-Laws, except with respect to:

- (1) Approval of any action for which shareholders’ approval is also required;
- (2) Filling of vacancies on the Board or the Executive Committee;
- (3) Amendment or repeal of By-Laws or the adoption of new By-laws;
- (4) Amendment or repeal of any resolution of the Board of Directors that cannot be amended or repealed based on the terms of the resolution;
- (5) Distribution of cash dividends; and
- (6) Exercise of powers delegated by the Board exclusively to other committees, if any.

Audit and Risk Committee

The Audit and Risk committee is responsible for assisting the Board in its fiduciary responsibilities by providing an independent and objective assurance to its management and shareholders of the continuous improvement of its risk management systems, business operations, control, and governance processes. The Committee assists the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process and monitoring of compliance with laws, rules and regulations,

¹² Function is currently performed by the Compensation & Remuneration and the Nomination & Election Committees.

¹³ Function is currently performed by the Compensation & Remuneration and the Nomination & Election Committees.

oversight over the external auditors, the nature, scope and expenses of the audit, and evaluation and determination of any non-audit work and review of the non-audit fees paid to the external auditors.

Compensation and Remuneration Committee

The Compensation and Remuneration Committee is responsible for objectively recommending a formal and transparent framework of remuneration and evaluation for the members of the Board and key executives to enable them to run the Group successfully.

Nomination and Election Committee

The Nomination and Election Committee is responsible for providing the shareholders with an independent and objective evaluation and assurance that the members of the Board are competent and will foster long-term success and competitiveness. The nomination and election procedures of Independent Directors are in accordance with Rule 38 of the SRC and related regulations.

The appointments of the members of the nomination and election committee will take effect immediately upon the issuance by the Philippine SEC of the Permit to Sell the Offer Shares of the Corporation, without any further action required. Members of the Nomination and Election Committee are Mr. Delfin J. Wenceslao Jr. as the Chairman, Mr. Alberto P. Fenix, Jr. and Mr. Carlos Delfin C. Wenceslao.

Nomination to the Board of Directors for Election at the Stockholders' Meeting

The Corporation's Nomination and Election Committee pre-screened and accepted the nominations for the following directors:

1. Delfin J. Wenceslao, Jr.
2. Delfin Angelo C. Wenceslao
3. Paolo Vincent C. Wenceslao
4. Carlos Delfin C. Wenceslao
5. Edwin Michael C. Wenceslao
6. Alberto P. Fenix, Jr.
7. Oscar S. Reyes

Independent Directors

The nominees for election as independent directors of the Board of Directors are as follows:

Nominee for Independent Director (a)	Persons / Group Recommending Nomination (b)	Relation of (a) and (b)
Alberto P. Fenix, Jr.	Wendel Holdings Co. Inc. (through Delfin J. Wenceslao, Jr.)	None
Oscar S. Reyes	Wendel Holdings Co. Inc. (through Delfin J. Wenceslao, Jr.)	None

The Nomination and Election Committee evaluated the qualifications of the nominees and prepared the final list of nominees in accordance with the criteria provided in the SRC, the Corporation's Manual on Corporate Governance and the Corporation's By-Laws.

As discussed above, the Nomination and Election Committee is composed of Mr. Delfin J. Wenceslao, Jr. as the Chairman, together with Mr. Alberto P. Fenix, Jr. and Mr. Carlos Delfin C. Wenceslao.

Only nominees whose names appear on the final list of candidates are eligible for election as directors. No nominations will be entertained or allowed on the floor during the annual stockholders' meeting.

Significant Employees

The Corporation considers the collective efforts of its employees as vital to its success. The Corporation does not solely rely on key individuals for the conduct of its business. Therefore, the resignation or loss of any non-executive employee will not have any significant adverse effect on its business. No special arrangement with non-executive employees to assure their continued stay with the Corporation exists other than the standard employment contracts.

Family Relationships

Mr. Delfin J. Wenceslao, Jr. and Ms. Sylvia C. Wenceslao are spouses and the parents of Messrs. Carlos Delfin, Edwin Michael, Paolo Vincent and Delfin Angelo, all surnamed Wenceslao. Furthermore, Mr. Delfin J. Wenceslao, Jr. owns a majority stake in Wendel Holdings Co., Inc., the parent company of the Corporation.

Other than the foregoing, there are no family relationships either by consanguinity or affinity up to the fourth civil degree among the Directors, executive officers and shareholders of the Corporation.

Involvement in Certain Legal Proceedings

To the best of the knowledge and belief of the Corporation and after due inquiry, none of the Directors, nominees for election as director, or executive officers of the Group, in the five-year period prior to the date of this report, have:

- (1) had any petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within a two-year period of that time;
- (2) been convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offenses;
- (3) been subjected 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 their involvement in any type of business, securities, commodities or banking activities; or
- (4) been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Philippine SEC 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.

As of this report, the Corporation is not a party to any litigation or arbitration proceedings of material importance, which could be expected to have a material adverse effect on the Corporation or on the results of its operations. No litigation or claim of material importance is known to be pending or threatened against the Corporation or any of its properties.

Certain Relationships and Related Transactions

The Corporation and its subsidiaries, in their ordinary course of business, engage in transactions with Wendel Holdings Co. Inc. (“Ultimate Parent Corporation”), associates, joint ventures and related parties under common ownership and management. In the normal course of business, the Group grants unsecured and noninterest-bearing cash advances to related parties for working capital requirements and other purposes. Certain advances to related parties are secured by an undertaking of another related party to pay in case of default. Outstanding balances with related parties are unsecured, non-interest bearing, have no fixed repayment and settlement terms, except for the fees due to the Ultimate Parent Corporation that is payable beyond twelve (12) months.

Related Parties	Nature of Transaction
Wendel Holdings Co. Inc. (“WHI”)	The Corporation has and may continue to acquire land in Aseana City from its majority shareholder, WHI. As of December 31, 2019, the Corporation had outstanding purchase payments to WHI amounting to P4,320.1 million, which are represented as advances from and due to related parties in the Corporation’s consolidated financial statements. The Corporation has executed an assumption of liability agreement with WHI in relation to the Corporation’s funding of start-up and operational costs of a certain related party under common ownership and management. The total advances to WHI including the amount secured by the undertaking amounted to P436.7 million and is presented as advances to related parties under the receivables account in the consolidated statements of financial position. The Group entered into a lease agreement with WHI for certain parcels of land with a lease term of 30 years. In 2019, in accordance with PFRS 16 (<i>see Note 16 of the consolidated financial statements</i>), the Group recognized right-of-use asset and lease liability amounting to P163.8 million for this lease arrangement. The Group incurred depreciation expense and interest expense amounting to P5.6 million and P11.3 million, respectively, in 2019.
a. European Resources and Technology, Inc. b. Bay Resources and Development Corporation	The Corporation made unsecured noninterest-bearing cash advances in prior years to these related parties in connection with the funding of start-up and operational costs and working capital of these entities. These entities were strategically established to complement the overall development of Aseana City and the Corporation’s businesses:

c. Alphaland Bay City Corp. d. Wendel Vega Marine Carrier e. Wendel Ground Improvement, Inc. f. 10k South Concrete Mix Specialist g. Bay Security Services h. Wendel Osaka Realty Corp. i. Aseana CL Beach and Marina Development Corp. j. Urban Argo Products Inc. k. Aseana Powerstation Association, Inc.	• The Corporation's associate, European Resources and Technology, Inc., provides proper waste management to local and government units. Mandaue Land Consortium is engaged in general realty including owning, reclaiming, enlarging real estate and lands of all kinds. • The Corporation's joint venture, Bay Resources and Development Corporation, was established to acquire, develop, and market real estate properties. The Group and BRADCO entered into certain construction contracts in 2016 and prior years whereby the Group undertook to complete the design and construction of the roads and drainage system of certain lots situated at ABP. The construction was completed in 2017. The related contract receivable and retention receivable amounted to P55.6 million as of December 31, 2019. • All of the remaining eight related parties under common ownership and management provide construction materials to the Corporation's projects such as wall panels and cement. As of December 31, 2019, total advances to these related parties amounted in the aggregate to P308.0 million.
a. Aseana Business Park Estate Association, Inc. ("ABPEA") b. Aseana Power Station Association, Inc.	As a member of ABPEA and Aseana Power Station Association, Inc., we incur association dues. For the period ended December 31, 2019, the Group incurred association dues amounted to P32.6 million. The Group recognized income amounting to P14.4 million in 2019 from rendering of various administrative services to its related parties and are included as part of Other Operating Income account in the consolidated statements of profit or loss.
Delfin J. Wenceslao, Jr.	In 2017, the Group purchased parcels of land from Mr. Delfin J. Wenceslao, Jr. amounting to P67.0 million. There were no outstanding liabilities related to this transaction as of December 31, 2019 as the related liability was offset against the advances granted to such related party in the same period. There was no similar transaction in 2018 and 2019.
Key Management Personnel	The Corporation paid short-term benefits, including salaries and allowances, bonuses and other employment benefits to certain key management personnel, which amounted to P56.2 million for the year ended December 31, 2019.

For further information on the Company's related party transactions, including detailed breakdowns of amounts receivable from and amounts payable to affiliated companies, see Note 26 to the Corporation's financial statements as of and for the calendar year ended December 31, 2019.

Resignation of directors

Mr. Alberto E. Pascual resigned as Independent Director of the Corporation for personal reasons effective June 30, 2019. His resignation was approved by the Board in a meeting held on July 29, 2019.

To date, no director has resigned nor declined to stand for re-election for the Board due to any disagreement with the Corporation relative to the Corporation's operations, policies and practices.

Item 6. Compensation of Directors and Executive Officers

Executive Officers

The following table sets out the Corporation's Chief Executive Officer ("CEO") and the four most highly compensated executive officers for the year ended December 31, 2019:

Name of Director/Officer	Position
Delfin Angelo C. Wenceslao	Director and Chief Executive Officer
Paolo Vincent C. Wenceslao	Director and Chief Operating Officer
Edwin Michael C. Wenceslao	Director and Treasurer
Carlos Delfin C. Wenceslao	Director and Vice President for Logistics
Atty. Heherson M. Asiddao	Chief Financial Officer

The following table identifies and summarizes the aggregate compensation of the CEO and the four most highly compensated executive officers, as well as the aggregate compensation paid to all other officers and Directors as a group, for the years ended December 31, 2018, 2019 and projected total annual compensation for 2020:

Name and Position	Year	Salary	Other Variable Pay (Php million)
CEO and the four most highly compensated	Actual 2018	22 M	2 M

executive officers, namely: 1. Delfin Angelo C. Wenceslao 2. Paolo Vincent C. Wenceslao 3. Edwin Michael C. Wenceslao 4. Carlos Delfin C. Wenceslao 5. Atty. Heherson M. Asiddao	Actual 2019	22 M	2 M
	Projected 2020	24.4 M	2 M
Aggregate compensation paid to all other officers and Directors as a group unnamed	Actual 2018	49.5 M	4 M
	Actual 2019	52.2 M	4 M
	Projected 2020	57.8 M	4 M

Section 5, Article III of the By-Laws of the Corporation provides that the Board may provide a reasonable per diem allowance for the attendance of directors at each Board meeting. The Board may also provide fees for its members as compensation for services rendered as such, provided that the amount of such fees received as directors shall not exceed ten percent (10%) of the net income before tax of the corporation during the preceding year and should be approved by the stockholders representing at least a majority of the outstanding capital stock in a regular or special stockholders' meeting.

Members of the Board of Directors are given a standard per diem of P50,000 per Board meeting.

The total annual compensation paid to the CEO and the four most highly compensated executive officers was all paid in cash.

The total annual compensation includes the basic salary and other variable pay (guaranteed bonus and performance bonus).

Standard Arrangements

Other than payment of reasonable per diem of P50,000 for every meeting of the Board of Directors, there are no standard arrangements pursuant to which the Corporation's Directors are compensated, directly or indirectly, for any services provided as a director.

Other Arrangements

There are no arrangements pursuant to which any of the Corporation's Directors is compensated, directly or indirectly, for any service provided as a director.

The Corporation has no other arrangement with regard to the remuneration of its non- executive directors aside from the compensation received as herein stated.

Warrants and Options Outstanding

There are no outstanding warrants or options held by the CEO of the Corporation, the named executive officers, and all other officers and Directors as a group.

Item 7. Independent Public Accountants

Punongbayan & Araullo, a member firm of Grant Thornton International Ltd., has audited the Consolidated Financial Statements of the Corporation as of and for the years ended December 31, 2016, 2017, 2018 and 2019.

Punongbayan & Araullo has acted as the external auditor of the Corporation since 2010. John Endel S. Mata is the current audit partner of the Corporation who has served as such for the year 2019 up to present.

The Board approved the re-appointment of Punongbayan & Araullo as the Corporation's external auditor for 2019. The re-appointment of Punongbayan & Araullo will be presented to the stockholders for their approval at the 2020 Annual Stockholders' Meeting. Endel S. Mata will be the partner-in-charge for the year 2020.

The representatives of Punongbayan & Araullo are expected to be present at the Annual Stockholders' Meeting and 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.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Corporation has not encountered any material disagreements on accounting and financial disclosures with its current external auditor for the same periods or any subsequent interim period. Punongbayan & Araullo has neither shareholdings in the Corporation nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities of the Corporation. Punongbayan & Araullo will not receive any direct or indirect interest in the Corporation or in any securities thereof (including options, warrants or rights thereto) pursuant to or in connection with the Offer. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

Item 8. Compensation Plans

The Corporation has not yet approved any stock option plans for its employees. No matters or actions with respect to any compensation plan pursuant to which cash or non-cash compensation may be paid or distributed will be taken up during the meeting.

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

There are no matters or actions to be taken up with respect to authorization or issuance of securities.

Item 10. Modification or Exchange of Securities

There are no matters or actions to be taken up for the modification of any class of the Corporation's securities or the issuance or authorization for issuance of one class of the Corporation's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

- a. Management's Discussion and Analysis, External Auditor's Fees and Services, Brief Description of Registrant's Business and Subsidiaries and Market Price of Shares and Dividends on Registrant's Common Equity – **Exhibit "A"**¹⁴
- b. 2019 Annual Report – **Exhibit "B"**¹⁵
- c. 1st Quarter 2020 Unaudited Consolidated Financial Statements – **Exhibit "C"**¹⁶

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There are no matters or actions to be taken up in the meeting with respect to a merger, consolidation, acquisition by, sale or liquidation of the Corporation.

Item 13. Acquisition or Disposition of Property

There are no matters or actions to be taken up in the meeting with respect to an acquisition or disposition of any property by the Corporation requiring stockholders' approval.

Item 14. Restatement of Accounts

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Corporation.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The minutes of the Corporation's previous regular stockholders' meeting will be presented to the stockholders for approval.

The Corporation will present its Annual Report and Audited Financial Statements for the year ending December 31, 2019.

Item 16. Matters Not Required to be Submitted

There are no matters or action to be taken up in the meeting that are not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, Bylaws or Other Documents

The following are the matters or actions to be taken up in the meeting with respect to the amendment of the Articles of Incorporation or By-Laws of the Corporation:

- a. Amendment of the Third Article of the Articles of Incorporation of DMWAI to Change the Principal Address

Provision in the AOI		Proposed Amendment
----------------------	--	--------------------

¹⁴ This will be included in the Definitive Information Statement.

¹⁵ Ibid.

¹⁶ Ibid

THIRD: That the place where the principal office of the corporation is to be established or located is at 3F Aseana Powerstation, Pres. D. Macapagal Blvd., Parañaque City.	THIRD: That the place where the principal office of the corporation is to be established or located is at <u>15th Floor, Aseana 3 Pres. D. Macapagal Blvd. cor. Asean Ave., Aseana City, 1701 Parañaque City</u>
--	---

- b. Amendment of the Second and Third Articles of the By-Laws to allow for voting through remote communication and *in absentia*, and Article X Section 1 to delegate the authority to amend and repeal the By-Laws to the Board of Directors

Provision in the By-Laws	Proposed Amendments
Article II, Section 3. Place of Meeting. Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation, or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.	Article II, Section 3. Place and Conduct of Meeting. Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation, or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located, <u>or through remote communication which shall include, but is not limited to, teleconferencing, videoconferencing, and the like.</u> <u>If a stockholder intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and/or the Corporate Secretary of his/her intention to do so. The Corporate Secretary shall note such fact in the Minutes of the Meeting.</u>
Article II, Section 4. Notice of Meeting. The corporate secretary shall send the notice of any regular or special meeting of the shareholders by personal delivery or by mail to each shareholder of record at his last known address or by publication in a newspaper of general circulation at least two weeks before the date of the meeting. This notice should state the place, date, and hour of the meeting, and the purpose for which the meeting is called. No failure or irregularity of notice of any regular meetings shall invalidate such meeting at which all the stockholders are present or represented without protest or challenge as to the legality or irregularity of said meeting, shall invalidate such meeting or any proceedings thereat.	Article II, Section 4. Notice of Meeting. The corporate secretary shall send the notice of any regular or special meeting of the shareholders <u>by personal delivery, by mail, electronic mail, or such other manner as may be allowed by the Securities and Exchange Commission (SEC)</u> to each shareholder of record at his last known address or by publication in a newspaper of general circulation at least <u>twenty (21) days prior to the meeting.</u> This notice should state the place, date, and hour of the meeting, and the purpose for which the meeting is called. No failure or irregularity of notice of any regular meetings shall invalidate such meeting at which all the stockholders are present or represented without protest or challenge as to the legality or irregularity of said meeting, shall invalidate such meeting or any proceedings thereat.
Article II, Section 4. Notice of Meeting. The corporate secretary shall send the notice of any regular or special meeting of the shareholders by personal delivery or by mail to each shareholder of record at his last known address or by publication in a newspaper of general circulation at least two weeks before the date of	Article II, Section 4. Notice of Meeting. The corporate secretary shall send the notice of any regular or special meeting of the shareholders <u>by personal delivery, by mail, electronic mail, or such other manner as may be allowed by the Securities and Exchange Commission (SEC)</u> to each shareholder of record at his last known

the meeting. This notice should state the place, date, and hour of the meeting, and the purpose for which the meeting is called. No failure or irregularity of notice of any regular meetings shall invalidate such meeting at which all the stockholders are present or represented without protest or challenge as to the legality or irregularity of said meeting, shall invalidate such meeting or any proceedings thereat.	address or by publication in a newspaper of general circulation at least <u>twenty (21) days prior to the meeting</u>. This notice should state the place, date, and hour of the meeting, and the purpose for which the meeting is called. No failure or irregularity of notice of any regular meetings shall invalidate such meeting at which all the stockholders are present or represented without protest or challenge as to the legality or irregularity of said meeting, shall invalidate such meeting or any proceedings thereat.
Article II, Section 5. Quorum. At the meeting of the stockholders, a majority of the subscribed capital stock of the corporation, whether represented in person or by proxy, shall constitute a quorum, unless otherwise provided by the Corporation Code. A majority of such quorum shall decide any question that may be brought before the meeting, save and except in those several matters, in which the laws of the Philippines, if any, expressly require the affirmative vote of a greater proportion. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present or represented.	Article II, Section 5. Quorum. At the meeting of the stockholders, a majority of the subscribed capital stock of the corporation, whether represented in person or by proxy, shall constitute a quorum, unless otherwise provided by the Corporation Code. A majority of such quorum shall decide any question that may be brought before the meeting, save and except in those several matters, in which the laws of the Philippines, if any, expressly require the affirmative vote of a greater proportion. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present or represented. <u>A stockholder who participates through remote communication or <i>in absentia</i> shall be deemed present for the purpose of determining quorum.</u>
Article III, Section 6. Regular Meetings. The regular meetings of the Board of Directors shall be held every quarter at the principal office of the corporation, or at such other place as a majority of the directors may designate from time to time. Directors may attend Board meetings through teleconference or videoconference or any electronic medium where attendees can participate during the meeting even if not physically present. Board meetings through teleconferencing or videoconferencing should comply with the applicable rules and requirements of the Securities and Exchange Commission.	Article III, Section 6. Regular Meetings. The regular meetings of the Board of Directors shall be held every quarter at the principal office of the corporation, at such other place as a majority of the directors may designate from time to time, <u>or through remote communication which shall include, but is not limited to, teleconferencing, videoconferencing, and the like.</u> Directors may attend Board meetings through teleconference or videoconference or any electronic medium where attendees can participate, <u>including the right to vote on matters for approval of the Board</u>, during the meeting even if not physically present. Board meetings through teleconferencing or videoconferencing should comply with the applicable rules and requirements of the Securities and Exchange Commission.

Article III, Section 7. Special Meetings. The special meetings of the Board of Directors shall be held in the principal office of the corporation, or at such other places as may be designated in the call. The meeting may be called by the President, or by request of a majority of Directors. Such special meetings may be held at any time and place without notice by the unanimous written consent of all members of the Board who are present in the Philippines.	Article III, Section 7. Special Meetings. The special meetings of the Board of Directors shall be held in the principal office of the corporation, at such other places as may be designated in the call, <u>or through remote communication which shall include, but is not limited to, teleconferencing, videoconferencing, and the like.</u> The meeting may be called by the President, or by request of a majority of Directors. Such special meetings may be held at any time and place without notice by the unanimous written consent of all members of the Board who are present in the Philippines. <u>Directors may attend and vote during Board meetings through teleconference or videoconference or any electronic medium where attendees can participate during the meeting even if not physically present. Board meetings through teleconferencing or videoconferencing should comply with the applicable rules and requirements of the Securities and Exchange Commission.</u>
Article III, Section 10. Conduct of the meetings. The Chairman of the Board shall preside over the Board meetings. In the absence of the Chairman, the Board may appoint any director to preside over the meeting. The Secretary shall act as secretary of every meeting, and in his absence, the chairman of the meeting shall appoint a secretary of the meeting.	Article III, Section 10. Conduct of the meetings. <u>Board meetings may be held by remote communication or in absentia.</u> The Chairman of the Board shall preside over the Board meetings. In the absence of the Chairman, the Board may appoint any director to preside over the meeting. The Secretary shall act as secretary of every meeting, and in his absence, the chairman of the meeting shall appoint a secretary of the meeting.
Article X, Section 1. These by-laws may be amended, repealed or altered in whole or in part by the affirmative vote of the stockholders owning at least a majority of the subscribed capital stock of the corporation at any regular meeting of the stockholders, or at any special meeting where such action has been announced in the call and notice of such meeting.	Article X, Section 1. <u>The power to amend, repeal or alter these by-laws is delegated to the Board of Directors by the affirmative vote of the stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the corporation. Nevertheless, the power delegated to the Board of Directors to amend or repeal the by-laws shall be considered revoked whenever stockholders owning or representing a majority of the outstanding capital stock shall so vote at a regular or special meeting.</u>

The above amendments were approved by the Board to incorporate the provisions on holding or conducting the annual or special meetings of the shareholders and the Board of the Company via remote communication or in absentia in accordance with the Revised Corporation Code and its implementing rules and regulations. The amendments have no effect on the business, operations or projects of the Company.

Item 18. Other Proposed Actions

- a. Ratification of all previous acts and resolutions of the Board of Directors, Management and All Committees from 2019 up to June 24, 2020.
- b. Election of the members of the Board, including the Independent Directors, for the ensuing year.
- c. Appointment of the external auditor and fixing of its remuneration.

Item 19. Voting Procedures

(a) Vote Required

The vote for each item proposed for approval by the stockholders is as follows:

- i. With respect to the election of directors, nominees who receive the highest number of votes will be declared elected.
- ii. Except for item 8 of the Agenda which requires approval of stockholders representing at least two thirds (2/3) of the issued and outstanding voting stock, for all other matters to be taken up, the affirmative vote of at least a majority of the issued and outstanding capital stock entitled to vote and represented at the annual stockholders' meeting is required.

In the case of proxies, the votes should be cast in such manner and by such person as directed in the proxy.

(b) Method of Voting

In all items for approval, each voting share of stock entitles its registered owner as of the record date to one vote.

In the election of directors, straight and cumulative voting shall be allowed. Each stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate the shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many nominees as he shall see fit; provided that, the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the total number of directors to be elected.

Upon registration at the annual stockholders' meeting, each stockholder will be given a ballot to enable him to vote in writing on each item or proposal in the Agenda. All votes will be counted and tabulated by the Election Committee composed of representatives from the Office of the Corporate Secretary.

Registration for the annual stockholders' meeting and tabulation of votes shall be conducted in the following manner:

- (1) Registration is to commence by the filing of a scanned or digital copy of the completed Registration Form together with other required documents to ASM2020registration@dmwai.com beginning June 3, 2020 at 8:00am until June 17, 2020 at 5:00pm.
- (2) The stockholder has the option to either vote in absentia, in which case the stockholder will have to complete the ballot attached to the Registration Form; or to appoint the Presiding Officer of the meeting as Proxy.

- (3) Subject to validation by the Company, the stockholder will receive an email confirming
- (4) their valid registration which shall also contain the link to the live webcast of the Meeting. The Proxy Verification Committee will tabulate all votes received through Proxy or in absentia, and an independent third party will validate the results. Validation and final tally of votes through Proxy or in absentia shall be released on or before June 19, 2020.
- (5) Stockholders who notified the Company of their intent to attend the meeting remotely can either vote in advance or during the meeting through the link provided to their email addresses. Votes are subject to the validation of an independent third party.

Please refer to Annex “A” for the detailed instruction on electronic voting.

[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 on May 21, 2020.

D.M. WENCESLAO & ASSOCIATES, INCORPPORATED

By:



ATTY. PAUL MAR M. QUINTO
Corporate Secretary and Chief Legal Officer

ANNEX A
D.M. WENCESLAO & ASSOCIATES, INCORPORATED
INTERNAL PROCEDURES FOR ELECTRONIC VOTING IN ABSENTIA AND/OR
BY PROXY ON STOCKHOLDER'S MEETING

I. Coverage

Stockholders of D.M. Wenceslao & Associates, Incorporated ("DMWAI" or "Company") who are unable to physically attend the Company's Annual Stockholders' Meeting on June 24, 2020 and who have: (a) appointed the Chairman of the meeting as Proxy, or (b) upon valid registration chose to electronically vote in absentia after advising the Company of their intention to attend the Meeting remotely.

II. Registration

1. **Who may Register** - Stockholder's of Record as of May 12, 2020.
2. **When to Register**- Registration period for Stockholders who intend to appoint the Presiding Officer of the Company as Proxy, or to electronically vote in absentia shall start on June 3, 2020 at 8:00am until June 17, 2020 at 5:00pm, Philippine time ("Registration Period"). Beyond this date, Stockholders may no longer avail of the option to electronically vote in absentia.
3. **How to Register** - The Shareholder must send a scanned or digital copy of their Registration Form, herein attached, together with the following documents, through (a) the Company, or (b) the Brokerage Firm, or (c) the Stock Transfer Office, to the email address **ASM2020registration@dmwai.com** within the Registration Period, for validation.

Individual Stockholders–

- a. A recent photo of the Stockholder, with the face fully visible.
- b. Scanned or digital copy of the front and back portions of the Stockholder's valid government-issued identification card, preferably with residential address.
- c. Contact number

Stockholders with Joint Accounts –

- b. Scanned or digital copy of authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account.
- c. A recent photo of the authorized Stockholder, with the face fully visible.
- d. Scanned or digital copy of the front and back portions of the authorized Stockholder's valid government-issued identification card, preferably with residential address.
- e. Contact number of the authorized Stockholder.

Broker Accounts –

- a. Scanned or digital copy of broker's certification on the Stockholder's number of shareholdings.
- b. A recent photo of the Stockholder, with the face fully visible.
- c. Scanned or digital copy of the front and back portions of the Stockholder's valid government-issued identification card, preferably with residential address.
- d. Contact number.

Corporate Stockholders –

- a. Scanned or digital copy of signed secretary's certificate attesting to the authority of the representative to vote for, and on behalf of the Corporation.
- b. A recent photo of the stockholder's representative, with the face fully visible.
- c. Scanned or digital copy of the front and back portions of the valid government-issued identification card of the Stockholder's representative, preferably with residential address.
- d. Contact number of the Stockholder's representative.

Stockholders with incomplete requirements will not be able to register online and vote electronically *in absentia*, but may still vote by sending a proxy (appoint the Presiding Officer of the Company as proxy) to the Annual Stockholders' Meeting.

4. **Validation of Registration.** The validation of the Stockholder's Registration Form shall be completed by the Company within three (3) business days from receipt thereof.

The Company will send an email confirming successful validation of the Stockholder's registration.

Please note that submission of incomplete or inconsistent information may result in an unsuccessful registration.

The Registration Form can be accessed and downloaded at our website <http://dmwai.com/>

Note: In light of the recent events and government pronouncements and guidelines surrounding the COVID-19 pandemic, the Company shall allow electronic signature for the required documents, as applicable. Notarization requirement shall also be dispensed with at this time. However, the Company reserves the right to request additional information, and original signed and notarized copies of these documents at a later date, as it deems necessary.

5. **Unregistered Stockholders.** Unregistered Stockholders are requested to notify the Company by email to **ASM2020registration@dmwai.com** by June 17, 2020 of their intention to participate in the Annual Stockholders' Meeting by remote communication. For validation purposes, unregistered Stockholders shall also provide the Company the

following information: (i) name; (ii) address; (iii) telephone number.

III. Right to Vote

1. The Stockholder Appointing the Presiding Officer as Proxy:

Stockholders may give the Presiding Officer the authority to vote in all matters for approval, by appointing the Presiding Officer as Proxy in the Stockholders' Registration Form.

2. The Stockholder Votes in Absentia:

- a. For items other than the Election of Directors, the registered Stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the registered Stockholder's shares.
- b. 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 votes cast in absentia will have equal effect as votes cast by proxy.

3. Stockholder Participating through Remote Communication:

Stockholders participating through remote communication may either vote prior to or during the Annual Stockholders' Meeting provided they have validly registered within the Registration Period.

Upon successful registration, Registered Stockholders will receive an electronic mail containing the link they can access to cast their votes. For verification, the Registered Stockholder will have to fill in their data and certify their information on the link provided. The Stockholder may edit their votes but once the Registered Stockholder clicks the Submit button, votes are irreversible.

IV. Tabulation & Validation of Votes in Absentia or by Proxy

The Proxy Verification Committee will tabulate all votes received through Proxy or in absentia, and an independent third party will validate the results. Validation and final tally of votes through Proxy or in absentia shall be released on or before June 19, 2020.

V. Determination of Quorum

Only those Stockholders who have notified the Company of their intention to participate in the Annual Stockholders' Meeting by remote communication, and who have successfully registered during the Registration Period, together with the Stockholders who voted by proxy or *in absentia* will be included in the determination of quorum.

VI. Access to the Live Meeting

The Company will send the registered Stockholders the MS Teams link to the live webcast of the Annual Stockholder's Meeting through the email confirming their successful registration or at least no later than two (2) business days prior to the date of the Meeting.

Registered Stockholders may be required to download an application (*MS Teams*) or register an account to access the live webcast of the meeting. For any technical assistance, Stockholders may send their questions or concerns prior to the date of the meeting via email to ASM2020@dmwai.com with the subject "Technical Assistance" where our IT professionals can assist them.

VII. Stockholders' Questions/Comments During the Meeting

Stockholders may send their questions and/or comments during the meeting at ASM2020@dmwai.com. The Corporate Secretary shall raise these questions on behalf of the Stockholder.

VIII. Recording of the Annual Meeting

Upon adjournment, the Company shall post the link to the recorded webcast of the Annual Stockholder's Meeting on the Company's website, for two (2) weeks. Within this period, Stockholders may raise to the Company any issues, clarifications and concerns on the Annual Stockholder's Meeting conducted.

IX. Other Matters

For any clarifications or other concerns, Stockholders may contact the Company's Office of the Investor Relations Officer at iro@dmwai.com or the Office of the Corporate Secretary at ASM2020@dmwai.com

Upon the written request of a stockholder, the Company undertakes to furnish said stockholder with a copy of SEC Form 17-A, free of charge. Any written request for a copy of SEC Form 17- A shall be addressed to the following:

**D.M. WENCESLAO & ASSOCIATES, INCORPPORATED
3rd Floor, Aseana Powerstation Building, Aseana Business
Park, D. Macapagal Boulevard corner Bradco Avenue,
Paranaque City 1714**

**ATTENTION TO: ATTY. PAUL MAR M. QUINTO
Corporate Secretary and Chief Legal Officer**

EXHIBIT “A”

D.M. WENCESLAO & ASSOCIATES, INCORPORATED (“DMW”) MANAGEMENT REPORT¹

PART I – BUSINESS AND GENERAL INFORMATION

Item 1. Business

Business Development and Principal Products or Services

D.M. Wenceslao & Associates, Incorporated (DMWAI or the Parent Company) was incorporated in the Philippines on April 7, 1965. DMWAI is presently engaged in the trade and business of general builders and contractors and related activities such as acting as specialty construction contractors, supervisors or managers in all cases of constructions, erections and works both public and private, real estate business and leasing. The shares of stock of the Company are officially listed in the Philippine Stock Exchange (PSE) on June 29, 2018. The Company listed 679,172,800 common shares generating proceeds (the Offering Proceeds) of P8,150.1 million.

DMWAI holds certain investments in entities that are either subsidiaries, associates or joint venture (collectively referred to herein as the “Group”). DMWAI is a subsidiary of Wendel Holdings Co., Inc. (WHI or Ultimate Parent Company), a company incorporated and domiciled in the Philippines. WHI is presently engaged in raising investments either through borrowings, sale or lease of its capital assets. The effective percentage of ownership of WHI in DMWAI aggregates to 62.92% and 78.65% as of December 31, 2019 and 2018.

DMWAI is an integrated property developer with an established track record and market-leading capabilities in land reclamation, construction and real estate development. The Group is the master developer of Aseana City, a development project with an approximate total land area of 1,074,714.0 sq.m. and is part of the larger 2,040,000.0 sq.m. Central Business Park – Islands B and C (CBP-BC) project, which we reclaimed. Aseana City is positioned to become the next major mixed-use or “Next Generation” central business district in Metro Manila, anchored by tourism, recreational developments and retail malls. These sectors have and continue to attract large investments into the Philippines, and we expect revenues from these sectors to increase correspondingly. Our master plan for Aseana City is designed to create a self-contained community and to specifically attract the middle-class working families and middle-income executives who work in these sectors.

Aseana City is situated close to two of the most significant recreational and entertainment districts in Metro Manila – PAGCOR’s Entertainment City and the SM Group’s Mall of Asia development. PAGCOR’s Entertainment City is a gaming and entertainment complex featuring high-end integrated casinos and tourism resorts, such as City of Dreams Manila, Solaire Resort & Casino, and Okada Manila, which attract leisure and tourist traffic to the entire area.

¹ Items lifted from DMWAI’s 2019 Annual Report

The Group possesses, in the aggregate, one of the largest contiguous land holdings in Metro Manila with a total area of 569,358.2 sq.m. located in Aseana City. As of December 31, 2019, the Group has eight (8) existing developed properties with leasable floor area of 89,914 sq.m., seven (7) of which are located in Aseana City. The Group has also launched its second residential projects which is currently undergoing construction.

DMWAI's registered office, is located at 3rd Floor Aseana Powerstation Building, Pres. Macapagal Avenue, Aseana Business Park, Parañaque City while its principal place of business is located at 15th Floor Aseana 3, D. Macapagal Blvd. cor. Asean Avenue, Aseana City, 1701 Parañaque City. The registered office of WHI, which is also its principal place of business, is at 306 E. Rodriguez Sr. Boulevard, Quezon City.

The following are the significant subsidiaries and associates of the Parent Company:

<u>Name of Subsidiaries</u>	<u>Date and Place of Incorporation</u>	<u>Percentage of Ownership</u>
<u>A. Real estate Development</u>		
Aseana Residential Holdings Corp. (ARHC),	July 6, 1999	100.00%
Aseana Holdings, Inc. (AHI)	March 20, 1996	99.98%
Aseana City Transport & Travel Corp. (ACTTC)	December 9, 2010	99.98%
<u>B. Land Holding</u>		
Portal Holdings, Inc. (PHI)	May 7, 1999	100.00%
Bay Area Holdings, Inc. (BAHI)	August 30, 1999	59.98%
<u>C. Construction and Land Reclamation</u>		
Fabricom, Inc. (FI)	February 13, 1986	99.98%
R-1 Consortium, Inc. (R-1)	May 31, 1996	55.45%
Mandaue Land Consortium, Inc. (MLCI)	June 7, 2002	81.00%
<u>D. Ancillary Services</u>		
U-City Technologies Philippines, Inc. (UCTPI)	October 4, 2013	99.98%
Aseana Real Estate Services Management Corp. (ARESM)	July 5, 2011	95.98%
Aseana Gas Energy Corp. (AGEC)	May 18, 2011	99.98%

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Issuer's Common Equity and Related Stockholder Matters

Market Information

The Company's common shares were officially listed in the Philippine Stock Exchange on June 29, 2018.

As of December 31, 2019, the closing price of the Company's shares is P9.90/share.

The table below sets out the quarterly price movement of its shares based on closing prices.

	Philippine Stock Exchange Prices (in PhP/Share)								
	2020			2019			2018		
	High	Low	Close	High	Low	Close	High	Low	Close
First Quarter	9.80	6.55	7.00	11.72	7.70	11.60	-	-	-
Second Quarter	-	-	-	12.38	9.34	9.75	-	-	10.26
Third Quarter	-	-	-	11.40	8.75	9.75	10.46	8.08	8.34
Fourth Quarter	-	-	-	10.42	9.50	9.90	8.36	7.55	7.80

As of March 31, 2020, the closing price of the Company's shares is P7.00/share.

Shareholders

There are 15 registered holders of common shares of the Company as of March 31, 2019.

The following are the registered holders of the common equity securities of the Company:

Stockholder Name	No. of Shares	% to Total Shares
1. Wendel Holdings Co., Inc.	2,136,554,780	62.92
2. PCD Nominee Corporation - Fil	620,488,073	18.27
3. Delfin J. Wenceslao Jr.	578,808,847	17.04
4. PCD Nominee Corporation Non-Fil	47,116,499	1.39
5. Intelli Searchrev Corporation	10,941,000	0.29
6. Sysmart Corporation	1,538,000	0.05
7. Serafin U. Salvador Jr.	406,700	0.02
8. Joselito C. Herrera	5,000	0.00
9. Ma. Christmas R. Nolasco	3,000	0.00
10. Jaybee C. Baraquel	1,000	0.00
11. Nadezhda Iskra F. Herrera	500	0.00
12. Gabrielle Claudia F. Herrera	500	0.00
13. Oscar Sison Reyes	100	0.00
14. Alberto Victor P. Fenix Jr.	100	0.00
15. Botschaft N. Cheng or Sevilla Ngo	1	0.00

Dividends

Class	Declaration Date	Amount	Record Date	Payment date
Common shares	February 15, 2019	119,999,650	March 4, 2019	March 28, 2019
Common shares	April 24, 2020	159,999,533	May 11, 2020	June 4, 2020

Item 6. Management's Discussion and Analysis or Plan of Operation

2019

DMW Delivers 24% Net Income Growth to P2.37 billion in 2019

Financial and Operational Highlights

(In Millions of Pesos, except for financial ratios and percentages)

	Year ended December 31 (AUDITED)				
	2019	% to Revenues	2018	% to Revenues	% Change
Profit & Loss Data					
Revenues	3,513	100%	2,152	100%	63%
Cost of services and sales	694	20%	347	16%	100%
Gross profit	2,819	80%	1,805	84%	56%
Other operating expenses – net	548	15%	433	20%	25%
Other income – net	1,056	30%	1,206	56%	(12%)
Net income	2,252	64%	1,921	89%	17%
Net income attributable to owners of the Parent company	2,374	68%	1,911	89%	24%
	Dec 31, 2019	% to Total Assets	Dec 31, 2018	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	31,267	100%	29,789	100%	5%
Total Liabilities	10,734	34%	10,923	37%	(2%)
Total Equity attributable to owners of the Parent company	19,987	64%	18,197	61%	10%
As of the period ended December 31					
Other Key Financial Ratios	2019		2018		
Current Ratio	1.61		1.62		
Debt to Equity	3%		11%		
Return on Equity	12%		14%		

Net income ratio	64%	89%
Recurring Income Contribution	56%	88%

Key Operating Data	As of the period ended	
	December 31, 2019	December 31, 2018
Total leased land area (sq.m.)	158,079	155,418
Total leasable floor area (sq.m.)	89,914	89,914
Total occupancy rate (leased buildings) (%)	98%	98%

Revenue

Total consolidated revenue increased by P1,361.1 million, or 63.2%, from P2,152.3 million in 2018 to P3,513.4 million in 2019, primarily due to the following:

Rentals

Our total rental revenue increased by P57.6 million, or 3.0%, from P1,901.2 million in 2018 to P1,958.8 million in 2019.

- Rentals of Land. Rentals of land increased by P13.9 million, or 1.4% from P965.2 million in 2018 to P979.1 million in 2019. The increase was primarily attributable to the additional land lease agreements from various land lessees with a total leased land area of 2,661.0 sq.m. Our total leased land area increased from 155,418 sq.m. as of December 31, 2018 to 158,078 sq.m. as of December 31, 2019.
- Rentals of Building. Rentals of building increased by P31.4 million, or 4.1%, from P762.1 million in 2018 to P793.5 million in 2019. The increase was primarily attributable to the effect of increase in rental rates of Aseana One and Two for the renewal of tenants of their contract of lease. Our total leased floor area is 89,914 sq.m. as of December 31, 2019 and 2018.
- Other revenue. Other revenue increased by P12.4 million, or 7.1%, from P173.8 million in 2018 to P186.2 million in 2019. The increase was primarily attributable to the increase in parking fee collections, electricity and LPG consumption, and CUSA charges related to leasing activities.

Land Sales

Total land sale revenue increased by P934.6 million, or 74,600.7%, from P1.3 million in 2018 to P935.9 million in 2019 primarily due to the sale of 2,202 sq.m land area at P425,000 (exclusive of value-added tax) per sq.m. In 2018, the Parent Company received P1,200.0 million as Other income (see discussion on Other income) which resulted in the Parent Company not needing to sell lots in Aseana City to support the Group's development projects.

Hence, no sale of land in Aseana City was transacted for the twelve months ended December 31, 2018.

Construction contracts

Total construction revenue decreased by P59.4 million, or 45.5%, from P130.5 million in 2018 to P71.1 million in 2019 primarily due to the decrease in construction activities rendered to external customers. In 2019, the Group started to focus its construction resources in completing its on-going internal projects.

Sale of Condominium Units

The revenue from sale of condominium units increased by P428.3 million, or 358.9%, from P119.4 million in 2018 to P547.7 million in 2019. This increase was attributable primarily to the increase in the number of units, both for Pixel and MidPark project, that are qualified for revenue recognition in 2019 compared to units for the same period in 2018. Furthermore, there's an increase in incremental percentage of completion in 2019 compared to the incremental percentage of completion for the same period in 2018. As of December 31, 2019, Pixel and Midpark project has a percentage of completion of 70.51% and 12.94%, respectively.

Cost of Services and Sales

Our consolidated cost of services and sales increased by P347.5 million, or 100.2%, from P346.8 million in 2018 to P694.3 million in 2019 due primarily to the following:

Rentals

Costs of rentals increased by P54.8 million, or 25.8%, from P212.4 million in 2018 to P267.2 million in 2019. The increase in cost was due primarily to the increase in real property tax of P22.6 million, increase in utilities of P13.0 million, increase in depreciation of P4.7 million, increase in outside services of P5.0 million, and increase in other materials and supplies of P4.7 million.

Land Sales

Costs of land sales increased by P66.7 million, or 166,435.0%, from P0.04 million in 2018 to P66.7 million in 2019. There is no land sale within Aseana City in 2018.

Construction Contracts

Costs of construction contracts decreased by P15.6 million, or 25.4%, from P61.5 million in 2018 to P45.9 million in 2019. The decrease in cost was due primarily to lesser construction activities rendered to external parties.

Sale of Condominium Units

Cost of sale of condominium units increased by P241.6 million, or 331.4%, from P72.9 million in 2018 to P314.5 million in 2019. The increase was attributable primarily due to

increase in the number of units that are qualified for revenue recognition and an increase in incremental percentage of completion in 2019 compared to the same period in 2018.

Other Operating expenses - net

Other operating expenses - net increased by P115.0 million, or 26.5%, from P433.2 million in 2018 to P548.2 million in 2019. The increase was attributable primarily to the increase in commission expenses of P63.9 million. In 2018, the Company received a reimbursement of arbitration cost amounting to P50.9 million and is part of other operating income account in the consolidated statements of profit and loss. The Company does not have the same transaction in 2019.

Other Income (net of charges)

Other income decreased by P149.7 million, or 12.4% from P1,206.0 million (net of charges) in 2018 to P1,056.3 million (net of charges) in 2019 primarily due to the following:

Finance Income

Finance income increased by P227.8 million, or 327.8%, from P69.5 million in 2018 to P297.3 million in 2019. The increase was attributable primarily to the recognition of interest income from additional short-term placements.

Finance Costs

Finance costs increased by P28.6 million, or 40.9%, from P69.9 million in 2018 to P98.5 million in 2019. The increase was attributable primarily to the recognition of interest expense related from lease liabilities amounting to P12.3 million and increase in bank interest charges amounting to P10.7 million.

Other Income

Other Income pertains to the non-refundable consideration received in relation to the Company's giving of its consent in favor of a third party to be able to buy from another party certain parcels of land contributed to a joint arrangement (see note 20 to the consolidated audited financial statements). Subject to certain terms and conditions governing the transfer of such rights to the third party, the Company is entitled to consideration totaling P2,050.0 million over two years, of which a non-refundable portion amounting to P850.0 million and 1,200.0 million was received by the Company for the twelve months ended December 31, 2019 and 2018, respectively.

Tax Expenses

Our tax expenses increased by P122.8 million, or 23.0%, from P657.5 million in 2018 to P1,075.2 million in 2019, representing an effective income tax rate of 30.6% and 30.5% of gross revenue, respectively.

Net Profit

Net profit attributable to parent company increased by P462.8 million, or 24.2%, from P1,911.2 million in 2018 to P2,374.0 million in 2019.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P1,478.1 million, or 5.0%, from P29,788.7 million as of December 31, 2018 to P 31,266.8 million as of December 31, 2019 due to the following:

- Cash and cash equivalents decreased by P2,337.8 million, or 31.0%, from P7,549.2 million to P5,211.4 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to payment of maturing loans and payment to subcontractors for the on-going construction of the Group's pipeline projects.

Receivables increased by P574.5 million, or 11.9%, from P4,811.3 million to P5,385.8 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the recognition of rental receivable based on PAS17.

- Contract asset increased by P82.3 million, or 49.4%, from P166.7 million to P249.0 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the increase in units that qualified for revenue recognition and the increase in percentage of completion of Pixel Residences and MidPark Towers. Contract asset pertains to unconditional rights to payment for the total consideration upon the completion of the development of the property sold.
- Land and land development cost decreased by P149.7 million, or 6.9%, from 2,162.2 million to P2,012.5 million as of December 31, 2018 and December 31, 2019, respectively, primarily due reclassification of cost of land leased area to investment properties - net.
- Property development costs increased by P456.7 million, or 64.2%, from P711.4 million to P1,168.1 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the cost incurred in constructing Pixel Residences and MidPark Towers. As of December 31, 2019, percentage of completion for Pixel Residences and MidPark Towers is 70.5% and 12.9%, respectively.
- Other current assets increased by P1,032.0 million, or 55.7%, from P1,854.4 million to P2,886.4 million as of December 31, 2018 and 2019, respectively, primarily due to additional placements to short-term time deposits.
- Property, plant and equipment - net increased by P311.4 million, or 238.3%, from P130.7 million to P442.1 million as of December 31, 2018 and December 31, 2019, respectively,

primarily due to the cost of Aseana Three allocated for the Group's own use of office space and the related cost incurred for its fit out.

- Investment properties - net increased by P1,124.3 million, or 9.8%, from P11,448.4 million to P12,572.7 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the cost incurred for 8912 Asean Ave., Parqal, Aseana Plaza, 58 Jupiter, and reclassification of cost of land leased area from Land and Land Development Cost. In 2019, the Group recognized a right-of-use asset amounting to P158.2 million related to a leased land where Aseana Three is located.
- Deferred tax assets increased by P123.0 million, or 256.5% from P47.9 million to P170.9 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to taxes paid related to collections from buyers of condominium units.
- Other non-current assets increased by P382.4 million, or 52.8%, from P723.6 million to P1,106.0 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to additional deposit or downpayment on progress billings of subcontractors.

Total Liabilities

Total liabilities in decreased by P189.1 million, or 1.7%, from P10,922.7 million as of December 31, 2018 to P10,733.6 million as of December 31, 2019 due to the following:

- Loans and borrowings decreased by P1,417.2 million, or 73.5%, from P1,928.9 million to P511.7 million as of December 31, 2018 and December 31, 2019, respectively, primarily due payment of maturing loans.
- Trade and other payables increased by P181.6 million, or 17.9%, from P1,014.0 million to P1,195.6 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to increase in deferred output VAT payable of P235.0 million, increase in retention payable of P38.1 million related to a portion of progress billings from suppliers, increase in other liabilities pertaining to statutory payables of P61.1 million, and decrease in payable to subcontractors and suppliers of P152.6 million.
- Contract liability increased by P344.2 million, or 163.6%, from P210.5 million to P554.7 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the increase in the amount received from real estate customers in excess of the amount the Group has rights to receive based on the progress of the real estate development.
- Deposits and advances increased by P251.5 million, or 19.4%, from P1,298.4 million to P1,549.9 million as of December 31, 2018 and December 31, 2019, respectively, mainly due to payments received related to the sale of condominium units of Pixel Residences and MidPark Towers.

- Lease liability increased by P164.4 million, or 100%, as of December 31, 2019 primarily due to adoption of PFRS 16. Lease liability is measured at the present value of the lease payments unpaid discounted using implicit interest rate (see note 2.18 of consolidated audited financial statements).
- Income tax payable increased by P388.6 million, or 349.5%, as of December 31, 2019 primarily due to the increased of net taxable income.
- Deferred tax liabilities increased by P181.6 million, or 24.2%, from P721.0 million to P902.6 million as of December 31, 2018 and December 31, 2019, respectively, due to recognition of deferred income taxes related to deferred rental income.
- Retirement benefit obligation decreased by P24.1 million, or 87.3%, from P27.6 million to P3.5 million as of December 31, 2018 and 2019, respectively, due to establishment of post-employment benefit plan that is being administered by a trustee bank legally separated from the Group.

Total Equity

Total equity increased by P1,667.2 million, or 8.8%, from P18,866.0 million to P20,533.2 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the results of operation of P2,252.0 million for the year ended December 31, 2019, increase in revaluation reserves – net of P20.4 million, net of declaration of dividends of P524.5 million, and effect in change in ownership of P80.6 million that resulted from the sale of rights.

Other Key Financial Ratios

The Company's key performance indicators are measured in terms of the following: (a) Current ratio which determines the liquidity of the Company (b) Debt to equity which determines the Company's financial leverage (c) Return on equity which measures the profitability to capital provided by stockholders (d) net income ratio which measures the ratio of net profit to total gross revenue (e) recurring income contribution.

- Current ratio decreased to 1.61 from 1.62 as of December 31, 2019 and 2018, respectively, mainly due to the proceeds from the listing of the Company's shares.
- Debt to equity ratio decreased to 3% from 11% as of December 31, 2019 and 2018, respectively, due to payment of maturing loans.
- Return on equity decreased to 12% from 14% as of December 31, 2019 and 2018, respectively, as a result of operations.

Net income margin increased to 64% as of the period ended December 31, 2019 from 89% as of the same period in 2018 mainly due to change in revenue mix. In 2018, the Parent

Company received P1,200.0 million as Other income (see discussion on Other income) which resulted in the Parent Company not needing to sell lots in Aseana City.

- Recurring income contribution decreased to 56% in 2019 from 88% in 2018. As discussed above, there was a change in revenue mix as a result of land sale for the year.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

2018

DMW's Net Income Accelerates 23% to P1,911 million in 2018

Financial and Operational Highlights
(In Millions of Pesos, except for financial ratios and percentages)

	Twelve months ended December 31 (AUDITED)				
	2018	% to Revenues	2017	% to Revenues	% Change
Profit & Loss Data					
Revenues	2,152	100%	2,778	100%	(23%)
Cost of services and sales	347	16%	440	16%	(21%)
Gross profit	1,805	84%	2,339	84%	(23%)
Other operating expenses - net	433	20%	180	6%	141%
Other income (expenses)	1,206	56%	(66)	(2%)	1,926%
Net income	1,921	89%	1,558	56%	23%
Net income attributable to owners of the Parent company	1,911	89%	1,558	56%	23%
	Dec 31 2018	% to Total Assets	Dec 31 2017	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	29,789	100%	20,374	100%	46%
Total Liabilities	10,923	37%	11,055	54%	(1%)
Total Equity attributable to owners of the Parent company	18,197	61%	8,660	43%	110%
Other Key Financial Ratios					
	As of the period ended				
	December 31, 2018		December 31, 2017		
Current Ratio	1.62		0.75		

Debt to Equity	11%	29%
Return on Equity	14%	20%
Net income contribution	89%	56%
Recurring Income Contribution	88%	52%

Key Operating Data	As of the period ended	
	December 31, 2018	December 31, 2017
Total leased land area (sq.m.)	155,418	150,521
Total leasable floor area (sq.m.)	89,914	59,000
Total occupancy rate (leased buildings) (%)	98.0%	94.1%

Revenue

Total consolidated revenue decreased by P626.0 million, or 22.5%, from P2,778.3 million in 2017 to P2,152.3 million in 2018, primarily due to the following:

Rentals

Our total rental revenue from rentals increased by P460.4 million, or 32.0%, from P1,440.8 million in 2017 to P1,901.2 million in 2018.

- Rentals of Land. Rentals of land increased by P45.8 million, or 5.0% from P919.4 million in 2017 to P965.2 million in 2018. The increase was primarily attributable to the addition of Prestige Bay Development Corporation as a lessee commencing in March 2018, with a leased land area of 4,897.0 sq.m. Our total leased land area increased from 150,521 sq.m. as of December 31, 2017 to 155,418 sq.m. as of the same period of 2018.
- Rentals of Building. Rentals of building increased by P332.4 million, or 77.4%, from P429.7 million in 2017 to P762.1 million in 2018. The increase was primarily attributable to the effect of the completion and recognition of rentals from Aseana Three starting January 2018. As of December 31, 2017, Aseana Three is not yet completed and no rental revenue has yet been recognized. Our total leased floor area increased from 59,000 sq.m. as of December 31, 2017 to 89,914 sq.m. as of same period of 2018.
- Other revenue. Other revenue increased by P82.1 million, or 89.5%, from P91.7 million as restated in 2017 to P173.8 million in 2018. The increase was primarily attributable to the effect of occupancy in Aseana Three, which contributed to an increase in CUSA fees payments received from our tenants.

Land Sales

In order to support its expansion and finance the development of its pipeline projects, the Company usually sells certain lots in Aseana City as part of its financing strategy. As of December 2018, the Parent Company received P1,200.0 million as Other income (see discussion on Other income) which resulted in the Parent Company not needing to sell lots in Aseana City to support the Group's development projects. Hence, no sale of land in Aseana City was transacted for the twelve months ended December 31, 2018. Sale of lots in Aseana City amounted to P1,088.3 million for the same period of 2017.

Construction Contracts

In 2018, the Group's construction activities were primarily focused on its internal projects.

Revenue from construction contracts decreased by P71.6 million, or 35.4%, from P202.1 million in 2017 to P130.5 million in 2018. The decrease was attributable primarily to the single large additional pile driving, pile hacking and sheet piling works for the Ayala Malls Manila Bay project in 2017.

Sale of Condominium Units

The revenue from sale of condominium units increased by P72.3 million, or 153.5%, from P47.1 million in 2017 to P119.4 million in 2018. This increase was attributable primarily to the increase in percentage of completion of Pixel Residences from 18.29% in 2017 to 37.81% in 2018.

In addition, the launch of MidPark Towers resulted to recognition of revenue from certain sales contract that met the revenue threshold. Percentage of completion for MidPark Towers as December 31, 2018 is 10.32%

Cost of Services and Sales

Our consolidated cost of services and sales decreased by P93.0 million, or 21.1%, from P439.8 million in 2017 to P346.8 million in 2018.

Rentals

Costs of rentals increased by P76.7 million, or 56.5%, from P135.7 million in 2017 to P212.4 million in 2018. In January 2018, Aseana Three was completed and was already occupied by certain tenants. The increase in cost was due primarily to an increase in depreciation expenses of P37.7 million, an increase in utilities of P9.9 million, an increase in other material and supplies of P9.6 million, an increase in outside services of P6.7 million, and an increase in repairs and maintenance of P7.9 million.

Land Sales

Costs of land sales decreased by P141.5 million, or 100%, from P141.5 million in 2017 to nil in 2018. As discussed in a previous paragraph, there is no land sale in 2018.

Construction Contracts

Costs of construction contracts decreased by P70.7 million, or 53.5%, from P132.2 million in 2017 to P61.5 million in 2018. Most of the Group's construction activities in 2018 are internal projects.

Sale of Condominium Units

Cost of sale of condominium units increased by P42.6 million, or 140.6%, from P30.3 million in 2017 to P72.9 million in 2018. The increase was attributable primarily to the increase in percentage of completion of Pixel Residences and MidPark Towers as well as the related cost of additional units which are qualified for revenue recognition.

Other Operating Income (expenses)

Other operating income (expenses) increased by P253.1 million, or 140.5%, from P180.1 million in 2017 to P433.2 million in 2018.

Other Operating Income

Other operating income decreased by P184.0 million, or 62.7%, from P293.5 million in 2017 to P109.5 million in 2018 due mainly to the sale of certain investment properties in Aseana City which resulted in the gain on sale of P257.7 million in 2017.

Operating expenses

Operating expenses increased by P69.1 million, or 14.6%, from P473.6 million in 2017 to P542.7 million in 2018. The increase was attributable primarily to (i) increase in professional fees of P34.7 million due to fees incurred related to initial public offering, (ii) increase in taxes and licenses of P14.8 million, (iii) increase in salaries and wages of P12.2 million due to the hiring of employees for the Group, and (iv) increase in impairment loss related to receivables amounting to P7.3 million

Other Income (net)

Other income increased by P1,271.9 million, or 1,929.0% from total net other charges of P65.9 million in 2017 to total net other income of P1,206.0 million in 2018 primarily due to the non-refundable consideration received related to the waiver of rights to purchase a certain parcel of land.

Finance Income

Finance income increased by P62.3 million, or 865.3%, from P7.2 million in 2017 to P69.5 million in 2018. The increase was attributable primarily to the recognition of interest income from additional short-term placements.

Other Income

Other Income increased by P1,200.0 million, or 100%. The increase was due primarily to the non-refundable consideration received in relation to the Company's giving of its consent in favor of a third party to be able to buy from another party certain parcels of land contributed to a joint arrangement (see note 22.4 to the consolidated audited financial statements). Subject to certain terms and conditions governing the transfer of such rights to the third party, the Company is entitled to consideration totaling P2,050.0 million over two years.

Tax Expenses

Our tax expenses increased by P122.8 million, or 23.0%, from P534.7 million in 2017 to P657.5 million in 2018, representing an effective income tax rate of 19.2% and 30.5% of gross revenue, respectively. The increase in the effective income tax rate was due to the change in revenue mix of the Group and the recognition of taxable other income in 2018.

Net Profit

Net profit attributable to parent increased by P352.7 million, or 22.6%, from P1,558.5 million in 2017 to P1,911.2 million in 2018.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P9,414.9 million, or 46.2%, from P20,373.8 million as of December 31, 2017 to P 29,788.7 million as of December 31, 2018 due to the following:

- Cash and cash equivalents increased by P6,104.7 million, or 422.6%, from P1,444.5 million to P7,549.2 million as of December 31, 2017 and 2018, respectively, primarily due to the proceeds from the initial public offering.
- Receivables increased by P777.7 million, or 19.3%, from P4,033.6 million to P4,811.3 million as of December 31, 2017 and 2018, respectively, primarily due to deposit made to a certain subcontractor for the on-going construction of office building, recognition of rental receivable based on PAS17 and recognition of additional contracts from sale of condominium units.
- Contract asset increased by P119.4 million, or 252.4%, from P47.3 million to P166.7 million as of December 31, 2017 and 2018, respectively, primarily due to the increase in percentage of completion recognized for Pixel Residences and MidPark Towers having an incremental accomplishment in 2018 of 19.5% and 10.3%, respectively.
- Land and land development cost increased by P207.8 million, or 10.6%, from P1,954.4 million to P2,162.2 million as of December 31, 2017 and 2018, respectively, primarily due to the capitalized costs incurred in developing Aseana City.
- Property development costs increased by P116.3 million, or 19.5%, from P595.1 million to P711.4 million as of December 31, 2017 and 2018, respectively, primarily due to the capitalized

cost incurred in constructing Pixel Residences.

- Other current assets increased by P1,302.4 million, or 235.9%, from P552.0 million to P1,854.4 million as of December 31, 2017 and 2018, respectively, primarily due to additional placements to short-term time deposits.
- Investment in joint venture held for termination increased by P120.8 million, or 100%, as of December 31, 2018 primarily due to the reclassification of the carrying amount of its investment in joint venture under Investment in joint venture account in the consolidated financial statements. (see Note 13.2 of Notes to consolidated financial statements).
- Investment property increased by P339.7 million, or 3.1%, from P11,108.7 million to P11,448.4 million as of December 31, 2017 and 2018, respectively, primarily due to the completion of Aseana Three in January 2018.
- Other non-current asset increased by P428.3 million, or 145.0%, from P295.3 million to P723.6 million as of December 31, 2017 and 2018, respectively, primarily due to advance payment to suppliers related to the construction of an office building.

Total Liabilities

Total liabilities decreased by P132.2 million, or 1.2%, from P11,054.9 million as of December 31, 2017 to P10,922.7 million as of December 31, 2018, respectively, due to the following:

- Loans and borrowings decreased by P548.0 million, or 22.1%, from P2,476.9 million to P1,928.9 million as of December 31, 2017 and 2018, respectively, due to payment of maturing loans.
- Contract liability increased by P86.2 million, or 69.3%, from P124.3 million to P210.5 million as of December 31, 2017 and 2018, respectively, due to the increase in the amount received from real estate customers in excess of the amount the Group has rights to receive based on the progress of the real estate development.
- Deposits and advances increased by P176.5 million, or 15.7%, from P1,121.9 million to P1,298.4 million as of December 31, 2017 and 2018, respectively, mainly due to advance rental and security deposit received from tenants related to new office building.
- Deferred tax liabilities increased by P224.8 million, or 45.3%, from P496.2 million to P721.0 million as of December 31, 2017 and 2018, respectively, due to recognition of income taxes related to deferred rental income.
- Retirement benefit obligation decreased by P38.1 million, or 58.0%, from P65.7 million to P27.6 million as of December 31, 2017 and 2018, respectively, due to establishment of post-employment benefit plan that is being administered by a trustee bank legally separated from the Group.

Total Equity

Total equity increased by P9,547.0, or 102.4%, from P9,318.9 million to P18,866.0 million as of December 31, 2017 and 2018, respectively, primarily due to the following:

- Capital stock increased by 25% due to the listing of the Company's shares on June 29, 2018.
- Additional paid-in capital increased by P6,965 million, or 100% as of December 31, 2018 mainly due to recognition of proceeds net of par value of listed shares and transaction costs incidental to the offering.
- Net profit of P1,911.2 million in 2018.

Other Key Financial Ratios

The Company's key performance indicators are measured in terms of the following: (a) Current ratio which determines the liquidity of the Company (b) Debt to equity which determines the Company's financial leverage (c) Return on equity which measures the profitability to capital provided by stockholders (d) net income ratio which measures the ratio of net profit to total gross revenue (e) recurring income contribution.

- Current ratio increased to 1.62 from 0.75 as of December 31, 2018 and 2017, respectively, mainly due to the proceeds from the listing of the Company's shares.
- Debt to equity ratio decreased to 11% from 29% as of December 31, 2018 and 2017, respectively, due to payment of maturing loans and the increase in equity due to the listing of shares.
- Return on equity decreased to 14% from 20% as of December 31, 2018 and 2017, respectively, as a result of increase in equity.
- Net income margin increased to 89% as of the period ended December 31, 2018 from 56% as of the same period in 2017 mainly due to the non-refundable consideration received in relation to the waiver of rights to purchase a land which is presented as part of Other income account in the consolidated statements of profit and loss.
- Recurring income contribution increased to 88% in 2018 from 52% in 2017 due to additional lease from the newly constructed building, Aseana Three and due to change in revenue mix.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

2017**DMW's Core Net Income up by 25% to P2,778 million in 2017**

Financial and Operational Highlights

(In Millions of Pesos, except for financial ratios and percentages)

	Twelve months ended December 31 (AUDITED)				
	2017	% to Revenues	2016	% to Revenues	% Change
Profit & Loss Data					
Revenues	2,778	100%	2,104	100%	32%
Cost of services and sales	440	16%	453	22%	(3%)
Gross profit	2,338	84%	1,651	78%	42%
Other Operating income (expenses)	(180)	6%	73	4%	(347%)
Other Charges - net	66	2%	78	4%	-15%
Net income	1,558	56%	1,209	57%	29%
Net income attributable to owners of the Parent company	1,558	56%	1,207	57%	29%
	Dec 31 2017	% to Total Assets	Dec 31 2016	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	20,374	100%	17,986	100%	13%
Total Liabilities	11,055	54%	10,235	57%	8%
Total Equity attributable to owners of the Parent company	8,660	43%	7,091	39%	22%
Other Key Financial Ratios					
	As of the period ended				
	December 31, 2017		December 31, 2016		
Current Ratio	0.75		0.58		
Debt to Equity	29%		38%		
Return on Equity	20%		16%		
Net Income Margin	56%		57%		
Recurring Income Contribution	52%		60%		
Key Operating Data					
	December 31, 2017		December 31, 2016		
Total leased land area (sq.m.)	150,521		140,540		
Total leasable floor area (sq.m.)	59,000		56,863		
Total occupancy rate (leased buildings) (%)	94.1%		97.6%		

Revenue

Total consolidated revenue increased by P674.7 million, or 32.1%, from P2,103.6 million in 2016 to P2,778.3 in 2017, primarily due to the following:

Rentals

Our total rental revenue increased by P169.8 million, or 13.4%, from P1,271.0 million in 2016 to P1,440.8 million in 2017.

- Rental of Land. Rental of land increased by P58.9 million, or 6.8% from P860.5 million in 2016 to P919.4 million in 2017. The increase was attributable primarily to the additional Ayala Land land lease in 2017 with an area of 9,981 sq.m. Our total leased land area increased from 140,540 sq.m. as of December 31, 2016 to 150,521 sq.m. as of December 31, 2017.
- Rental of Building. Rental of building increased by P85.1 million, or 24.7% from P344.6 million in 2016 and P429.7 million in 2017. The increase was attributable primarily to the full occupancy of Aseana Town Center and S&R as well as the completion of Aseana Square in June 2017. Our total leased floor area was 56,863 sq.m. and 59,000 sq.m. as of December 31, 2016 and 2017, respectively.
- Other revenue. Other revenue increased by P25.8 million, or 39.2% from P65.9 million in 2016 to P91.7 million in 2017. The increase was attributable primarily to the completion of Aseana Square in June 2017, which generated CUSA fees and reimbursable expenses that we generally charged our tenants.

Land Sales

Revenue from land sales increased by P487.6 million, or 81.2%, from P600.7 million in 2016 to P1,088.3 million in 2017. The increase was attributable primarily to the increase in sales price. Land prices increased by P65,000 per sq.m, or 35.1% from P185,000 per sq.m in 2016 to P250,000 per sq.m in 2017. The Group sold 4,454 sq.m. of land in 2017 while 3,054 sq.m. in 2016.

Construction Contracts

Revenue from construction contracts decreased by P29.1 million, or 12.6%, from P231.2 million in 2016 to P202.1 million in 2017. The decrease was attributable primarily to lesser construction services performed by us in 2017 while a single large pile driving works for the Ayala Malls Manila Bay project for its shopping and hotel complex development was substantially completed by the end of December 31, 2016.

Sale of Condominium Units

The revenue from sale of condominium units increased by P46.4 from P0.7 million in 2016 to P47.1 million in 2017. This increase was attributable primarily to the increase in percentage of completion of Pixel Residences from 3% in 2016 to 18% in 2017.

Cost of Services and Sales

Our consolidated cost of services and sales decreased by P13.1 million, or 2.9%, from P452.9 million in 2016 to P439.8 million in 2017.

Rentals

Costs of rentals increased by P5.6 million, or 4.3%, from P130.1 million in 2016 to P135.7 million in 2017. In June 2017, Aseana Square was completed and was fully occupied by the end of the same year. The increase in cost was due primarily to an increase in repairs and maintenance of P5.3 million and increase in depreciation expense of P3.4 million.

Land Sales

Costs of land sales increased by P21.1 million, or 17.5%, from P120.4 million in 2016 to P141.5 million in 2017. The increase was attributable primarily to the increase in land area sold from 3,054.0 sq.m. in 2016 to 4,454.0 sq.m. in 2017.

Construction Contracts

Costs of construction contracts decreased by P69.8 million, or 34.6%, from P202.0 million in 2016 to P132.2 million in 2017. The decrease was attributable primarily to the decrease in construction activities in 2017.

Sale of condominium units

Sale of condominium units increased by P29.9 million, or 7,475%, from P0.4 million in 2016 to P30.3 million in 2017 mainly due to the increase in percentage of completion of Pixel Residences.

Other Operating Income (expenses)

Other Operating Income

Other operating income decreased by P74.9 million, or 20.3%, from P368.4 million in 2016 to P293.5 million in 2017 primarily to the decrease in area of land sold from 4,716 sq.m. in 2016 to 1,706 sq.m. in 2017. In 2016, we had a gain on sale of investment property amounting to P312.5 million as a result of the sale of two parcels of land in Aseana City with an approximate land area of 4,716 sq.m. In 2017, we sold an approximate land area of 1,706 sq.m.

Operating expenses

Operating expenses increased by P178.6 million, or 60.5%, from P295.0 million in 2016 to P473.6 million in 2017. The increase was attributable primarily to (i) increase in professional fees of P76.7 million arising from the arbitration with Alphaland Development Inc., (ii) increase in commission expenses of P40.1 million due to the increase in land sale transactions, (iii) increase in salaries and wages of P28.2 million due to the hiring of additional employees for the Group and (iv) increase in association dues of P11.1 million.

Other Charges (net)

Other charges decreased by P12.1 million, or 15.5% from P78.0 million in 2016 to P65.9 million in 2017.

Finance Costs

Finance costs decreased by P11.7 million, or 14.0%, from P83.8 million in 2016 to P72.1 million in 2017. The decrease was attributable primarily to the re-payment of loans and borrowings.

Finance Income

Finance income increased by P3.2 million, or 80.0%, from P4.0 million in 2016 to P7.2 million in 2017. The increase was attributable primarily to the recognition of interest income from short-term time deposits.

Other Income

Other Income decreased by P7.1 million, or 100%. The decrease was due primarily to acquisition of Reine in 2016 as a wholly owned subsidiary of AHI. The acquisition resulted to a gain amounting to P7.1 million in 2016. No such transaction happened in 2017.

Tax Expenses

Our tax expenses increased by P97.7 million, or 22.4%, from P437.0 million in 2016 to P534.7 million in 2017, representing an effective income tax rate of 20.8% and 19.2% of gross revenue, respectively. The decrease in the effective income tax rate was due to the benefit derived from electing the optional standard deduction amounting to 40% of gross sales or gross receipts.

Net Profit

As a result of land sales as well as full occupancy of Aseana Square, Aseana Town Center and S&R, our net profit increased by P348.8 million, or 28.9%, from P1,209.0 million in 2016 to P1,557.8 million in 2017. Our net profit margins in 2016 and 2017 were 57.5% and 56.1%, respectively.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P2,387.8 million, or 13.3%, from P17,986.0 million as of December 31, 2016 to P 20,373.8 million as of December 31, 2017 due to the following:

- Cash and cash equivalents increased by P625.0 million, or 76.3%, from P819.5 million to P1,444.5 million as of December 31, 2016 and 2017, respectively, primarily due to the increase in sales price of land sold.
- Receivables increased by P373.9 million, or 10.3%, from P3,659.7 million to P4,033.6 million

as of December 31, 2016 and 2017, respectively, primarily due to recognition of rental receivable based on PAS17 amounting to P569.8 million, additional deposits to suppliers amounting to P68.5 million net of collection of instalment receivable related to sale of land amounting to P250.4 million.

- Contract asset increased by P46.6 million, or 6,657.1%, from P0.7 million to P47.3 million as of December 31, 2016 and 2017, respectively, primarily due to the increase in percentage of completion recognized for Pixel Residences having an incremental accomplishment in 2017 of 15.7%.
- Land and land development decreased by P54.3 million, or 2.7%, from P2,008.7 million to P1,954.4 million as of December 31, 2016 and 2017, respectively, primarily due to reclassification of certain portion of land held for lease to Investment property.
- Property development costs increased by P570.8 million, or 2,349.0%, from P24.3 million to P595.1 million as of December 31, 2016 and 2017, respectively, primarily due to the cost incurred in constructing Pixel Residences.
- Other current assets increased by P287.1 million, or 108.4%, from P264.9 million to P552.0 million as of December 31, 2016 and 2017, respectively, primarily due to the increase in Input VAT paid related to payment to subcontractors.
- Investment property increased by P624.4 million, or 6.0%, from P10,484.3 million to P11,108.7 million as of December 31, 2016 and 2017, respectively, primarily due to the completion of Aseana Square in June 2017 and construction of Aseana Three.
- Other non-current asset decreased by P84.1 million, or 22.2%, from P379.4 million to P295.3 million as of December 31, 2016 and 2017, respectively, primarily due to recoupment of advance payment to supplier related to the construction of an office building.

Total Liabilities

Total liabilities increased by P820.0 million, or 8.0%, from P10,234.9 million as of December 31, 2016 to P11,054.9 million as of December 31, 2017, respectively, due to the following:

- Loans and borrowings decreased by P186.5 million, or 7%, from P2,663.4 million to P2,476.9 million as of December 31, 2016 and 2017, respectively, due to payment of maturing loans.
- Trade and other payables increased by P589.4 million, or 112.4%, from P524.5 million to P1,113.9 million as of December 31, 2016 and 2017, respectively, due to billings from supplier for project contractors particularly Aseana Three and Pixel Residences.
- Contract liability increased by P118.1 million, or 1,904.8%, from P6.2 million to P124.3 million as of December 31, 2016 and 2017, respectively, due to the increase in the amount received from real estate customers in excess of the amount the Group has rights to receive based on the progress of the real estate development.
- Deposits and advances increased by P96.6 million, or 9.4%, from P1,025.3 million to P1,121.9

million as of December 31, 2016 and 2017, respectively, mainly due to advance rental and security deposit received from tenants related to new office building, Aseana Square and Aseana Town Center.

- Deferred tax liabilities increased by P219.5 million, or 79.3%, from P276.7 million to P496.2 million as of December 31, 2016 and 2017, respectively, due to recognition of income taxes related to deferred rental income.

Other Key Financial Ratios

The Company's key performance indicators are measured in terms of the following: (a) Current ratio which determines the liquidity of the Company (b) Debt to equity which determines the Company's financial leverage (c) Return on equity which measures the profitability to capital provided by stockholders (d) net income ratio which measures the ratio of net profit to total gross revenue (e) recurring income contribution.

- Current ratio increased to 0.75 from 0.58 as of December 31, 2017 and 2016, respectively, mainly due to the increase in cash as a result of increase in selling price of land sold.
- Debt to equity ratio decreased to 29% from 38% as of December 31, 2017 and 2016, respectively, due to payment of maturing loans.
- Return on equity increased to 20% from 16% as of December 31, 2017 and 2016, respectively, as a result of increase in results of operations.
- Net income margin slightly decreased to 56% from 57% as of December 31, 2017 and 2016, respectively mainly due to the change in sales mix of the Company.
- Recurring income contribution decreased to 52% from 60% as of December 31, 2017 and 2016, respectively due to change in sales mix.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

Item 8. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

Independent Public Accountants

Punongbayan & Araullo, a member firm of Grant Thornton International Ltd., independent auditors, has audited our consolidated financial statements as of and for the years ended December 31, 2019, 2018 and 2017.

Punongbayan & Araullo has acted as our external auditor since 2010. Endel Mata is our current audit partner while Romualdo V. Murcia III is our audit partner for the periods ended December 31, 2018 and 2017.

The Board approved the re-appointment of Punongbayan & Araullo as the Corporation's external auditor for 2019. The re-appointment of Punongbayan & Araullo will be presented to the stockholders for their approval at the 2020 Annual Stockholders' Meeting.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

We have not had any material disagreements on accounting and financial disclosures with our current external auditors for the same periods or any subsequent interim period. Punongbayan & Araullo has neither shareholdings in us nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities in us. Punongbayan & Araullo will not receive any direct or indirect interest in us or in any securities thereof (including options, warrants or rights thereto) pursuant to or in connection with the Offer. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

The following table sets out the aggregate fees billed for each of the last two fiscal years for professional services rendered by Punongbayan & Araullo.

	<u>2018</u>	<u>2019</u>
	(₱ in millions)	
Audit and audit-related fees		
Audit services	2.6	2.6
Other assurance and related services	2.2	—
All other fees	0.2	0.3
Total	<u>4.9</u>	<u>2.9</u>

In relation to the audit and review of our consolidated financial statements, our Manual provides that the Audit and Risk Committee shall, among other activities (i) evaluate significant issues reported by the external auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of our Company; (ii) ensure that other non-audit work provided by the external auditors is not in conflict with their functions as external auditors; and (iii) ensure our compliance with acceptable auditing and accounting standards and regulations.

PART IV – CORPORATE GOVERNANCE

Item 13.A Corporate Governance

The Board of Directors approved and adopted the Revised Corporate Governance Manual (“**Manual**”) on May 29, 2019 pursuant to the New Code on Corporate Governance for Publicly Listed Companies issued by the Securities and Exchange Commission (“SEC”) pursuant to SEC Memorandum Circular No. 19 Series of 2016 and SEC Memorandum Circular No. 8 Series of 2017.

The structure and processes set forth in the Manual, the Articles of Incorporation and By-Laws, in conjunction with the commitment to the governance principles of transparency, accountability, fairness and integrity, form the basic framework of governance by which the Corporation’s Board of Directors, officers, executives and employees shall strive to achieve the Corporation’s strategic objectives, create value for all its stakeholders, and sustain its long term viability.

The Manual features the following provisions:

- Protection of Investors - The Manual provides for shareholders’ rights and protection, investor relations, dividend policy and a disclosure system to ensure transparency and accountability.
- Board of Directors and Management -The detailed qualifications and disqualifications, duties, functions and responsibilities of the Board and executive officers are also enumerated in the Manual.
- Checks and Balances - The Manual contains the vision, strategic objectives, key policies, procedures for the management of our Company, and mechanisms for monitoring and evaluating management’s performance.
- Compliance with the Manual -The appointment of a Compliance Officer to monitor compliance with and violations of the Manual is also provided.
- Creation of Committees - The Manual mandates the creation of the Executive Committee, the Audit and Risk Committee, and the Compensation and Remuneration Committee to ensure the performance of certain important functions of the Board and management.

Item 13.B Sustainability Report

In compliance with SEC Memorandum Circular No.04 Series of 2019 and the Company’s Manual, the Company submitted it’s first Sustainability Report, in conformity to SEC MC No. 4 Annex A, as an attachment to its 2019 Annual Report.

Enterprise Risk Management

Our Board of Directors, through its Audit and Risk Committee, oversees the development and implementation of a sound Enterprise Risk Management (ERM) framework to effectively identify, assess, manage and monitor material risks. The members of the Audit and Risk Committee possess an adequate understanding of the assessment, management, and mitigation of risks to which the

company is or may be exposed. They develop a formal risk management plan which contains the following:

- a. common language or register of risks,
- b. well-defined risk management goals, objectives and oversight,
- c. uniform processes of assessing risks and developing strategies to manage prioritized risks,
- d. designing and implementing risk management strategies, and
- e. continuing assessments to improve risk strategies, processes and measures.

Our management, on the other hand, is responsible for the development, implementation, and reporting of the Company's risk management plan, processes, and strategies. They define and develop a sound risk management practice, which provides a systematic and structured framework of identifying, assessing, communicating, cost-effective managing, and monitoring inherent and emerging risks that could materially affect the achievement of our objectives and goals.

As part of our risk management plan, the Management identifies the risks that could threaten the attainment of the Company's mission and vision, taking into considerations the economic, environmental, social, and governance (EESG) factors. The identified risks are assessed based on the assessment of impact and likelihood to determine the overall risk rating or materiality. The Management then determines and implements appropriate risk mitigation plans and strategies to address material risk. Responsibilities, accountabilities, and timelines for the action plans and strategies are defined to ensure implementation of the action plans. The Management periodically monitors and evaluates these risks, including the effectiveness of the risk mitigation plans and strategies.

As of date, the Company is periodically reviewing its Manual and pertinent and relevant SEC issuances to further improve corporate governance of the Company.

COVER SHEET

SEC. Registration Number

						2	6	9	8	6
--	--	--	--	--	--	---	---	---	---	---

Company Name

D	.	M	.		W	E	N	C	E	S	L	A	O		&		A	S	S	O	C	I	A	T	E	S	,		
I	N	C	O	R	P	O	R	A	T	E	D																		

Principal Office (No./Street/Barangay/City/Town/Province)

3	/	F		A	S	E	A	N	A	P	O	W	E	R	S	T	A	T	I	O	N		B	L	D	G	.		D
.	M	A	C	A	P	A	G	A	L		B	L	V	D	.		C	O	R	.		B	R	A	D	C	O		A
V	E	.	,		A	S	E	A	N	A		C	I	T	Y	,		P	A	R	A	N	A	Q	U	E		C	I
T	Y																												

Form Type

1	7	-	A	
---	---	---	---	--

Department requiring the report

--	--	--	--

Secondary License Type, If Applicable

--	--	--	--

COMPANY INFORMATION

Company's Email Address

www.dmwai.com

Company's Telephone Number/s

854 - 5711

Mobile Number

--

No. of Stockholders

11

Annual Meeting
Month/Day

--

Fiscal Year
Month/Day

December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

ATTY. HEHERSON M. ASIDDAO

Email Address

--

Telephone Number/s

854 - 5711

Mobile Number

--

Contact Person's Address

--

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

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

SEC FORM 17-A, **AS AMENDED**

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended **December 31, 2019**
2. SEC Identification Number **26986**
3. BIR Tax Identification No **000-846-618-000**
4. Exact name of issuer as specified in its charter **D.M. Wenceslao & Associates, Incorporated**
5. Province, country or other jurisdiction of incorporation or organization **Philippines**
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office and postal Code
3/F Aseana Powerstation Building Aseana Business Park
D. Macapagal Blvd. Cor. Bradco Ave., Aseana City, Parañaque City
8. Issuer's telephone number, including area code: **(632) 8854-5711**
9. Former name, former address and former fiscal year, if changed since last report: **Not applicable**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

As of December 31, 2019

<u>Title of each class</u>	<u>Number of shares issued and outstanding and amount of debt outstanding</u>
Capital Stock, P1 par value	3,395,864,100

11. 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:

Stock Exchange: **Philippine Stock Exchange**
Securities listed: **Common shares**

12. Check whether the issuer:

- (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes ☒ No ☐

- (b) has been subject to such filing requirements for the past ninety (90) days.

Yes ☒ No ☐

13. Aggregate market value of the voting stock held by non-affiliates: P33.6 billion as of end 2019

**APPLICABLE ONLY TO ISSUERS INVOLVED IN
INSOLVENCY/SUSPENSION OF PAYMENTS PROCEEDINGS
DURING THE PRECEDING FIVE YEARS:**

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes ☒ No ☐

DOCUMENTS INCORPORATED BY REFERENCE

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of SEC Form 17-A into which the document is incorporated:

2019 Audited Consolidated Financial Statements (incorporated as reference for Items 1, 6, 7 & 12 of SEC Form 17-A)

CERTIFICATION

I, **HEHERSON M. ASIDDAO**, is the Chief Finance Officer and duly authorized representative of **D.M. WENCESLAO & ASSOCIATES, INC.** (the "Corporation") with SEC Registration Number 26986 and with principal office at 3/F Aseana Powerstation Bldg., D. Macapagal Blvd. cor. Bradco Avenue, Aseana City, Parañaque City, do hereby certify and state that:

1. The Corporation, will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through the Corporate Governance and Finance Department ("CGFD") issued on March 18, 2020 and March 30, 2020 in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019).
2. The information contained in **SEC Form 17-A or Annual Report** submitted on **May 15, 2020** is **true and correct** to the best of my knowledge.
3. On behalf of the Corporation, I hereby **undertake** to:
 - a. submit hard or physical copies of **SEC Form 17-A or Annual Report** with proper notarization and certification;
 - b. pay the applicable filing fees, if any

within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours.
4. I am fully aware that the non-submission of hard/physical copies of reports as well as a certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and the resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission.
5. I am executing this certification on **May 15, 2020** to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.


ATTY. HEHERSON M. ASIDDAO
Chief Finance Officer
Passport No: P5573311A

TABLE OF CONTENTS

	Page No
PART I – BUSINESS AND GENERAL INFORMATION	1
Item 1. Business	1
Item 2. Properties	12
Item 3. Legal Proceedings	15
Item 4. Submission of Matters to a Vote of Security Holders	15
PART II – OPERATIONAL AND FINANCIAL INFORMATION	15
Item 5. Market for Issuer's Common Equity and Related Stockholder Matters	15
Item 6. Management's Discussion and Analysis or Plan of Operation	17
Item 7. Financial Statements	37
Item 8. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	37
PART III - CONTROL AND COMPENSATION INFORMATION	38
Item 9. Directors and Executive Officers of the Issuer	38
Item 10. Executive Compensation	43
Item 11. Security Ownership of Certain Beneficial Owners and Management	44
Item 12. Certain Relationships and Related Transactions	45
PART IV – CORPORATE GOVERNANCE	48
Item 13.A Corporate Governance	48
Item 13.B Sustainability Report	50
PART V - EXHIBITS AND SCHEDULES	50
Item 14. Exhibits and Reports on SEC Form 17-C	50
INDEX TO EXHIBITS	51

PART I – BUSINESS AND GENERAL INFORMATION

Item 1. Business

Business Development and Principal Products or Services

D.M. Wenceslao & Associates, Incorporated (DMWAI or the Parent Company) was incorporated in the Philippines on April 7, 1965. DMWAI is presently engaged in the trade and business of general builders and contractors and related activities such as acting as specialty construction contractors, supervisors or managers in all cases of constructions, erections and works both public and private, real estate business and leasing. The shares of stock of the Company are officially listed in the Philippine Stock Exchange (PSE) on June 29, 2018. The Company listed 679,172,800 common shares generating proceeds (the Offering Proceeds) of P8,150.1 million.

DMWAI holds certain investments in entities that are either subsidiaries, associates or joint venture (collectively referred to herein as the “Group”). DMWAI is a subsidiary of Wendel Holdings Co., Inc. (WHI or Ultimate Parent Company), a company incorporated and domiciled in the Philippines. WHI is presently engaged in raising investments either through borrowings, sale or lease of its capital assets. The effective percentage of ownership of WHI in DMWAI aggregates to 62.92% and 78.65% as of December 31, 2019 and 2018.

DMWAI is an integrated property developer with an established track record and market-leading capabilities in land reclamation, construction and real estate development. The Group is the master developer of Aseana City, a development project with an approximate total land area of 1,074,714.0 sq.m. and is part of the larger 2,040,000.0 sq.m. Central Business Park – Islands B and C (CBP-BC) project, which we reclaimed. Aseana City is positioned to become the next major mixed-use or “Next Generation” central business district in Metro Manila, anchored by tourism, recreational developments and retail malls. These sectors have and continue to attract large investments into the Philippines, and we expect revenues from these sectors to increase correspondingly. Our master plan for Aseana City is designed to create a self-contained community and to specifically attract the middle-class working families and middle-income executives who work in these sectors.

Aseana City is situated close to two of the most significant recreational and entertainment districts in Metro Manila – PAGCOR’s Entertainment City and the SM Group’s Mall of Asia development. PAGCOR’s Entertainment City is a gaming and entertainment complex featuring high-end integrated casinos and tourism resorts, such as City of Dreams Manila, Solaire Resort & Casino, and Okada Manila, which attract leisure and tourist traffic to the entire area.

The Group possesses, in the aggregate, one of the largest contiguous land holdings in Metro Manila with a total area of 569,358.2 sq.m. located in Aseana City. As of December 31, 2019, the Group has eight (8) existing developed properties with leasable floor area of 89,914 sq.m., seven (7) of which are located in Aseana City. The Group has also launched its second residential projects which is currently undergoing construction.

DMWAI's registered office, is located at 3rd Floor Aseana Powerstation Building, Pres. Macapagal Avenue, Aseana Business Park, Parañaque City while its principal place of business is located at 15th Floor Aseana 3, D. Macapagal Blvd. cor. Asean Avenue, Aseana City, 1701 Parañaque City. The registered office of WHI, which is also its principal place of business, is at 306 E. Rodriguez Sr. Boulevard, Quezon City.

The following are the significant subsidiaries and associates of the Parent Company:

<u>Name of Subsidiaries</u>	<u>Date and Place of Incorporation</u>	<u>Percentage of Ownership</u>
<u>A. Real estate Development</u>		
Aseana Residential Holdings Corp. (ARHC),	July 6, 1999	100.00%
Aseana Holdings, Inc. (AHI)	March 20, 1996	99.98%
Aseana City Transport & Travel Corp. (ACTTC)	December 9, 2010	99.98%
<u>B. Land Holding</u>		
Portal Holdings, Inc. (PHI)	May 7, 1999	100.00%
Bay Area Holdings, Inc. (BAHI)	August 30, 1999	59.98%
<u>C. Construction and Land Reclamation</u>		
Fabricom, Inc. (FI)	February 13, 1986	99.98%
R-1 Consortium, Inc. (R-1)	May 31, 1996	55.45%
Mandaue Land Consortium, Inc. (MLCI)	June 7, 2002	81.00%
<u>D. Ancillary Services</u>		
U-City Technologies Philippines, Inc. (UCTPI)	October 4, 2013	99.98%
Aseana Real Estate Services Management Corp. (ARESM)	July 5, 2011	95.98%
Aseana Gas Energy Corp. (AGEC)	May 18, 2011	99.98%

The Company has three business segments, namely, rentals, construction and, sale of land and condominium units. The contribution of each of the business segments as of and for the year ended 2019 are as follows (in thousands):

	<u>Rentals</u>	<u>Construction</u>	<u>Sale of Land and Condominium Units</u>	<u>Total</u>
REVENUES				
Sales to external customers	P 1,958,782	P 71,108	P 1,483,503	P 3,513,392
Intersegment sales	<u>187,456</u>	<u>1,048,004</u>	<u>2,394,000</u>	<u>3,629,460</u>
Total revenues	<u>2,146,238</u>	<u>1,119,112</u>	<u>3,877,503</u>	<u>7,142,852</u>
COSTS AND OTHER OPERATING EXPENSES				
Cost of sales and services excluding depreciation and amortization	165,014	44,494	381,205	590,713
Depreciation and amortization	110,176	1,408	-	111,583
Other expenses	<u>104,341</u>	<u>4,722</u>	<u>99,323</u>	<u>208,386</u>
	<u>379,531</u>	<u>50,623</u>	<u>480,528</u>	<u>910,682</u>
SEGMENT OPERATING PROFIT	<u>P 1,766,707</u>	<u>P 1,068,488</u>	<u>P 3,396,975</u>	<u>P 6,232,170</u>

Further details relating to business segment data are disclosed in Note 4 of the attached 2019 consolidated financial statements.

As of December 31, 2019, the Company had a market capitalization of P33.6 billion.

For the year 2020, the Company expects to incur at least P4 billion for its capital expenditures.

Enterprise Risk Management

Our Board of Directors, through its Audit and Risk Committee, oversees the development and implementation of a sound Enterprise Risk Management (ERM) framework to effectively identify, assess, manage and monitor material risks. The members of the Audit and Risk Committee possess an adequate understanding of the assessment, management, and mitigation of risks to which the company is or may be exposed. They develop a formal risk management plan which contains the following:

- a. common language or register of risks,
- b. well-defined risk management goals, objectives and oversight,
- c. uniform processes of assessing risks and developing strategies to manage prioritized risks,
- d. designing and implementing risk management strategies, and
- e. continuing assessments to improve risk strategies, processes and measures.

Our management, on the other hand, is responsible for the development, implementation, and reporting of the Company's risk management plan, processes, and strategies. They define and develop a sound risk management practice, which provides a systematic and structured framework of identifying, assessing, communicating, cost-effective managing, and monitoring inherent and emerging risks that could materially affect the achievement of our objectives and goals.

As part of our risk management plan, the Management identifies the risks that could threaten the attainment of the Company's mission and vision, taking into considerations the economic, environmental, social, and governance (EESG) factors. The identified risks are assessed based on the assessment of impact and likelihood to determine the overall risk rating or materiality. The Management then determines and implements appropriate risk mitigation plans and strategies to address material risk. Responsibilities, accountabilities, and timelines for the action plans and strategies are defined to ensure implementation of the action plans. The Management periodically monitors and evaluates these risks, including the effectiveness of the risk mitigation plans and strategies.

Distribution methods of Products or Services

Sales, Leasing and Marketing

Our sales, leasing and marketing department is responsible for determining appropriate sales or lease plans for our land and properties. The main responsibilities of our sales staff, many of whom are licensed brokers, include analyzing market conditions, gathering and analyzing customers' information and profiles, preparing and executing marketing and promotional campaigns, recommending lease rates, unit prices and pricing-related policies for our land and properties, and negotiating the contracts for our sales and leases. They are in regular communications with accredited brokers and reputable third-party sales agents regarding our properties. On a per project basis, we assess the need for an exclusive marketing or leasing agent.

Our sales and leasing team is also responsible for managing our marketing initiatives, mainly through the use of print media and social media. They conduct market analysis to identify the appropriate target customer base and determine the advertising and sales plans for a particular property development and for a particular phase of the sales cycle. We appoint a media marketing agent on a yearly basis who carries out our advertising and promotional campaigns in accordance with a pre-approved annual plan and budget. We have adopted a standardized branding and marketing strategy covering advertisements, slogans and publicity materials in respect of our property developments in Aseana City. This approach enables us to uniformly promote our Aseana City concept of living and effectively builds up our brand image in line with our overall strategy of national growth.

Competition

The principal competitive factors affecting the property development industry include the location of the developments, the quality, workmanship and variety of designs, the sales and marketing strategies adopted by the developers, branding and the after-sale property management services.

Our developments are predominantly located in Aseana City, and we believe we compete with other property developers and commercial property operators in close proximity within the Manila Bay area, such as SM Development Corporation, DoubleDragon Properties Corp., Filinvest Land Inc., Megaworld Corp. and Federal Land Incorporated. In addition, the commercial and residential property market in Metro Manila is highly competitive and fragmented. As such, we face competition posted by other property developers and threats of new players entering the property development industry in Metro Manila. Some of our competitors may have greater brand recognition and financial, technical and marketing resources than us.

Our principal method of competition is flexibility in our negotiation of commercial terms with customers. We maintain flexibility on payment terms, the amount of the downpayment required and the payment period to make our land available for sale more attractive to customers. For our commercial projects, we are open to tenant negotiations on the length of the rent-free period or fit out period as well as rent escalation rates. Despite the high level of competition, we believe that the experience built up by our management, our track record in real estate development, leasing and management, and our understanding of local market preferences and conditions will enable us to compete effectively.

We believe that our land reclamation and infrastructure projects focused construction business is capital intensive in nature and requires significant technical expertise, operational and management know-how and financial resources, which all represent substantial barriers to entry. Furthermore, we have an over 50 years operating history and a proven track record in land reclamation and infrastructure construction, rendering us, we believe, one of the leading players in this sector in the Philippines. We primarily compete in terms of our flexibility on our target profit margin for the project, which affects our overall project pricing, and the amount of downpayment required from the customer.

The Philippine construction industry for the residential and commercial property markets is fragmented and highly competitive, especially in the Metro Manila area, with many construction companies competing aggressively in the same target market. These companies have existing or on-going residential and commercial projects in the Metro Manila area. We face strong competition from major domestic, Asian and international players who may have greater

financial, human and other resources, larger sales networks and greater name recognition than us. In addition to the “Build, Build, Build” program of the government, the Philippines construction industry is expected to be driven by rising infrastructure demand from various industries such as business process outsourcing, offshore gaming operators and tourism and, given the positive economic outlook for the Philippines, we expect greater focus on this sector from existing competitors such as DMCI Holdings, Inc., Megawide Construction Corporation and F.F. Cruz & Co., Inc., and potentially new entrants into the market. We also believe that the less technically complex sub-segments of the construction business, an area that is not our focus, will have lower barriers of entry and therefore will see more competition amongst smaller construction companies.

Notwithstanding the strong competition that we face, our Group believes that our established track record and standing in the industry and an integrated business model that allows us to fully leverage the synergies across our business segments and strategic land holdings in Aseana City will offer us a competitive advantage over our competitors and provide us with a platform for sustained future growth.

Suppliers

The Company has a broad range of suppliers, both local and foreign. We typically engage them on a per project basis whose contracts usually range from one to five years. We have maintained long-standing relationships with the majority of our suppliers and worked with them repeatedly for our projects. We select our suppliers based on the quality of their products and services and the competitiveness of their prices. We source raw materials through a centralized purchasing function and place mass orders of raw materials, which help us to lower our costs and standardize the materials used for the construction of each of our projects.

Customers

Contracts for Land Sales

Our land sales process is fairly standardized. Once full payment is made, we execute a deed of absolute sale in favor of the purchaser and title ownership of the land is only transferred at that stage. Starting 2016, we have successfully negotiated with our land buyers to pay minimum of 90% of the total consideration upon signing of the purchase agreement. In 2019, land sale from a single sale accounted for 27% of the total consolidated revenue.

As of December 31, 2019, we had completed the following land sales transactions for the past three years.

Purchaser	Total Land Area (sq.m.)	Usage of Land	Development Status	Date of Contract to Sell	Economic Interest⁽³⁾	% Purchase Price for which Payment Received	Sales (₱ in millions)	Cost of sales (₱ in millions)
Uni-Asia International Prime Holdings	2,521.0	Mixed Use	Planning	June 2017	100%	100%	605.04	80.10
MMA Land, Inc.	1,706.0	Mixed Use	Planning	July 2017	100%	100%	400.91	143.22
Jeco Development Corp.	1,933.0	Mixed Use	Planning	September 2017	100%	100%	483.25	61.42
Buyer's name confidential	2,202	Mixed Use	Planning	October 2019	100%	90%	935.85	66.74

Land Lease Agreements

For our land leases, we generally enter into mid to long-term leases ranging from 10 to 20 years, taking into account the estimated construction periods for the developments to be built on the relevant land plots. In September 2014, however, we signed a 45-year lease with Ayala Land for a parcel of land with an area of 92,317.0 sq.m. to be used as the site for the Ayala Malls Manila Bay, its highly anticipated mixed-use mall and hotel development. The typical terms of our land leases include provision for specified yearly escalation rates generally ranging from 5% to 10% and, in some cases, provide for additional or variable rent based upon the tenant's revenues.

The table below sets forth certain basic information on our top five land lessees, in terms of revenue contribution, as of December 31, 2019.

Lessee	Term	Usage of Land	Total Land Area (sq.m.)	Economic Interest⁽¹⁾	Commencement of Revenue Recognition	% of Total Land Rental Revenues for the year ended December 31, 2019
Ayala Land, Inc.	45 years (option to extend for 45 years)	Mixed-use mall and hotel development	92,317.0	100%	September 2014	76.57%
Ayala Land, Inc.	co-terminus with above	Mixed-use mall and hotel development	9,980.48	100%	January 2017	See consolidated percentage above
Prestige Bay Realty Development Corp.	15 years	Mixed-use	4,897.0	60%	March 2018	5.65%
Singapore School Manila Inc.	10 years (option to extend for 10 years)	School	4,787.0	100%	March 2014	2.81%
Globeway Property Ventures, Inc.	10 years (option to extend for 10 years)	Retail / Restaurant	4,897.0	100%	September 2015	2.08%
Seven Tall Trees Events, Inc.	10 years (option to extend for 5 years)	Events venue	5,857.0	100%	March 2013	1.77%

Rental revenues from a single lessee account for 21.34% and 34.96% of the consolidated total revenues in 2019 and 2018, respectively. While in 2017, rental revenues from a single lessee and sale of land from two customers account for 25.21% and 36.11% of the consolidated revenues, respectively. There are no other major existing lease and sales contract.

Leased Properties

Our lease agreements are generally for a term of five to 10 years with an option to extend upon giving six months' notice prior to expiry, depending on the business of the relevant tenant. The tenant is required to pay us (i) an advance prepayment of the first three months' rent (six months for certain tenants) upon signing of the lease, and (ii) a security deposit amounting to three months' rent (six months for certain tenants), subject to top-up increases by the tenant based on the escalated monthly rent rates for subsequent years. We generally offer a rent-free period of one month for every full floor of 1,000 sq.m. to 1,500 sq.m. leased. Our lease rates are based on our market studies of the property landscape and rental prices in Aseana City and surrounding areas, and we specify a standard annual fixed rental escalation rate typically ranging from 5% to 10%, which we believe is in line with industry standards. For retail space leases, other than a fixed monthly rental rate, we may ask for additional variable percentage payments such as an additional monthly payment amounting to a certain percentage of the tenant's monthly gross product sales, or choose to be paid the higher of either the fixed monthly rental or the variable percentage payment.

Below sets forth certain basic information on our top five commercial space leases, in terms of revenue contribution, as of December 31, 2019.

Tenant and Building	Term	Business	Total Leased Floor Area (sq.m.)	Commencement of Revenue Recognition	% of Our Total Building Rental Revenues for the year ended December 31, 2019
Flying Dragon Network Phils. Inc. (Aseana Three)	5 years	Gaming	19,827.3	December 2017	22.58%
Itechno Specialist, Inc. (Aseana 1)	3 years	BPO	2,504.7	April 2018	8.62%
Genx Sport & Media Production Corp. (Aseana 1)	5 years	Gaming	2,504.7	July 2018	7.86%
Starfuzion Management Corporation (Aseana Town Center)	10 years (option to extend for 5 years)	Retail	7,646.1	December 2016	7.85%
V Ships Services Oceana, Inc. (Aseana Two)	10 years (option to extend)	Logistics	7,694.5	December 2014	7.47%

Transactions with related parties

As of December 31, 2019, the Company is 62.9% and 80.0% owned by WHI and Wenceslao family, respectively.

Please refer to Item 12 of this report ("Certain Relationships and Related Transactions")

Government approvals/regulations

The Company secures various permits, licenses, certificates and other government approvals such as the environmental compliance certificate, development permits, license to sell, etc. as part of the normal course of its business. We also obtain and maintain various licenses in relation to our construction activities, which include among others, our contractor's license from the Philippine Contractors Accreditation Board (PCAB).

OUR EMPLOYEES

As of December 31, 2019, we employed a total approximately of 181 permanent staff, of which 51% are construction and operation staff. Permanent staff also includes executive and management staff, finance and accounting staff, and administrative staff. We also hire temporary staff, including staff on short-term contracts and staff paid on a part-time or hourly rated basis, particularly at the construction sites.

The following table sets forth our employees by function as of December 31, 2018.

Function	Number of Employees
Executives and Management	17
Construction and Operation	92
Finance and Accounting	20
Administration	52
Total	181

As of December 31, 2019, none of our employees belonged to any union nor were they parties to any collective bargaining agreements. As of the date of this report, we have not experienced any strikes or other disruptions due to labor disputes. We have consistently benefited from low staff turnover rates and strong management-employee relations.

Staff recruitment and training

We recognize the importance of having a strong team of management and technical personnel to meet our growth plans. Accordingly, we place great emphasis on staff recruitment, training and development. Our hiring process involves a series of tests whereby applicants are screened on the following criteria: (i) educational qualifications; (ii) skills and talents; (iii) relevant work experience; and (iv) potential qualities.

Our introductory orientation program offers all new employees basic training on company policies, rules and regulations, quality management and safety guidelines. In particular, our Human Resources Department prepares the Employees Skills Inventory Manual, which is used to monitor the performance of employees and summarizes their expected competencies. The Employees Skills Inventory Manual and Performance Appraisal comprise the basis for the Annual Training Plan, which maps out our overall training guidelines. Select employees undergo further training in their respective disciplines based on their scope of work. Refresher courses, including updates, are provided to employees on a regular basis thereafter.

We are committed to providing high quality service and instill this ethic in our employees through comprehensive quality management training. The basis for our quality management standards are set out in our Quality System Manual (“QSM”) and the various manuals comprising the Quality System Documentation Structure (“QSDS”). These manuals serve as a reference for assessment of current practices and proposed improvement, and therefore assist us to maintain unified documented practices across all departments. The QSM covers the following areas in quality control: (i) control of documents; (ii) control of records; (iii) control of nonconforming products or services; (iv) internal quality audit; (v) corrective action; and (vi) preventive action. All employees have access to the QSM and QSDS and are required to attend training sessions on quality management and follow-up briefings. We also conduct periodic quality reviews to monitor and assess the implementation of our quality standards.

Risks

Our business is largely affected by the general level of activity and growth in Aseana City.

We mainly operate in Aseana City and as a result, the continuous growth and development of Aseana City and the surrounding areas are paramount to our business and future prospects. The development of Aseana City is implemented in accordance with a master plan that is estimated to require upward of 15 years to complete. We have significant influence over the master planning of the area, and thus the continuing development of Aseana City, but we cannot assure you that the master plan will be effectively carried out as contemplated, or that the vision of Aseana City as the next major mixed use central business district within Metro Manila will eventually be realized. Completion of the ongoing public transport infrastructure projects expected to benefit the development of Aseana City may be substantially delayed, or future planned infrastructure projects may be postponed indefinitely or cancelled. There is no assurance that the drivers expected to facilitate Aseana City's development and also underlie our business strategies may eventually materialize, such as the continuous growth of the BPO sector that is expected to increase the demand for commercial space, the anticipated increase in POGOs and in gaming activities in the adjacent Entertainment City that is expected to generate consumer and visitor traffic for the entire area, and the success of the tourism and recreational-related developments that is expected to increase the value of, and demand for, residential and commercial space within Aseana City. Many other factors can also affect the development of Aseana City, including the state of the national and regional economies in the Philippines, changes in Government policies leading to changes in market conditions, and political and social developments that may translate into project execution difficulties.

To help manage these risks, we have diversified our earnings base to include rental income from our investment properties, and revenue from sales of condominium units, sales and leasing of land, and construction contracts. In keeping with our general strategies, we started pursuing strategic and opportunistic acquisitions of land and other properties outside Aseana City. Nevertheless, in the event Aseana City does not develop as we plan and envision, there could be a material and adverse effect on our business and prospects.

Our title to our land holdings may be subject to various lawsuits, challenges and claims.

Our existing land holdings in Aseana City, which were obtained pursuant to the agreements described below, are entirely located on reclaimed foreshore land, otherwise known as the CBP-BC development. The total book value of such land holdings, including the buildings and improvements constructed on such land, amounted to ₱14,533.3 million as of December 31, 2019, and comprised approximately 46% of our total consolidated assets as of the same date.

Although we hold registered titles to our land holdings, Philippine law provides that issuance of titles does not create or vest title, but only constitutes evidence of ownership over such properties. Thus, our ownership, registration, and possession of titles and actual possession of our land holdings do not foreclose the possibility that the Government or third parties may at any time, file lawsuits to challenge our rights to our land holdings. Notwithstanding the foregoing, we are not aware of the validity of our titles being questioned, impugned, challenged or invalidated by the Government or any other third party since the time we acquired ownership over our land holdings in Aseana City and up to the date of this Prospectus. We are not aware of any proceedings, contentions, claims or disputes questioning our titles which had arisen in over

20 years since such titles were registered in our name. Nevertheless, there may still be a possibility that the Government would file a lawsuit to question our titles and right to our land holdings in the future, because as a general rule, the right of the Government to seek the reversion of a property to the State is imprescriptible.

Despite our registered titles to our land holdings, it remains possible that a party with no direct interest in the land may elect to challenge our titles, as was permitted in the case *Chavez v. Public Estates Authority* (“PEA”) and *Amari Coastal Bay Development Corporation* (“Amari”) (G.R. No. 133250, July 9, 2002, reconsideration denied on May 6, 2003 and November 11, 2003), or the PEA Amari Decision. In the PEA Amari Decision, PEA entered into a joint venture agreement with Amari to develop three reclaimed islands known as the “Freedom Islands”. The petitioner in that case filed a petition before the Supreme Court to question the sale of portions of the Freedom Islands to Amari alleging that such sale violated Section 3, Article XII of the Constitution, which prohibits the Government from alienating lands of public domain to private corporations. The Supreme Court ruled in that case that ownership over reclaimed foreshore lands under an amended joint venture agreement between PEA and Amari could not be transferred from PEA to Amari because: (1) reclaimed lands, being lands of the public domain, cannot be disposed of by the State to any private person until such reclaimed lands are (a) reclassified as disposable or alienable, and (b) declared to be no longer needed for public purpose, by law or presidential proclamation; (2) alienable public lands cannot be disposed of by the State to private persons by sale or lease without public bidding; and (3) alienable lands of the public domain cannot be disposed of to private corporations, except by lease, in accordance with the constitutional ban on private corporations acquiring lands of the public domain. The Supreme Court further ruled that the amended joint venture agreement between PEA and Amari violated Section 3, Article XII of the Constitution, declared the same as null and void *ab initio* and enjoined PEA and Amari from implementing the said agreement.

However, in the case of *Chavez v. National Housing Authority* (“NHA”) and *R-II Builders, Inc.* (the “NHA Decision”) (G.R. No. 164527, August 15, 2007), the Supreme Court clarified that in certain cases, the transfer of land, although illegal or unconstitutional, will not be invalidated on considerations of equity and social justice. In the NHA Decision, NHA and R-II Builders Inc. entered into a joint venture agreement for the development of the Smokey Mountain dumpsite and the reclamation of the 40 hectares of the Manila Bay Area situated across Radial Road 10. Similar to the Amari case, the amended joint venture agreement between NHA and R-II Builders, Inc. was questioned based on Section 3, Article XII of the Constitution, among other grounds. However, unlike in the Amari case where the Supreme Court held that the subject reclaimed lands remained to be lands of the public domain which cannot be held by private corporations except by lease, the Supreme Court held in the NHA Decision that, by virtue of the transfer of the subject reclaimed lands to NHA, said lands were automatically classified as lands of the private domain or patrimonial properties of the State which can be sold or transferred to qualified private corporations (i.e., private corporations which are at least 60% owned by Filipinos). In the NHA Decision, the Supreme Court also upheld the validity of the joint venture agreement and emphasized that the concurrent acts of the executive department, including the issuance of several presidential proclamations and special patents therefore (which acts were found to be legal, valid and binding by the court), had vested rights in favor of slum dwellers, the buyers of reclaimed land who were issued titles over said land, and the agencies and investors who made investments in the project. The Supreme Court also held that the ruling in the Amari case cannot be retroactively applied since it may prejudice vested rights.

The Office of the Government Corporate Counsel (“OGCC”), through Opinion No. 244, Series of 2007 dated November 13, 2007, confirmed the position of PRA that the jurisprudence found

in the NHA Decision is applicable to our titles to our land holdings in Aseana City, insofar as the titles have already been registered in the name of purchasers in good faith and for value, and such registration were completed prior to the PEA Amari Decision. This OGCC Opinion, however, is on the premise that the private parties to whom the land were ultimately conveyed are qualified to own the same under the Constitution and existing laws and jurisprudence.

While the PRA and OGCC are of the opinion that our titles can no longer be invalidated, there is no assurance that the Government or third parties will not challenge our rights to such reclaimed lands. Although PEA, as stated in the PEA Board Resolution No. 3448 Series of 2004 and its letter dated July 15, 2004 to us, has committed to use its best efforts to defend our titles in Aseana City, or to assist us in our defense thereof, should any claim or lawsuit to question our titles be filed against us in the future, there can be no assurance that such defense will be successful. If any such lawsuit against us is successful and our titles are invalidated by the Philippine courts, we may be subject to reversion proceedings and ordered to transfer our titles to our land holdings in Aseana City to the Government.

It is also stated in the said PEA Board Resolution and letter that, “if in any case and at any instance in the future, the Supreme Court of the Philippines shall declare that the said conveyance is unconstitutional or illegal, PEA hereby commits to reimburse your company and/or assignees the fair market value of your reclaimed land and investments including the improvements that may have been made thereon.” There is a possibility that we may be entitled to compensation on a *quantum meruit* basis only, if the ruling by the Supreme Court in the PEA Amari Decision (in particular, the May 6, 2003 decision denying the Motion for Reconsideration) is determined by the court to be applicable to our instance. In the PEA Amari Decision, the Supreme Court stated that despite the nullity of the amended joint venture agreement between PEA and Amari, Amari was not precluded from recovering from PEA in the proper proceedings, on a *quantum meruit* basis, whatever Amari might have incurred in implementing the said joint venture agreement prior to its declaration of nullity.

We are exposed to risks inherent in the Philippine property market (and especially Metro Manila) as all of our properties are situated in the Philippines.

We are highly dependent on the performance of the Philippine property market since all of our properties are located in the Philippines. Thus, we are directly affected by the risks that affect the Philippine property market as a whole. Many factors contribute to fluctuations in the Philippine property market including the general demand and supply of properties, increases and decreases in interest rates, inflationary pressures, Government-related real estate policies such as the recent lower loan-to-value ratios for commercial real estate loans and the BSP’s tightening of policies related to real estate loans. Any decline in the value of land or real estate in the Philippines may lead to a downward revaluation of our land holdings and other real estate assets, and a decrease in our rental rates.

Our margins may be affected by increases in our operating and other expenses.

Our operations may be subject to increases in operating and other expenses due to a number of factors including, but not limited to, any of the following:

- increases in raw material prices;
- increases in labor costs;
- increases in construction costs;
- increases in the rate of inflation;

- changes in laws, regulations or government policies which increase the cost of compliance with such laws, regulations or policies;
- increases in insurance premiums;
- increases in customs duties, business taxes, property taxes and other statutory changes;
- adverse changes in the cost of existing and future debt financing; and
- other unanticipated circumstances or cost increases.

Item 2. Properties

As of the date of this report, we own 448 parcels of land with an aggregate land area of approximately 777,787.80 sq.m., comprising 569,358.20 sq.m. in terms of our land holdings in Aseana City and 208,429.6 sq.m. for land holdings outside Aseana City. In addition, we own eight self-developed buildings with an aggregate leasable floor area of 89,914 sq.m. As of December 31, 2019, we do not lease any properties or building units from any third party.

Owned real properties

The parcels of land that we own constitute raw land that forms our land holdings and include areas that are subject to existing land leases, or which have been utilized by our Group for development of real estate projects. The buildings that we own are either occupied by our Group as our offices or leased to third parties pursuant to lease agreements.

As of December 31, 2019, certain parcels of our land are used as collateral in connection with our bank loans and borrowings.

Mortgaged Land Area (sq.m.)	Creditor	Nature of Loan
7,604.0	Bank of the Philippine Islands	Long-term loan and revolving promissory note line granted to our Company
30,212.0	Bank of the Philippine Islands	Long-term loan and revolving promissory note Line granted to our Company Medium-term loan granted to our subsidiary, Aseana Holdings, Inc.
7,720.0	BDO Unibank, Inc.	Credit line and domestic bills purchase line granted to our Company
7,897.0	Security Bank Corporation	Term loan and domestic bills purchase line granted to our subsidiary, Aseana Holdings, Inc.

The table below sets forth certain basic information on our owned buildings as of the date of this report.

<u>Location / Building</u>	<u>Total Leasable Floor</u>	
	<u>Area (sq.m.)</u>	<u>Usage</u>
Aseana One	20,189.10	Mixed use office building
Aseana Two	14,288.90	Mixed use office building
Aseana Three	30,914.00	Mixed use office building
Aseana Square	2,136.70	Commercial and retail complex
Aseana Powerstation Building	4,710.00	Commercial and retail complex
Aseana Town Center	12,848.60	Commercial and retail complex
DMWAI Building	1,041.80	Office with ground floor retail
S&R Building (2 nd Floor)	3,785.10	Mixed used office building
Total	89,914.2	

As of December 31, 2019, except as disclosed above, there were no mortgages, liens or other encumbrances attached to such owned properties or any limitations on our ownership or usage of such properties, other than liens created by operation of law, voluntary development restrictions imposed upon all tenants in Aseana City due to their acceptance of membership in ABPEA.

Owned personal properties

As of December 31, 2019, we owned certain personal property comprising machinery and equipment as described below.

	<u>Value (in millions)</u>
Building and Improvements.....	231.7
Furniture and office equipment.....	107.9
Machinery and construction equipment.....	77.8
Transportation equipment.....	10.7
Other machinery and equipment.....	0.2
Total.....	428.3

Ongoing Projects

Pixel Residences

Pixel Residences is the first mixed-used residential development of the Company conceptualized to meet the demand for quality, generous living spaces and a private space at a prime location. Starting the last quarter of 2019, the Company has started the turnover of units for this project.

As of December 31, 2019, P121.0 million from the Offering Proceeds were released for this project.

8912 Asean Ave.

8912 Asean Ave. is a 15-story office building with total gross leasable area of approximately 68,000 sq.m. The project stretches 120 meters along Asean Ave. with convenient access to retail options at the Ayala Malls Bay Area, connected through an elevated walkway. Commercial retail spaces are located on the first level while offices are located starting on the fifth floor and above.

As of December 31, 2019, P1,050.2 million from the Offering Proceeds were used to fund the planning related activities, pile driving and construction works of this project.

MidPark Towers

Comprises of four 15-story buildings that offer various sizes ranging from 36 sq.m. for a studio unit to 108 sq.m. for a three-bedroom unit.

MidPark Towers is situated within two to five kilometers from all terminals of Ninoy Aquino International Airport and the recently inaugurated Paranaque Integrated Terminal Exchange (formerly known as Southwest Integrated Bus Terminal Exchange). The property is within walking distance from Ayala Malls Bay Area and the planned Light Rail Transit Aseana station.

As of December 31, 2019, P103.6 million from the Offering Proceeds were released for the design, planning, pile driving and general construction works of the project.

Parqal

Parqal with approximately 67,000 sq.m. leasable floor area is a mixed-use project with office and retail spaces that stretches from Diokno Ave. to Macapagal Ave.

The project features a climate protected and walkable mixed-use development with a 50% retail component. It is composed of nine independent 4-storey buildings. Around 60% of Parqal lot area is dedicated to lush green landscapes and recreational facilities.

As of December 31, 2019, P706.0 million from the Offering Proceeds were allocated and fully used to fund the design, planning, pile driving and general construction works of this project.

Aseana Plaza

Aseana Plaza is the fifth and latest office project of the Group, located along Asean Avenue beside 8912 Asean Avenue & Parqal Mixed-use development.

Aseana Plaza is designed to cater to the traditional corporate offices and Business Process Outsourcing industry, and gaming and tourism-related companies.

The four-tower project sits in an approximately 15,000 sqm site and to date has a total construction floor area of 230,173.14 sq.m. and a gross floor area of approximately 150,000 sqm. It is connected to the skywalk system master plan that follows Aseana City's urban concept.

As of December 31, 2019, P15.7 million of the Offering Proceeds were released to fund the design and planning works of this project.

Item 3. Legal Proceedings

There are pending claims and legal actions filed by the Group or against the Group arising from the normal course of its business. Management believes that the ultimate liability, if any, with respect to such litigations, claims and disputes will not materially affect the financial position and results of operations of the Group.

Item 4. Submission of Matters to a Vote of Security Holders

There were no matters submitted to a vote of security holders during the fourth quarter of the calendar year covered by this report.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Issuer's Common Equity and Related Stockholder Matters

Market Information

The Company's common shares were officially listed in the Philippine Stock Exchange on June 29, 2018.

As of December 31, 2019, the closing price of the Company's shares is P9.90/share.

The table below sets out the quarterly price movement of its shares based on closing prices.

	Philippine Stock Exchange Prices (in PhP/Share)								
	<u>2020</u>			<u>2019</u>			<u>2018</u>		
	<u>High</u>	<u>Low</u>	<u>Close</u>	<u>High</u>	<u>Low</u>	<u>Close</u>	<u>High</u>	<u>Low</u>	<u>Close</u>
First Quarter	9.80	6.55	7.00	11.72	7.70	11.60	-	-	-
Second Quarter	-	-	-	12.38	9.34	9.75	-	-	10.26
Third Quarter	-	-	-	11.40	8.75	9.75	10.46	8.08	8.34
Fourth Quarter	-	-	-	10.42	9.50	9.90	8.36	7.55	7.80

As of March 31, 2020, the closing price of the Company's shares is P7.00/share.

Shareholders

There are 15 registered holders of common shares of the Company as of March 31, 2019.

The following are the registered holders of the common equity securities of the Company:

	Stockholder Name	No. of Shares	% to Total Shares
1.	Wendel Holdings Co., Inc.	2,136,554,780	62.92
2.	PCD Nominee Corporation - Fil	620,488,073	18.27
3.	Delfin J. Wenceslao Jr.	578,808,847	17.04
4.	PCD Nominee Corporation Non-Fil	47,116,499	1.39
5.	Intelli Searchrev Corporation	10,941,000	0.29
6.	Sysmart Corporation	1,538,000	0.05
7.	Serafin U. Salvador Jr.	406,700	0.02
8.	Joselito C. Herrera	5,000	0.00
9.	Ma. Christmas R. Nolasco	3,000	0.00
10.	Jaybee C. Baraquel	1,000	0.00
11.	Nadezhda Iskra F. Herrera	500	0.00
12.	Gabrielle Claudia F. Herrera	500	0.00
13.	Oscar Sison Reyes	100	0.00
14.	Alberto Victor P. Fenix Jr.	100	0.00
15.	Botschaft N. Cheng or Sevila Ngo	1	0.00

Dividends

Class	Declaration Date	Amount	Record Date	Payment date
Common shares	February 15, 2019	119,999,650	March 4, 2019	March 28, 2019
Common shares	April 24, 2020	159,999,533	May 11, 2020	June 4, 2020

Item 6. Management's Discussion and Analysis or Plan of Operation

2019

DMW Delivers 24% Net Income Growth to P2.37 billion in 2019

Financial and Operational Highlights

(In Millions Pesos, except for financial ratios and percentages)

	Year ended December 31 (AUDITED)				
	2019	% to Revenues	2018	% to Revenues	% Change
Profit & Loss Data					
Revenues	3,513	100%	2,152	100%	63%
Cost of services and sales	694	20%	347	16%	100%
Gross profit	2,819	80%	1,805	84%	56%
Other operating expenses – net	548	15%	433	20%	25%
Other income – net	1,056	30%	1,206	56%	(12%)
Net income	2,252	64%	1,921	89%	17%
Net income attributable to owners of the Parent company	2,374	68%	1,911	89%	24%
	Dec 31, 2019	% to Total Assets	Dec 31, 2018	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	31,267	100%	29,789	100%	5%
Total Liabilities	10,734	34%	10,923	37%	(2%)
Total Equity attributable to owners of the Parent company	19,987	64%	18,197	61%	10%
	As of the period ended December 31				
Other Key Financial Ratios	2019		2018		
Current Ratio	1.61		1.62		
Debt to Equity	3%		11%		
Return on Equity	12%		14%		
Net income ratio	64%		89%		
Recurring Income Contribution	56%		88%		
	As of the period ended				
Key Operating Data	December 31, 2019		December 31, 2018		
Total leased land area (sq.m.)	158,079		155,418		
Total leasable floor area (sq.m.)	89,914		89,914		
Total occupancy rate (leased buildings) (%)	98%		98%		

Revenue

Total consolidated revenue increased by P1,361.1 million, or 63.2%, from P2,152.3 million in 2018 to P3,513.4 million in 2019, primarily due to the following:

Rentals

Our total rental revenue increased by P57.6 million, or 3.0%, from P1,901.2 million in 2018 to P1,958.8 million in 2019.

- Rentals of Land. Rentals of land increased by P13.9 million, or 1.4% from P965.2 million in 2018 to P979.1 million in 2019. The increase was primarily attributable to the additional land lease agreements from various land lessees with a total leased land area of 2,661.0 sq.m. Our total leased land area increased from 155,418 sq.m. as of December 31, 2018 to 158,078 sq.m. as of December 31, 2019.
- Rentals of Building. Rentals of building increased by P31.4 million, or 4.1%, from P762.1 million in 2018 to P793.5 million in 2019. The increase was primarily attributable to the effect of increase in rental rates of Aseana One and Two for the renewal of tenants of their contract of lease. Our total leased floor area is 89,914 sq.m. as of December 31, 2019 and 2018.
- Other revenue. Other revenue increased by P12.4 million, or 7.1%, from P173.8 million in 2018 to P186.2 million in 2019. The increase was primarily attributable to the increase in parking fee collections, electricity and LPG consumption, and CUSA charges related to leasing activities.

Land Sales

Total land sale revenue increased by P934.6 million, or 74,600.7%, from P1.3 million in 2018 to P935.9 million in 2019 primarily due to the sale of 2,202 sq.m land area at P425,000 (exclusive of value-added tax) per sq.m. In 2018, the Parent Company received P1,200.0 million as Other income (see discussion on Other income) which resulted in the Parent Company not needing to sell lots in Aseana City to support the Group's development projects. Hence, no sale of land in Aseana City was transacted for the twelve months ended December 31, 2018.

Construction contracts

Total construction revenue decreased by P59.4 million, or 45.5%, from P130.5 million in 2018 to P71.1 million in 2019 primarily due to the decrease in construction activities rendered to external customers. In 2019, the Group started to focus its construction resources in completing its on-going internal projects.

Sale of Condominium Units

The revenue from sale of condominium units increased by P428.3 million, or 358.9%, from P119.4 million in 2018 to P547.7 million in 2019. This increase was attributable primarily to the increase in the number of units, both for Pixel and MidPark project, that are qualified for revenue recognition in 2019 compared to units for the same period in 2018. Furthermore, there's an increase in incremental percentage of completion in 2019

compared to the incremental percentage of completion for the same period in 2018. As of December 31, 2019, Pixel and Midpark project has a percentage of completion of 70.51% and 12.94%, respectively.

Cost of Services and Sales

Our consolidated cost of services and sales increased by P347.5 million, or 100.2%, from P346.8 million in 2018 to P694.3 million in 2019 due primarily to the following:

Rentals

Costs of rentals increased by P54.8 million, or 25.8%, from P212.4 million in 2018 to P267.2 million in 2019. The increase in cost was due primarily to the increase in real property tax of P22.6 million, increase in utilities of P13.0 million, increase in depreciation of P4.7 million, increase in outside services of P5.0 million, and increase in other materials and supplies of P4.7 million.

Land Sales

Costs of land sales increased by P66.7 million, or 166,435.0%, from P0.04 million in 2018 to P66.7 million in 2019. There is no land sale within Aseana City in 2018.

Construction Contracts

Costs of construction contracts decreased by P15.6 million, or 25.4%, from P61.5 million in 2018 to P45.9 million in 2019. The decrease in cost was due primarily to lesser construction activities rendered to external parties.

Sale of Condominium Units

Cost of sale of condominium units increased by P241.6 million, or 331.4%, from P72.9 million in 2018 to P314.5 million in 2019. The increase was attributable primarily due to increase in the number of units that are qualified for revenue recognition and an increase in incremental percentage of completion in 2019 compared to the same period in 2018.

Other Operating expenses - net

Other operating expenses - net increased by P115.0 million, or 26.5%, from P433.2 million in 2018 to P548.2 million in 2019. The increase was attributable primarily to the increase in commission expenses of P63.9 million. In 2018, the Company received a reimbursement of arbitration cost amounting to P50.9 million and is part of other operating income account in the consolidated statements of profit and loss. The Company does not have the same transaction in 2019.

Other Income (net of charges)

Other income decreased by P149.7 million, or 12.4% from P1,206.0 million (net of charges) in 2018 to P1,056.3 million (net of charges) in 2019 primarily due to the following:

Finance Income

Finance income increased by P227.8 million, or 327.8%, from P69.5 million in 2018 to P297.3 million in 2019. The increase was attributable primarily to the recognition of interest income from additional short-term placements.

Finance Costs

Finance costs increased by P28.6 million, or 40.9%, from P69.9 million in 2018 to P98.5 million in 2019. The increase was attributable primarily to the recognition of interest expense related from lease liabilities amounting to P12.3 million and increase in bank interest charges amounting to P10.7 million.

Other Income

Other Income pertains to the non-refundable consideration received in relation to the Company's giving of its consent in favor of a third party to be able to buy from another party certain parcels of land contributed to a joint arrangement (see note 20 to the consolidated audited financial statements). Subject to certain terms and conditions governing the transfer of such rights to the third party, the Company is entitled to consideration totaling P2,050.0 million over two years, of which a non-refundable portion amounting to P850.0 million and 1,200.0 million was received by the Company for the twelve months ended December 31, 2019 and 2018, respectively.

Tax Expenses

Our tax expenses increased by P122.8 million, or 23.0%, from P657.5 million in 2018 to P1,075.2 million in 2019, representing an effective income tax rate of 30.6% and 30.5% of gross revenue, respectively.

Net Profit

Net profit attributable to parent company increased by P462.8 million, or 24.2%, from P1,911.2 million in 2018 to P2,374.0 million in 2019.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P1,478.1 million, or 5.0%, from P29,788.7 million as of December 31, 2018 to P 31,266.8 million as of December 31, 2019 due to the following:

- Cash and cash equivalents decreased by P2,337.8 million, or 31.0%, from P7,549.2 million to P5,211.4 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to payment of maturing loans and payment to subcontractors for the on-going construction of the Group's pipeline projects.

Receivables increased by P574.5 million, or 11.9%, from P4,811.3 million to P5,385.8 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the recognition of rental receivable based on PAS17.

- Contract asset increased by P82.3 million, or 49.4%, from P166.7 million to P249.0 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the increase in units that qualified for revenue recognition and the increase in percentage of completion of Pixel Residences and MidPark Towers. Contract asset pertains to unconditional rights to payment for the total consideration upon the completion of the development of the property sold.
- Land and land development cost decreased by P149.7 million, or 6.9%, from 2,162.2 million to P2,012.5 million as of December 31, 2018 and December 31, 2019, respectively, primarily due reclassification of cost of land leased area to investment properties - net.
- Property development costs increased by P456.7 million, or 64.2%, from P711.4 million to P1,168.1 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the cost incurred in constructing Pixel Residences and MidPark Towers. As of December 31, 2019, percentage of completion for Pixel Residences and MidPark Towers is 70.5% and 12.9%, respectively.
- Other current assets increased by P1,032.0 million, or 55.7%, from P1,854.4 million to P2,886.4 million as of December 31, 2018 and 2019, respectively, primarily due to additional placements to short-term time deposits.
- Property, plant and equipment - net increased by P311.4 million, or 238.3%, from P130.7 million to P442.1 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the cost of Aseana Three allocated for the Group's own use of office space and the related cost incurred for its fit out.
- Investment properties - net increased by P1,124.3 million, or 9.8%, from P11,448.4 million to P12,572.7 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the cost incurred for 8912 Asean Ave., Parqal, Aseana Plaza, 58 Jupiter, and reclassification of cost of land leased area from Land and Land Development Cost. In 2019, the Group recognized a right-of-use asset amounting to P158.2 million related to a leased land where Aseana Three is located.
- Deferred tax assets increased by P123.0 million, or 256.5% from P47.9 million to P170.9 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to taxes paid related to collections from buyers of condominium units.
- Other non-current assets increased by P382.4 million, or 52.8%, from P723.6 million to P1,106.0 million as of December 31, 2018 and December 31, 2019, respectively,

primarily due to additional deposit or downpayment on progress billings of subcontractors.

Total Liabilities

Total liabilities in decreased by P189.1 million, or 1.7%, from P10,922.7 million as of December 31, 2018 to P10,733.6 million as of December 31, 2019 due to the following:

- Loans and borrowings decreased by P1,417.2 million, or 73.5%, from P1,928.9 million to P511.7 million as of December 31, 2018 and December 31, 2019, respectively, primarily due payment of maturing loans.
- Trade and other payables increased by P181.6 million, or 17.9%, from P1,014.0 million to P1,195.6 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to increase in deferred output VAT payable of P235.0 million, increase in retention payable of P38.1 million related to a portion of progress billings from suppliers, increase in other liabilities pertaining to statutory payables of P61.1 million, and decrease in payable to subcontractors and suppliers of P152.6 million.
- Contract liability increased by P344.2 million, or 163.6%, from P210.5 million to P554.7 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the increase in the amount received from real estate customers in excess of the amount the Group has rights to receive based on the progress of the real estate development.
- Deposits and advances increased by P251.5 million, or 19.4%, from P1,298.4 million to P1,549.9 million as of December 31, 2018 and December 31, 2019, respectively, mainly due to payments received related to the sale of condominium units of Pixel Residences and MidPark Towers.
- Lease liability increased by P164.4 million, or 100%, as of December 31, 2019 primarily due to adoption of PFRS 16. Lease liability is measured at the present value of the lease payments unpaid discounted using implicit interest rate (see note 2.18 of consolidated audited financial statements).
- Income tax payable increased by P388.6 million, or 349.5%, as of December 31, 2019 primarily due to the increased of net taxable income.
- Deferred tax liabilities increased by P181.6 million, or 24.2%, from P721.0 million to P902.6 million as of December 31, 2018 and December 31, 2019, respectively, due to recognition of deferred income taxes related to deferred rental income.
- Retirement benefit obligation decreased by P24.1 million, or 87.3%, from P27.6 million to P3.5 million as of December 31, 2018 and 2019, respectively, due to establishment of post-employment benefit plan that is being administered by a trustee bank legally separated from the Group.

Total Equity

Total equity increased by P1,667.2 million, or 8.8%, from P18,866.0 million to P20,533.2 million as of December 31, 2018 and December 31, 2019, respectively, primarily due to the results of operation of P2,252.0 million for the year ended December 31, 2019, increase in revaluation reserves – net of P20.4 million, net of declaration of dividends of P524.5 million, and effect in change in ownership of P80.6 million that resulted from the sale of rights.

Other Key Financial Ratios

The Company's key performance indicators are measured in terms of the following: (a) Current ratio which determines the liquidity of the Company (b) Debt to equity which determines the Company's financial leverage (c) Return on equity which measures the profitability to capital provided by stockholders (d) net income ratio which measures the ratio of net profit to total gross revenue (e) recurring income contribution.

- Current ratio decreased to 1.61 from 1.62 as of December 31, 2019 and 2018, respectively, mainly due to the proceeds from the listing of the Company's shares.
- Debt to equity ratio decreased to 3% from 11% as of December 31, 2019 and 2018, respectively, due to payment of maturing loans.
- Return on equity decreased to 12% from 14% as of December 31, 2019 and 2018, respectively, as a result of operations.

Net income margin increased to 64% as of the period ended December 31, 2019 from 89% as of the same period in 2018 mainly due to change in revenue mix. In 2018, the Parent Company received P1,200.0 million as Other income (see discussion on Other income) which resulted in the Parent Company not needing to sell lots in Aseana City.

- Recurring income contribution decreased to 56% in 2019 from 88% in 2018. As discussed above, there was a change in revenue mix as a result of land sale for the year.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

2018**DMW's Net Income Accelerates 23% to P1,911 million in 2018**

Financial and Operational Highlights

(In Millions Pesos, except for financial ratios and percentages)

Twelve months ended December 31 (AUDITED)					
	2018	% to Revenues	2017	% to Revenues	% Change
Profit & Loss Data					
Revenues	2,152	100%	2,778	100%	(23%)
Cost of services and sales	347	16%	440	16%	(21%)
Gross profit	1,805	84%	2,339	84%	(23%)
Other operating expenses - net	433	20%	180	6%	141%
Other income (expenses)	1,206	56%	(66)	(2%)	1,926%
Net income	1,921	89%	1,558	56%	23%
Net income attributable to owners of the Parent company	1,911	89%	1,558	56%	23%
	Dec 31 2018	% to Total Assets	Dec 31 2017	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	29,789	100%	20,374	100%	46%
Total Liabilities	10,923	37%	11,055	54%	(1%)
Total Equity attributable to owners of the Parent company	18,197	61%	8,660	43%	110%
As of the period ended					
Other Key Financial Ratios	December 31, 2018		December 31, 2017		
Current Ratio	1.62		0.75		
Debt to Equity	11%		29%		
Return on Equity	14%		20%		
Net income contribution	89%		56%		
Recurring Income Contribution	88%		52%		
As of the period ended					
Key Operating Data	December 31, 2018		December 31, 2017		
Total leased land area (sq.m.)	155,418		150,521		
Total leasable floor area (sq.m.)	89,914		59,000		
Total occupancy rate (leased buildings) (%)	98.0%		94.1%		

Revenue

Total consolidated revenue decreased by P626.0 million, or 22.5%, from P2,778.3 million in 2017 to P2,152.3 million in 2018, primarily due to the following:

Rentals

Our total rental revenue from rentals increased by P460.4 million, or 32.0%, from P1,440.8 million in 2017 to P1,901.2 million in 2018.

- Rentals of Land. Rentals of land increased by P45.8 million, or 5.0% from P919.4 million in 2017 to P965.2 million in 2018. The increase was primarily attributable to the addition of Prestige Bay Development Corporation as a lessee commencing in March 2018, with a leased land area of 4,897.0 sq.m. Our total leased land area increased from 150,521 sq.m. as of December 31, 2017 to 155,418 sq.m. as of the same period of 2018.
- Rentals of Building. Rentals of building increased by P332.4 million, or 77.4%, from P429.7 million in 2017 to P762.1 million in 2018. The increase was primarily attributable to the effect of the completion and recognition of rentals from Aseana Three starting January 2018. As of December 31, 2017, Aseana Three is not yet completed and no rental revenue has yet been recognized. Our total leased floor area increased from 59,000 sq.m. as of December 31, 2017 to 89,914 sq.m. as of same period of 2018.
- Other revenue. Other revenue increased by P82.1 million, or 89.5%, from P91.7 million as restated in 2017 to P173.8 million in 2018. The increase was primarily attributable to the effect of occupancy in Aseana Three, which contributed to an increase in CUSA fees payments received from our tenants.

Land Sales

In order to support its expansion and finance the development of its pipeline projects, the Company usually sells certain lots in Aseana City as part of its financing strategy. As of December 2018, the Parent Company received P1,200.0 million as Other income (see discussion on Other income) which resulted in the Parent Company not needing to sell lots in Aseana City to support the Group's development projects. Hence, no sale of land in Aseana City was transacted for the twelve months ended December 31, 2018. Sale of lots in Aseana City amounted to P1,088.3 million for the same period of 2017.

Construction Contracts

In 2018, the Group's construction activities were primarily focused on its internal projects.

Revenue from construction contracts decreased by P71.6 million, or 35.4%, from P202.1 million in 2017 to P130.5 million in 2018. The decrease was attributable primarily to the single large additional pile driving, pile hacking and sheet piling works for the Ayala Malls Manila Bay project in 2017.

Sale of Condominium Units

The revenue from sale of condominium units increased by P72.3 million, or 153.5%, from P47.1 million in 2017 to P119.4 million in 2018. This increase was attributable primarily to the increase in percentage of completion of Pixel Residences from 18.29% in 2017 to 37.81% in 2018.

In addition, the launch of MidPark Towers resulted to recognition of revenue from certain sales contract that met the revenue threshold. Percentage of completion for MidPark Towers as December 31, 2018 is 10.32%

Cost of Services and Sales

Our consolidated cost of services and sales decreased by P93.0 million, or 21.1%, from P439.8 million in 2017 to P346.8 million in 2018.

Rentals

Costs of rentals increased by P76.7 million, or 56.5%, from P135.7 million in 2017 to P212.4 million in 2018. In January 2018, Aseana Three was completed and was already occupied by certain tenants. The increase in cost was due primarily to an increase in depreciation expenses of P37.7 million, an increase in utilities of P9.9 million, an increase in other material and supplies of P9.6 million, an increase in outside services of P6.7 million, and an increase in repairs and maintenance of P7.9 million.

Land Sales

Costs of land sales decreased by P141.5 million, or 100%, from P141.5 million in 2017 to nil in 2018. As discussed in a previous paragraph, there is no land sale in 2018.

Construction Contracts

Costs of construction contracts decreased by P70.7 million, or 53.5%, from P132.2 million in 2017 to P61.5 million in 2018. Most of the Group's construction activities in 2018 are internal projects.

Sale of Condominium Units

Cost of sale of condominium units increased by P42.6 million, or 140.6%, from P30.3 million in 2017 to P72.9 million in 2018. The increase was attributable primarily to the increase in percentage of completion of Pixel Residences and MidPark Towers as well as the related cost of additional units which are qualified for revenue recognition.

Other Operating Income (expenses)

Other operating income (expenses) increased by P253.1 million, or 140.5%, from P180.1 million in 2017 to P433.2 million in 2018.

Other Operating Income

Other operating income decreased by P184.0 million, or 62.7%, from P293.5 million in 2017 to P109.5 million in 2018 due mainly to the sale of certain investment properties in Aseana City which resulted in the gain on sale of P257.7 million in 2017.

Operating expenses

Operating expenses increased by P69.1 million, or 14.6%, from P473.6 million in 2017 to P542.7 million in 2018. The increase was attributable primarily to (i) increase in professional fees of P34.7 million due to fees incurred related to initial public offering, (ii) increase in taxes and licenses of P14.8 million, (iii) increase in salaries and wages of P12.2 million due to the hiring of employees for the Group, and (iv) increase in impairment loss related to receivables amounting to P7.3 million

Other Income (net)

Other income increased by P1,271.9 million, or 1,929.0% from total net other charges of P65.9 million in 2017 to total net other income of P1,206.0 million in 2018 primarily due to the non-refundable consideration received related to the waiver of rights to purchase a certain parcel of land.

Finance Income

Finance income increased by P62.3 million, or 865.3%, from P7.2 million in 2017 to P69.5 million in 2018. The increase was attributable primarily to the recognition of interest income from additional short-term placements.

Other Income

Other Income increased by P1,200.0 million, or 100%. The increase was due primarily to the non-refundable consideration received in relation to the Company's giving of its consent in favor of a third party to be able to buy from another party certain parcels of land contributed to a joint arrangement (see note 22.4 to the consolidated audited financial statements). Subject to certain terms and conditions governing the transfer of such rights to the third party, the Company is entitled to consideration totaling P2,050.0 million over two years.

Tax Expenses

Our tax expenses increased by P122.8 million, or 23.0%, from P534.7 million in 2017 to P657.5 million in 2018, representing an effective income tax rate of 19.2% and 30.5% of gross revenue, respectively. The increase in the effective income tax rate was due to the change in revenue mix of the Group and the recognition of taxable other income in 2018.

Net Profit

Net profit attributable to parent increased by P352.7 million, or 22.6%, from P1,558.5 million in 2017 to P1,911.2 million in 2018.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P9,414.9 million, or 46.2%, from P20,373.8 million as of December 31, 2017 to P 29,788.7 million as of December 31, 2018 due to the following:

- Cash and cash equivalents increased by P6,104.7 million, or 422.6%, from P1,444.5 million to P7,549.2 million as of December 31, 2017 and 2018, respectively, primarily due to the proceeds from the initial public offering.
- Receivables increased by P777.7 million, or 19.3%, from P4,033.6 million to P4,811.3 million as of December 31, 2017 and 2018, respectively, primarily due to deposit made to a certain subcontractor for the on-going construction of office building, recognition of rental receivable based on PAS17 and recognition of additional contracts from sale of condominium units.
- Contract asset increased by P119.4 million, or 252.4%, from P47.3 million to P166.7 million as of December 31, 2017 and 2018, respectively, primarily due to the increase in percentage of completion recognized for Pixel Residences and MidPark Towers having an incremental accomplishment in 2018 of 19.5% and 10.3%, respectively.
- Land and land development cost increased by P207.8 million, or 10.6%, from P1,954.4 million to P2,162.2 million as of December 31, 2017 and 2018, respectively, primarily due to the capitalized costs incurred in developing Aseana City.
- Property development costs increased by P116.3 million, or 19.5%, from P595.1 million to P711.4 million as of December 31, 2017 and 2018, respectively, primarily due to the capitalized cost incurred in constructing Pixel Residences.
- Other current assets increased by P1,302.4 million, or 235.9%, from P552.0 million to P1,854.4 million as of December 31, 2017 and 2018, respectively, primarily due to additional placements to short-term time deposits.
- Investment in joint venture held for termination increased by P120.8 million, or 100%, as of December 31, 2018 primarily due to the reclassification of the carrying amount of its investment in joint venture under Investment in joint venture account in the consolidated financial statements. (see Note 13.2 of Notes to consolidated financial statements).
- Investment property increased by P339.7 million, or 3.1%, from P11,108.7 million to P11,448.4 million as of December 31, 2017 and 2018, respectively, primarily due to the completion of Aseana Three in January 2018.
- Other non-current asset increased by P428.3 million, or 145.0%, from P295.3 million to P723.6 million as of December 31, 2017 and 2018, respectively, primarily due to advance payment to suppliers related to the construction of an office building.

Total Liabilities

Total liabilities decreased by P132.2 million, or 1.2%, from P11,054.9 million as of December 31, 2017 to P10,922.7 million as of December 31, 2018, respectively, due to the following:

- Loans and borrowings decreased by P548.0 million, or 22.1%, from P2,476.9 million to P1,928.9 million as of December 31, 2017 and 2018, respectively, due to payment of maturing loans.
- Contract liability increased by P86.2 million, or 69.3%, from P124.3 million to P210.5 million as of December 31, 2017 and 2018, respectively, due to the increase in the amount received from real estate customers in excess of the amount the Group has rights to receive based on the progress of the real estate development.
- Deposits and advances increased by P176.5 million, or 15.7%, from P1,121.9 million to P1,298.4 million as of December 31, 2017 and 2018, respectively, mainly due to advance rental and security deposit received from tenants related to new office building.
- Deferred tax liabilities increased by P224.8 million, or 45.3%, from P496.2 million to P721.0 million as of December 31, 2017 and 2018, respectively, due to recognition of income taxes related to deferred rental income.
- Retirement benefit obligation decreased by P38.1 million, or 58.0%, from P65.7 million to P27.6 million as of December 31, 2017 and 2018, respectively, due to establishment of post-employment benefit plan that is being administered by a trustee bank legally separated from the Group.

Total Equity

Total equity increased by P9,547.0, or 102.4%, from P9,318.9 million to P18,866.0 million as of December 31, 2017 and 2018, respectively, primarily due to the following:

- Capital stock increased by 25% due to the listing of the Company's shares on June 29, 2018.
- Additional paid-in capital increased by P6,965 million, or 100% as of December 31, 2018 mainly due to recognition of proceeds net of par value of listed shares and transaction costs incidental to the offering.
- Net profit of P1,911.2 million in 2018.

Other Key Financial Ratios

The Company's key performance indicators are measured in terms of the following: (a) Current ratio which determines the liquidity of the Company (b) Debt to equity which determines the Company's financial leverage (c) Return on equity which measures the profitability to capital provided by stockholders (d) net income ratio which measures the ratio of net profit to total gross revenue (e) recurring income contribution.

- Current ratio increased to 1.62 from 0.75 as of December 31, 2018 and 2017, respectively, mainly due to the proceeds from the listing of the Company's shares.
- Debt to equity ratio decreased to 11% from 29% as of December 31, 2018 and 2017, respectively, due to payment of maturing loans and the increase in equity due to the listing of shares.
- Return on equity decreased to 14% from 20% as of December 31, 2018 and 2017, respectively, as a result of increase in equity.
- Net income margin increased to 89% as of the period ended December 31, 2018 from 56% as of the same period in 2017 mainly due to the non-refundable consideration received in relation to the waiver of rights to purchase a land which is presented as part of Other income account in the consolidated statements of profit and loss.
- Recurring income contribution increased to 88% in 2018 from 52% in 2017 due to additional lease from the newly constructed building, Aseana Three and due to change in revenue mix.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

2017**DMW's Core Net Income up by 25% to P2,778 million in 2017**

Financial and Operational Highlights

(In Millions Pesos, except for financial ratios and percentages)

Twelve months ended December 31 (AUDITED)					
	2017	% to Revenues	2016	% to Revenues	% Change
Profit & Loss Data					
Revenues	2,778	100%	2,104	100%	32%
Cost of services and sales	440	16%	453	22%	(3%)
Gross profit	2,338	84%	1,651	78%	42%
Other Operating income (expenses)	(180)	6%	73	4%	(347%)
Other Charges - net	66	2%	78	4%	-15%
Net income	1,558	56%	1,209	57%	29%
Net income attributable to owners of the Parent company	1,558	56%	1,207	57%	29%
	Dec 31 2017	% to Total Assets	Dec 31 2016	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	20,374	100%	17,986	100%	13%
Total Liabilities	11,055	54%	10,235	57%	8%
Total Equity attributable to owners of the Parent company	8,660	43%	7,091	39%	22%
As of the period ended					
Other Key Financial Ratios					
	December 31, 2017		December 31, 2016		
Current Ratio	0.75		0.58		
Debt to Equity	29%		38%		
Return on Equity	20%		16%		
Net Income Margin	56%		57%		
Recurring Income Contribution	52%		60%		
Key Operating Data					
	December 31, 2017		December 31, 2016		
Total leased land area (sq.m.)	150,521		140,540		
Total leasable floor area (sq.m.)	59,000		56,863		
Total occupancy rate (leased buildings) (%)	94.1%		97.6%		

Revenue

Total consolidated revenue increased by P674.7 million, or 32.1%, from P2,103.6 million in 2016 to P2,778.3 in 2017, primarily due to the following:

Rentals

Our total rental revenue increased by P169.8 million, or 13.4%, from P1,271.0 million in 2016 to P1,440.8 million in 2017.

- Rental of Land. Rental of land increased by P58.9 million, or 6.8% from P860.5 million in 2016 to P919.4 million in 2017. The increase was attributable primarily to the additional Ayala Land land lease in 2017 with an area of 9,981 sq.m. Our total leased land area increased from 140,540 sq.m. as of December 31, 2016 to 150,521 sq.m. as of December 31, 2017.
- Rental of Building. Rental of building increased by P85.1 million, or 24.7% from P344.6 million in 2016 and P429.7 million in 2017. The increase was attributable primarily to the full occupancy of Aseana Town Center and S&R as well as the completion of Aseana Square in June 2017. Our total leased floor area was 56,863 sq.m. and 59,000 sq.m. as of December 31, 2016 and 2017, respectively.
- Other revenue. Other revenue increased by P25.8 million, or 39.2% from P65.9 million in 2016 to P91.7 million in 2017. The increase was attributable primarily to the completion of Aseana Square in June 2017, which generated CUSA fees and reimbursable expenses that we generally charged our tenants.

Land Sales

Revenue from land sales increased by P487.6 million, or 81.2%, from P600.7 million in 2016 to P1,088.3 million in 2017. The increase was attributable primarily to the increase in sales price. Land prices increased by P65,000 per sq.m, or 35.1% from P185,000 per sq.m in 2016 to P250,000 per sq.m in 2017. The Group sold 4,454 sq.m. of land in 2017 while 3,054 sq.m. in 2016.

Construction Contracts

Revenue from construction contracts decreased by P29.1 million, or 12.6%, from P231.2 million in 2016 to P202.1 million in 2017. The decrease was attributable primarily to lesser construction services performed by us in 2017 while a single large pile driving works for the Ayala Malls Manila Bay project for its shopping and hotel complex development was substantially completed by the end of December 31, 2016.

Sale of Condominium Units

The revenue from sale of condominium units increased by P46.4 from P0.7 million in 2016 to P47.1 million in 2017. This increase was attributable primarily to the increase in percentage of completion of Pixel Residences from 3% in 2016 to 18% in 2017.

Cost of Services and Sales

Our consolidated cost of services and sales decreased by P13.1 million, or 2.9%, from P452.9 million in 2016 to P439.8 million in 2017.

Rentals

Costs of rentals increased by P5.6 million, or 4.3%, from P130.1 million in 2016 to P135.7 million in 2017. In June 2017, Aseana Square was completed and was fully occupied by the end of the same year. The increase in cost was due primarily to an increase in repairs and maintenance of P5.3 million and increase in depreciation expense of P3.4 million.

Land Sales

Costs of land sales increased by P21.1 million, or 17.5%, from P120.4 million in 2016 to P141.5 million in 2017. The increase was attributable primarily to the increase in land area sold from 3,054.0 sq.m. in 2016 to 4,454.0 sq.m. in 2017.

Construction Contracts

Costs of construction contracts decreased by P69.8 million, or 34.6%, from P202.0 million in 2016 to P132.2 million in 2017. The decrease was attributable primarily to the decrease in construction activities in 2017.

Sale of condominium units

Sale of condominium units increased by P29.9 million, or 7,475%, from P0.4 million in 2016 to P30.3 million in 2017 mainly due to the increase in percentage of completion of Pixel Residences.

Other Operating Income (expenses)

Other Operating Income

Other operating income decreased by P74.9 million, or 20.3%, from P368.4 million in 2016 to P293.5 million in 2017 primarily to the decrease in area of land sold from 4,716 sq.m. in 2016 to 1,706 sq.m. in 2017. In 2016, we had a gain on sale of investment property amounting to P312.5 million as a result of the sale of two parcels of land in Aseana City with an approximate land area of 4,716 sq.m. In 2017, we sold an approximate land area of 1,706 sq.m.

Operating expenses

Operating expenses increased by P178.6 million, or 60.5%, from P295.0 million in 2016 to P473.6 million in 2017. The increase was attributable primarily to (i) increase in professional fees of P76.7 million arising from the arbitration with Alphaland Development Inc., (ii) increase in commission expenses of P40.1 million due to the increase in land sale transactions, (iii) increase in salaries and wages of P28.2 million due to the hiring of additional employees for the Group and (iv) increase in association dues of P11.1 million.

Other Charges (net)

Other charges decreased by P12.1 million, or 15.5% from P78.0 million in 2016 to P65.9 million in 2017.

Finance Costs

Finance costs decreased by P11.7 million, or 14.0%, from P83.8 million in 2016 to P72.1 million in 2017. The decrease was attributable primarily to the re-payment of loans and borrowings.

Finance Income

Finance income increased by P3.2 million, or 80.0%, from P4.0 million in 2016 to P7.2 million in 2017. The increase was attributable primarily to the recognition of interest income from short-term time deposits.

Other Income

Other Income decreased by P7.1 million, or 100%. The decrease was due primarily to acquisition of Reine in 2016 as a wholly owned subsidiary of AHI. The acquisition resulted to a gain amounting to P7.1 million in 2016. No such transaction happened in 2017.

Tax Expenses

Our tax expenses increased by P97.7 million, or 22.4%, from P437.0 million in 2016 to P534.7 million in 2017, representing an effective income tax rate of 20.8% and 19.2% of gross revenue, respectively. The decrease in the effective income tax rate was due to the benefit derived from electing the optional standard deduction amounting to 40% of gross sales or gross receipts.

Net Profit

As a result of land sales as well as full occupancy of Aseana Square, Aseana Town Center and S&R, our net profit increased by P348.8 million, or 28.9%, from P1,209.0 million in 2016 to P1,557.8 million in 2017. Our net profit margins in 2016 and 2017 were 57.5% and 56.1%, respectively.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P2,387.8 million, or 13.3%, from P17,986.0 million as of December 31, 2016 to P 20,373.8 million as of December 31, 2017 due to the following:

- Cash and cash equivalents increased by P625.0 million, or 76.3%, from P819.5 million to P1,444.5 million as of December 31, 2016 and 2017, respectively, primarily due to the increase in sales price of land sold.
- Receivables increased by P373.9 million, or 10.3%, from P3,659.7 million to P4,033.6 million as of December 31, 2016 and 2017, respectively, primarily due to recognition of rental receivable based on PAS17 amounting to P569.8 million, additional deposits to suppliers amounting to P68.5 million net of collection of instalment receivable related to sale of land amounting to P250.4 million.
- Contract asset increased by P46.6 million, or 6,657.1%, from P0.7 million to P47.3 million as of December 31, 2016 and 2017, respectively, primarily due to the increase in percentage of completion recognized for Pixel Residences having an incremental accomplishment in 2017 of 15.7%.
- Land and land development decreased by P54.3 million, or 2.7%, from P2,008.7 million to P1,954.4 million as of December 31, 2016 and 2017, respectively, primarily due to reclassification of certain portion of land held for lease to Investment property.
- Property development costs increased by P570.8 million, or 2,349.0%, from P24.3 million to P595.1 million as of December 31, 2016 and 2017, respectively, primarily due to the cost incurred in constructing Pixel Residences.
- Other current assets increased by P287.1 million, or 108.4%, from P264.9 million to P552.0 million as of December 31, 2016 and 2017, respectively, primarily due to the increase in Input VAT paid related to payment to subcontractors.
- Investment property increased by P624.4 million, or 6.0%, from P10,484.3 million to P11,108.7 million as of December 31, 2016 and 2017, respectively, primarily due to the completion of Aseana Square in June 2017 and construction of Aseana Three.
- Other non-current asset decreased by P84.1 million, or 22.2%, from P379.4 million to P295.3 million as of December 31, 2016 and 2017, respectively, primarily due to recoupment of advance payment to supplier related to the construction of an office building.

Total Liabilities

Total liabilities increased by P820.0 million, or 8.0%, from P10,234.9 million as of December 31, 2016 to P11,054.9 million as of December 31, 2017, respectively, due to the following:

- Loans and borrowings decreased by P186.5 million, or 7%, from P2,663.4 million to P2,476.9 million as of December 31, 2016 and 2017, respectively, due to payment of maturing loans.
- Trade and other payables increased by P589.4 million, or 112.4%, from P524.5 million to P1,113.9 million as of December 31, 2016 and 2017, respectively, due to billings from supplier for project contractors particularly Aseana Three and Pixel Residences.
- Contract liability increased by P118.1 million, or 1,904.8%, from P6.2 million to P124.3 million as of December 31, 2016 and 2017, respectively, due to the increase in the amount received from real estate customers in excess of the amount the Group has rights to receive based on the progress of the real estate development.
- Deposits and advances increased by P96.6 million, or 9.4%, from P1,025.3 million to P1,121.9 million as of December 31, 2016 and 2017, respectively, mainly due to advance rental and security deposit received from tenants related to new office building, Aseana Square and Aseana Town Center.
- Deferred tax liabilities increased by P219.5 million, or 79.3%, from P276.7 million to P496.2 million as of December 31, 2016 and 2017, respectively, due to recognition of income taxes related to deferred rental income.

Other Key Financial Ratios

The Company's key performance indicators are measured in terms of the following: (a) Current ratio which determines the liquidity of the Company (b) Debt to equity which determines the Company's financial leverage (c) Return on equity which measures the profitability to capital provided by stockholders (d) net income ratio which measures the ratio of net profit to total gross revenue (e) recurring income contribution.

- Current ratio increased to 0.75 from 0.58 as of December 31, 2017 and 2016, respectively, mainly due to the increase in cash as a result of increase in selling price of land sold.
- Debt to equity ratio decreased to 29% from 38% as of December 31, 2017 and 2016, respectively, due to payment of maturing loans.
- Return on equity increased to 20% from 16% as of December 31, 2017 and 2016, respectively, as a result of increase in results of operations.
- Net income margin slightly decreased to 56% from 57% as of December 31, 2017 and 2016, respectively mainly due to the change in sales mix of the Company.
- Recurring income contribution decreased to 52% from 60% as of December 31, 2017 and 2016, respectively due to change in sales mix.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

Item 7. Financial Statements

Please see the attached 2019 consolidated financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules.

Item 8. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

Independent Public Accountants

Punongbayan & Araullo, a member firm of Grant Thornton International Ltd., independent auditors, has audited our consolidated financial statements as of and for the years ended December 31, 2019, 2018 and 2017.

Punongbayan & Araullo has acted as our external auditor since 2010. Endel Mata is our current audit partner while Romualdo V. Murcia III is our audit partner for the periods ended December 31, 2018 and 2017.

The Board approved the re-appointment of Punongbayan & Araullo as the Corporation's external auditor for 2019. The re-appointment of Punongbayan & Araullo will be presented to the stockholders for their approval at the 2020 Annual Stockholders' Meeting.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

We have not had any material disagreements on accounting and financial disclosures with our current external auditors for the same periods or any subsequent interim period. Punongbayan & Araullo has neither shareholdings in us nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities in us. Punongbayan & Araullo will not receive any direct or indirect interest in us or in any securities thereof (including options, warrants or rights thereto) pursuant to or in connection with the Offer. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

The following table sets out the aggregate fees billed for each of the last two fiscal years for professional services rendered by Punongbayan & Araullo.

	2018	2019
	(₱ in millions)	
Audit and audit-related fees		
Audit services	2.6	2.6
Other assurance and related services	2.2	—
All other fees	0.2	0.3
Total	4.9	2.9

In relation to the audit and review of our consolidated financial statements, our Manual provides that the Audit and Risk Committee shall, among other activities (i) evaluate significant issues reported by the external auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of our Company; (ii) ensure that other non-audit work provided by the external auditors is not in conflict with their functions as external auditors; and (iii) ensure our compliance with acceptable auditing and accounting standards and regulations.

PART III - CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Issuer

The following table sets out certain information regarding the members of the Board and our senior management. All members of the Board and executive officers listed below are citizens of the Philippines.

Name	Age	Position
Delfin J. Wenceslao, Jr.	76	Director, President and Chairman of the Board
Sylvia C. Wenceslao	74	Vice President for Corporate Social Responsibility
Delfin Angelo C. Wenceslao	40	Director and Chief Executive Officer
Paolo Vincent C. Wenceslao	43	Director and Chief Operating Officer
Carlos Delfin C. Wenceslao	48	Director and Vice President for Logistics
Edwin Michael C. Wenceslao	44	Director and Vice President for Treasury and Administration
Alberto P. Fenix, Jr.	75	Independent Director
Alberto E. Pascual* ¹	67	Independent Director
Oscar S. Reyes* ²	74	Independent Director
Atty. Heherson M. Asiddao, CPA	41	Chief Finance Officer
Atty. Paul Mar M. Quinto	50	Chief Legal Officer and Corporate Secretary
Rachelle C. Paunlagui	34	Investor Relations Officer
Atty. Madelyn D. Sarmiento, CCO	34	Compliance Officer

The business experience for the past five years of each of our Directors and executive officers is set out below.

Delfin J. Wenceslao, Jr., *Director, President and Chairman of the Board*

Mr. Delfin J. Wenceslao, Jr. is the President, Chairman of the Board and co-founder of the Corporation since April 1965. He is also the President or Chairman of all of the Group companies. In addition, he is the former President of the Philippine Constructors Association, a board member of the International Federation of Asian and Western Pacific Contractors' Associations, and a member of the Chamber of Real Estate & Builders' Associations, Inc.

¹ Alberto E. Pascual resigned from the Corporation effective June 30, 2019 for personal reasons.

² Replaced Alberto E. Pascual effective July 29, 2019.

Mr. Wenceslao, Jr. is a licensed real estate broker and holds a Bachelor of Science degree in Economics from the Ateneo De Manila University, a Master of Business Administration degree and a Doctor of Business Administration from Pamantasan Lungsod ng Maynila.

Sylvia C. Wenceslao, *Vice President for Corporate Social Responsibility*

Ms. Sylvia C. Wenceslao is the Vice President for Corporate Social Responsibility of the Corporation since January 1992. She is the President of S Foods, Inc. and D Foods, Inc., the Vice Chairman of Wendel Construction Company Inc., a director and Vice President of Fabricom, Inc., the Treasurer of Philippine Ecopanel Inc., Wendel Holdings Company Inc. and Wendel Osaka Realty Corporation, and a director of Aseana Holdings, Inc. She also holds executive positions in almost all of the Group companies.

Delfin Angelo C. Wenceslao, *Director and Chief Executive Officer*

Mr. Delfin Angelo C. Wenceslao is a Director and the Chief Executive Officer of the Corporation since June 2015. He is the President of Aseana Holdings, Inc., Aseana Gas Energy Corp. and U-City Technologies Philippines, Inc. He is also the Managing Director of Aseana Real Estate and Management Corp. He serves as the Chief Executive Officer of ABPEA and Vice President of Property Management of Aseana Residential Holdings Corp. (formerly Bowood Holdings, Inc.) and Portal Holdings, Inc. He also serves as an executive officer for almost all of the Group companies.

Mr. Wenceslao is a licensed real estate broker and holds a Bachelor of Arts degree in Management Economics from Ateneo de Manila University and a Master of Science degree in Real Estate Development from Massachusetts Institute of Technology.

Paolo Vincent C. Wenceslao, *Director and Chief Operating Officer*

Mr. Paolo Vincent C. Wenceslao is a Director and the Chief Operating Officer of the Corporation since June 2015. He is the President of Wendel Ground Improvement, Inc., and Vice President of Operations of Aseana Residential Holdings Corp. (formerly Bowood Holdings, Inc.), Portal Holdings Inc. and ABCC. He is also the Chief Operating Officer of ABPEA and serves as a director of a majority of the Group companies.

Mr. Wenceslao is a licensed civil engineer and real estate broker. He holds a Bachelor of Science degree in Civil Engineering from De La Salle University.

Edwin Michael C. Wenceslao, *Director and Treasurer*

Mr. Edwin Michael C. Wenceslao is a Director and the Treasurer of the Corporation since 2002. He is the President of Aquadisk Corporation and Managing Director of S Foods Corp., D. Foods Corp., P. Foods Inc., Alphainvest Corporation and Grandwen-B Gas Corp and Bay Resources and Development Corp. He is the Chief Financial Officer of ABPEA. He also serves as a director and Treasurer of Aseana Holdings, Inc., Fabricom, Inc., BAH and other affiliates of the Corporation. He is a director and Treasurer of Aseana Residential Holdings Corp. (formerly Bowood Holdings, Inc.), Aseana Gas Energy Corp. and U-City Technologies Philippines, Inc. He likewise serves as a director of Portal Holdings, Inc., WHI and other affiliates of the Corporation.

Mr. Wenceslao holds a Bachelor of Arts degree in Humanities with specialization in Entrepreneurial Management from the University of Asia and the Pacific and a Master of Business Administration degree from the Ateneo Graduate School of Business. Mr. Wenceslao also received financial training at Jupiter Asset Management in London, England.

Carlos Delfin C. Wenceslao, *Director and Vice President for Logistics*

Mr. Carlos Delfin C. Wenceslao is a Director of the Corporation since May 1997. He is the President of Urban Agro Products, Inc., the Executive Vice President of SHLP-BBP Realty Inc., and the Corporate Secretary of ABPEA. He is a director and Vice President of Logistics of Aseana Residential Holdings Corp. (formerly Bowood Holdings, Inc.) and Portal Holdings, Inc. He is a director of Aseana Holdings, Inc., WHI, and other affiliates of the Corporation.

Alberto P. Fenix, Jr., *Independent Director*

Dr. Alberto P. Fenix, Jr. was elected as an independent Director of the Corporation on February 23, 2018. He has over 40 years of experience in various industries such as manufacturing, mining, commercial and investment banking, and real estate. He is a director of SPC Power Corporation and was also a director of Victorias Milling Company, Inc. He is also the Chairman and President of Fenix Management and Capital, Inc. and Alpina Realty, Inc., as well as President of Ivoclar Vivadent, Inc.

Dr. Fenix holds a master's and doctorate degrees in Industrial Management from Massachusetts Institute of Technology's Sloan School of Management and a bachelor's degree in Mathematics from the Ateneo de Manila University.

Alberto E. Pascual, *Independent Director*^{*3}

Mr. Alberto E. Pascual was elected as an independent Director of our Company since January 2017. He was a Senior Vice President and Corporate Banking Division Head at the Bank of the Philippine Islands and a Senior Vice President and Retail Mortgage Division Head at BPI Family Savings Bank. In addition, he held various key positions in the following companies and committees: a member of Unibank Credit Committee, Chairman of Division I Sub-Credit Committee, Vice Chairman of Unibank ROPOA Sub-Credit Committee, President of Santiago Land Development Corporation, a director of BPI Leasing Corporation, a director of BPI Rental Corporation, a member of both BPI Leasing Corporation and BPI Rental Corporation's respective risk management, audit and asset liability committees, and a member of the credit committee of BPI Family Savings Bank.

Mr. Pascual graduated with a Bachelor of Science degree in Business Administration, major in Financial Management, from the University of the Philippines, Diliman, and holds a Master of Business Administration degree from the Ateneo Graduate School of Business.

Oscar S. Reyes, *Independent Director*^{*4}

Mr. Oscar S. Reyes was the former President and Chief Executive Officer of Manila Electric Company from May 2012 to May 2019, wherein he also served as Senior EVP and COO from July 2010 to May 2012. Prior thereto, Mr. Reyes was the Country Chairman of the Shell companies in the Philippines, and the President & CEO of Pilipinas Shell Petroleum Corp. from

³ Alberto E. Pascual resigned from the Corporation effective June 30, 2019 for personal reasons.

⁴ Replaced Alberto E. Pascual effective July 29, 2019.

May 1997 to December 2011. He held various executive and directorship positions in the said companies from January 1986 to December 2004.

Mr. Reyes obtained his Bachelor of Arts, Major in Economics (Cum Laude) from the Ateneo de Manila University in 1965 and Master of Business Administration (Academic units completed) from the Ateneo Graduate Business School in 1971. He also attended the Japan Productivity Center/Asian Productivity Organization Business Management Consultants and Trainers' Program, the Waterloo Lutheran University International Management Development Program in Canada, the Harvard Business School Program for Management Development in the United States, and the Lensbury Centre Commercial Management Study Program in the United Kingdom.

Mr. Reyes is currently an Independent Director of Manila Water Company, Pepsi Cola Products Philippines Inc., Basic Energy Corporation and Cosco Capital Inc., and a member of the Advisory Council of PLDT Inc., and Bank of the Philippine Islands.

Atty. Heherson M. Asiddao, CPA, *Chief Finance Officer*

Atty. Heherson M. Asiddao is the Chief Finance Officer of the Corporation since 2015. He had extensive experience as an auditor with Punongbayan & Araullo in the Philippines prior to joining the Corporation. He also has experience in a real estate company and a listed construction company.

Atty. Asiddao holds a Bachelor of Science degree in Accountancy and a Bachelor of Laws degree from San Beda College and is a member of the Philippine Institute of Certified Public Accountants and the Integrated Bar of the Philippines.

Atty. Paul Mar M. Quinto, *Chief Legal Officer and Corporate Secretary*

Atty. Paul Mar M. Quinto is the Chief Legal Officer and Corporate Secretary of the Corporation since June 25, 2015. He is the in-house Legal Counsel for all of the Group companies and also possesses legal private practice and other in-house working experience prior to joining the Corporation.

Atty. Quinto studied and finished his Political Science and Law degrees from the University of the Philippines and is a Member of the Integrated Bar of the Philippines.

Rachelle C. Paunlagui, *Investor Relations Officer*

Ms. Rachelle C. Paunlagui is the Investor Relations Officer of the Corporation since 2018. Prior to joining the Corporation, she served as the head of investor relations for a global manufacturing solutions company and for a holding company engaged in mineral resources. She began her career at Thomson Reuters where she worked with various public companies in the real estate, financials, and technology sectors globally.

She holds a Bachelor of Science degree in Commerce and a Master of Business Administration from De La Salle University.

Atty. Madelyn D. Sarmiento, CCO *Compliance Officer*

Atty. Madelyn D. Sarmiento is the Compliance Officer of our Company since April 29 2019. She previously worked as Contracts Administration Specialist, Property Tax Analyst, Senior

Collections/Accounts Receivable Associate, Senior Collections Specialist, and Collections Analyst.

Atty. Sarmiento is a Member of the Integrated Bar of the Philippines and a Founding Member of the Philippine Association of Certified Compliance Officers. She holds a Bachelor of Laws degree from Arellano University School of Law and a Bachelor of Science in Business Administration Major in Management Accounting from the Lyceum of the Philippines University-Manila.

Significant Employees

We consider the collective efforts of our employees as vital to our success. We do not solely rely on key individuals for the conduct of our business. Therefore, the resignation or loss of any non-executive employee will not have any significant, adverse effect on our business. No special arrangement with non-executive employees to assure their continued stay with us exists, other than standard employment contracts.

Family Relationships

Mr. Delfin J. Wenceslao, Jr. and Ms. Sylvia C. Wenceslao are spouses and the parents of Messrs. Carlos Delfin, Edwin Michael, Paolo Vincent and Delfin Angelo, all surnamed Wenceslao. Ma. Victoria W. San Luis is the sister of Mr. Delfin J. Wenceslao, Jr. Further, Wendel Holdings Co., Inc. is majority owned by Mr. Delfin J. Wenceslao, Jr.

Other than the foregoing, there are no family relationships either by consanguinity or affinity up to the fourth civil degree among our Directors, executive officers and shareholders.

Involvement in Certain Legal Proceedings of Directors and Executive Officers

To the best of our knowledge and belief and after due inquiry, none of the Directors, nominees for election as director, or executive officers of our Group have in the five year period prior to the date of this report

(1) had any petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within a two-year period of that time;

(2) convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offenses;

(3) subjected 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 their involvement in any type of business, securities, commodities or banking activities; or

(4) found by a domestic or foreign court of competent jurisdiction (in a civil action), the Philippine SEC 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.

Item 10. Executive Compensation

Compensation

The following table sets out our Chief Executive Officer (“CEO”) and the four most highly compensated executive officers for the year ended December 31, 2019:

Name	Position
Delfin Angelo C. Wenceslao	Director and Chief Executive Officer
Paolo Vincent C. Wenceslao	Director and Chief Operating Officer
Edwin Michael C. Wenceslao	Director and Treasurer
Carlos Delfin C. Wenceslao	Director and Vice President for Logistics
Atty. Heherson M. Asiddao, CPA	Chief Finance Officer

The following table identifies and summarizes the aggregate compensation of our CEO and the four most highly compensated executive officers, as well as the aggregate compensation paid to all other officers and Directors as a group, for the years ended December 31, 2018, 2019 and 2020:

	Year	Total (P million)
CEO and the four most highly compensated executive officers named above	Actual 2018	24.0
	Actual 2019	24.0
	Projected 2020	26.4
Aggregate compensation paid to all other officers and Directors as a group unnamed.....	Actual 2018	53.5
	Actual 2019	56.2
	Projected 2020	61.8

Members of the Board of Directors are given a standard per diem of P50,000 per Board meeting.

Standard Arrangements

Other than payment of reasonable per diem of P50,000 for every Board meeting, there are no standard arrangements pursuant to which our Directors are compensated directly or indirectly, for any services provided as a director.

Other Arrangements

There are no arrangements pursuant to which any of our Directors is compensated, directly or indirectly, for any service provided as a director.

Warrants and Options Outstanding

As of December 31, 2018, there are no outstanding warrants or options held by our CEO, the named executive officers, and all other officers and Directors as a group.

Item 11. Security Ownership of Certain Beneficial Owners and Management

- a. Security Ownership of Certain Record and Beneficial Owners of more than 5% as of December 31, 2019:

Title of Securities	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares held	Percent of Class
Common	Wendel Holdings Co. Inc., ⁽¹⁾ 306 E. Rodriguez Sr. Blvd., Quezon City	See Note 1 below	Filipino	2,136,554,780	62.92%
Common	PCD Nominee Corporation	PCD Participants	Filipino	629,382,441	18.53%
Common	Delfin J. Wenceslao Jr. Cruzada St., Urdaneta Village, Makati City	Record owner is also beneficial owner	Filipino	578,808,847	17.04%

Note:(1) WHI is beneficially owned by Delfin J. Wenceslao, Jr. – 99.6%; Sylvia J. Wenceslao, Carlos Delfin C. Wenceslao, Edwin Michael C. Wenceslao, Paolo Vincent C. Wenceslao and Delfin Angelo C. Wenceslao – each 0.1%; and Efren Carag – 0.0%.

- b. Security Ownership of Management as of December 31, 2019:

		Amount and nature of beneficial ownership			% of total outstanding Shares
Title of Class	Name of beneficial owner	Direct(D)	Indirect (I)	Citizenship	
Directors					
Common	Delfin J. Wenceslao, Jr.	2,705,749,130 (D&I)		Filipino	79.68%
Common	Sylvia C. Wenceslao	1,938,724 (D&I)		Filipino	0.06%
Common	Carlos Delfin C. Wenceslao	1,924,482 (D&I)		Filipino	0.06%
Common	Delfin Angelo C. Wenceslao	1,924,482 (D&I)		Filipino	0.06%
Common	Edwin Michael C. Wenceslao	1,924,482 (D&I)		Filipino	0.06%
Common	Paolo Vincent C. Wenceslao	1,924,482 (D&I)		Filipino	0.06%
Common	Oscar Sison Reyes		100 (D)	Filipino	0.00%
Common	Alberto Victor P. Fenix, Jr.		100 (D)	Filipino	0.00%
CEO and Most Highly Compensated Executive Officers					
Common	Carlos Delfin C. Wenceslao	1,924,482 (D&I)		Filipino	0.06%
Common	Delfin Angelo C. Wenceslao	1,924,482 (D&I)		Filipino	0.06%
Common	Edwin Michael C. Wenceslao	1,924,482 (D&I)		Filipino	0.06%
Common	Paolo Vincent C. Wenceslao	1,924,482 (D&I)		Filipino	0.06%
Common	Heherson M. Asiddao	50,100 (D)		Filipino	0.00%

Except as disclosed above, none of our other executive officers own shares directly or indirectly in our Company. Ownership in our Company is limited to that indicated in the foregoing.

Voting Trust Holders of 5% or more

We have no knowledge of any person holding more than 5% of shares under a voting trust or similar agreement.

Recent Issuances of Securities Constituting Exempt Transactions by our Company

Not applicable.

Change in Control

As of December 31, 2019, we do not know of any arrangements that may result in a change in control of the Company.

Item 12. Certain Relationships and Related Transactions

The Company and its subsidiaries, in their ordinary course of business, engage in transactions with its Ultimate Parent, associates, joint ventures and related parties under common ownership and management. In the normal course of business, the Group grants unsecured and noninterest-bearing cash advances to related parties for working capital requirements and other purposes. Certain advances to related parties are secured by an undertaking of another related party to pay in case of default. Outstanding balances with related parties are unsecured, non-interest bearing, have no fixed repayment and settlement terms, except for the due to Ultimate Parent Company that is payable beyond 12 months.

On October 28, 2019, the Company adopted a Revised Related Party Transactions Policy as mandated by the Securities and Exchange Commission. The policy specifies that the Board shall have the overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality. The policy includes the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of the transactions.

The Board of Directors reviews and approves all material RPTs, as defined in this policy, endorsed by the Related Party Transaction Committee. All Board-approved material RPTs may be subject to ratification by a vote of the majority of the minority shareholders.

Related Parties	Nature of Transaction
WHI	We have and may continue to acquire land in Aseana City from our majority shareholder, WHI. As of December 31, 2019, we had outstanding purchase payments to WHI amounting to P4,320.1 million, which are represented as advances from and due to related parties in our consolidated financial statements. We have executed an assumption of liability agreement with WHI in relation to our funding of start-up and operational costs of a certain related party under common ownership and management. Total advances to WHI including the amount secured by the undertaking amounted to P436.7 million and is presented as Advances to related parties under Receivables account in the consolidated statements of financial position. The Group entered into a lease agreement with the Ultimate Parent Company for certain parcels of land with lease term of 30 years. In 2019, in accordance with PFRS 16 (see Note 16 of the consolidated financial statements), the Group recognized right-of-use asset and lease liability amounting to P163.8 million for this lease arrangement. The Group incurred depreciation expense and interest expense amounting to P5.6 million and P11.3 million, respectively, in 2019.

Related Parties	Nature of Transaction
European Resources and Technology, Inc. Mandaue Land Consortium Bay Resources and Development Corporation Wendel Vega Marine Carrier Wendel Ground Improvement, Inc. 10k South Concrete Mix Specialist Bay Security Services Wendel Osaka Realty Corp. Aseana CL Beach and Marina Development Corp Urban Argo Products Inc. Aseana Powerstation Association, Inc.	We made unsecured noninterest-bearing cash advances in prior years to these related parties in connection with the funding of start-up and operational costs and working capital of these entities. These entities were strategically established to complement the overall development of Aseana City and our businesses: • Our associate, European Resources and Technology, Inc. provides proper waste management to local and government units. Mandaue Land Consortium is engaged in general realty including owning, reclaiming, enlarging real estate and lands of all kinds. • Our joint venture, Bay Resources and Development Corporation was established to acquire, develop and market real estate properties. The Group and BRADCO entered into certain construction contracts in 2016 and prior years whereby the Group undertook to complete the design and construction of the roads and drainage system of certain lots situated at ABP. The construction was completed in 2017. The related contract receivable and retention receivable amounted to P55.6 million as of December 31, 2019. • All of the remaining eight related parties under common ownership and management provide construction materials such as wall panels and cement.

As of December 31, 2019, total advances to these related parties amounted in the aggregate to P308.0 million.

Related Parties	Nature of Transaction
ABPEA..... Aseana Power Station Association, Inc.	As a member of ABPEA and Aseana Power Station Association, Inc., we incur association dues. For the period ended December 31, 2019, the Group incurred association dues amounted to P32.6 million. The Group recognized income amounting to P14.4 million in 2019 from rendering of various administrative services to its related parties and are included as part of Other Operating Income account in the consolidated statements of profit or loss.
Delfin J. Wenceslao Jr.....	In 2017, the Group purchased parcels of land from a certain stockholder amounting to P67.0 million. There were no outstanding liabilities related to this transaction as of December 31, 2019 as the related liability was offset against the advances granted to such related party in the same period. There was no similar transaction in 2019 and 2018.
Key Management Personnel	We paid short-term benefits, including salaries and allowances, bonuses and other employment benefits to certain key management personnel, which amounted to P56.2 million for the year ended December 31, 2019.

For further information on the Company's related party transactions, including detailed breakdowns of amounts receivable from and amounts payable to affiliated companies, see Note 26 to the Company's financial statements as of and for the calendar year ended December 31, 2019.

PART IV – CORPORATE GOVERNANCE

Item 13.A Corporate Governance

The Board of Directors approved and adopted the Revised Corporate Governance Manual (“**Manual**”) on May 29, 2019 pursuant to the New Code on Corporate Governance for Publicly Listed Companies issued by the Securities and Exchange Commission (“SEC”) pursuant to SEC Memorandum Circular No. 19 Series of 2016 and SEC Memorandum Circular No. 8 Series of 2017.

The structure and processes set forth in the Manual, the Articles of Incorporation and By-Laws, in conjunction with the commitment to the governance principles of transparency, accountability, fairness and integrity, form the basic framework of governance by which the Corporation's Board of Directors, officers, executives and employees shall strive to achieve the

Corporation's strategic objectives, create value for all its stakeholders, and sustain its long term viability.

The Manual features the following provisions:

- **Protection of Investors** - The Manual provides for shareholders' rights and protection, investor relations, dividend policy and a disclosure system to ensure transparency and accountability.
- **Board of Directors and Management** -The detailed qualifications and disqualifications, duties, functions and responsibilities of the Board and executive officers are also enumerated in the Manual.
- **Checks and Balances** - The Manual contains the vision, strategic objectives, key policies, procedures for the management of our Company, and mechanisms for monitoring and evaluating management's performance.
- **Compliance with the Manual** -The appointment of a Compliance Officer to monitor compliance with and violations of the Manual is also provided.
- **Creation of Committees** - The Manual mandates the creation of the Executive Committee, the Audit and Risk Committee, and the Compensation and Remuneration Committee to ensure the performance of certain important functions of the Board and management.

Executive Committee

Our Executive Committee acts on specific matters within the competence of the Board as may from time to time be delegated to the executive Committee under our Company's By-Laws, except with respect to: 1) the approval of any action for which shareholders' approval is also required; 2) the filling of vacancies on the Board or the Executive Committee; 3) the amendment or repeal of By-Laws or the adoption of new By-laws; 4) the amendment or repeal of any resolution of the Board of Directors that cannot be amended or repealed based on the terms of the resolution; 5) the distribution of cash dividends; and 6) the exercise of powers delegated by the Board exclusively to other committees, if any.

Audit and Risk Committee

Our Audit and Risk committee is responsible for assisting the Board in its fiduciary responsibilities by providing an independent and objective assurance to its management and shareholders of the continuous improvement of its risk management systems, business operations, control and governance processes. The Committee assists the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process and monitoring of compliance with laws, rules and regulations, oversight over the external auditors, the nature, scope and expenses of the audit, and evaluation and determination of any non-audit work and review of the non-audit fees paid to the external auditors.

Compensation and Remuneration Committee

Our Compensation and Remuneration Committee is responsible for objectively recommending a formal and transparent framework of remuneration and evaluation for the members of the Board and our key executives to enable them to run our Group successfully.

Nomination and Election Committee

Our Nomination and Election Committee is responsible for providing our shareholders with an independent and objective evaluation and assurance that the members of the Board are competent and will foster long-term success and competitiveness. The nomination and election procedures of independent Directors are in accordance with Securities Regulation Code of the Philippines Rule 38 and related regulations.

Item 13.B Sustainability Report

Please see the attached SEC MC No. 4 Annex A and schedules listed in the accompanying Index to SEC MC No. 4 Annex A

PART V - EXHIBITS AND SCHEDULES

Item 14. Exhibits and Reports on SEC Form 17-C

A. Exhibits – see accompanying Index to Exhibits

The following exhibit is incorporated by reference in this report:
2019 Consolidated Audited Financial Statements

B. Reports on SEC Form 17-C

The following is a list of corporate disclosures filed under SEC Form 17-C for the period from July 1, 2019 to December 31, 2019:

<u>Date of Disclosure</u>	<u>Subject Matter</u>
July 3, 2019	Resignation of Mr. Alberto E. Pascual as Independent Director
July 29, 2019	Notice of Analysts' Briefing
July 29, 2019	Election of Independent Director
July 31, 2019	Press release "D.M. Wenceslao & Associates, Incorporated's Net Income Up 17% to P1.1 billion in 1H 2019"
October 7, 2019	Press release "Nissan Car Dealership Coming to Aseana City"
October 8, 2019	Change in corporate contact details and/or website
October 17, 2019	Notice of Analysts' Briefing
October 25, 2019	Press release "D.M. Wenceslao & Associates Completes Land Sale in Aseana City for P935.85 million"
October 28, 2019	Adoption of Material Related Party Transaction Policy
October 29, 2019	Results of Board Meeting
October 30, 2019	Press release "D.M. Wenceslao & Associates Net Income Reaches P1.65 billion in 9M 2019, up 11%"
December 19, 2019	Press release "D.M. Wenceslao & Associates to Pursue More Reclamation Projects"

INDEX TO EXHIBITS
Form 17-A

No.		Page No.
(3)	Plan of Acquisition, Reorganization, Arrangement, Liquidation, or Succession	*
(5)	Instruments Defining the Rights of Security Holders, Including Indentures	*
(8)	Voting Trust Agreement	*
(9)	Material Contracts	*
(10)	Annual Report to Security Holders, Form 17-Q or Quarterly Report to Security Holders	*
(13)	Letter re Change in Certifying Accountant	*
(16)	Report Furnished to Security Holders	*
(18)	Subsidiaries of the Registrant	
	<i>(Please refer to Note 2 of the attached 2019 consolidated financial statements for details)</i>	
(19)	Published Report Regarding Matters Submitted to Vote of Security Holders	*
(20)	Consent of Experts and Independent Counsel	*
(21)	Power of Attorney	*
(22)	Additional Exhibits	*

* These Exhibits are either not applicable to the Company or require no answer.

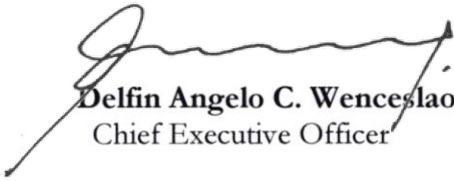
SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of _____ on _____, 20__.

By:



Delfin J. Wenceslao Jr.
Chairman



Delfin Angelo C. Wenceslao
Chief Executive Officer



Atty. Heherson M. Asiddao
Chief Finance Officer

SUBSCRIBED AND SWORN to before me this _____ day of _____ 20__
affiant(s) exhibiting to me his/their Residence Certificates, as follows:

NAMES	Passport No.	DATE OF ISSUE	PLACE OF ISSUE
Delfin J. Wenceslao Jr.	██████████	July 11, 2017	Manila
Delfin Angelo C. Wenceslao	██████████	January 22, 2018	Manila
Heherson M. Asiddao	██████████	January 10, 2018	Manila

Notary Public

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

FORM 14-A, ITEM 7

Schedule	Content	Page
Consolidated Financial Statements		
	Certification	50
	Statement of Management's Responsibility for Financial Statements	52
	Report of Independent Auditors	53
	Consolidated Statements of Financial Position as of December 31, 2019, and 2018	58
	Consolidated Statements of Profit or Loss for the Years Ended December 31, 2019, 2018, and 2017	60
	Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2019, 2018, and 2017	61
	Consolidated Statements of Changes in Equity for the Years Ended December 31, 2019, 2018, and 2017	62
	Consolidated Statements of Cash Flows for the Years Ended December 31, 2019, 2018, and 2017	63
	Notes to Consolidated Financial Statements	64
Supplementary Schedules		
	Report of Independent Auditors on Supplementary Schedules	176
Schedules Required under Annex 68-E of the Securities Regulation Code Rule 68		
A	Financial Assets	178
B	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)	179
C	Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial Statements	180
D	Long-term Debt	181
E	Indebtedness to Related Parties (Long-term loans from Related Companies)	182
F	Guarantees of Securities of Other Issuers	183
G	Capital Stock	184
Others Required Information		
	Reconciliation of Retained Earnings Available for Dividend Declaration*	185
	Map Showing the Relationship Between and Among the Company and its Related Entities	186
	Report of Independent Auditors on Components of Financial Soundness Indicators	187
	Schedule of Financial Soundness Indicators	188

**Information presented herein are based on the separate financial statements of D.M. Wenceslao and Associates, Inc.*

CERTIFICATION

I, **HEHERSON M. ASIDDAO**, is the Chief Finance Officer and duly authorized representative of **D.M. WENCESLAO & ASSOCIATES, INC.** (the "Corporation") with SEC Registration Number 26986 and with principal office at 3/F Aseana Powerstation Bldg., D. Macapagal Blvd. cor. Bradco Avenue, Aseana City, Parañaque City, do hereby certify and state that:

1. The Corporation, will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through the Corporate Governance and Finance Department ("CGFD") issued on March 18, 2020 and March 30, 2020 in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019).
2. The information contained in the **Audited Financial Statements for the period ended December 31, 2019** submitted on **May 15, 2020** is **true and correct** to the best of my knowledge.
3. On behalf of the Corporation, I hereby **undertake** to:
 - a. submit hard or physical copies of **Audited Financial Statements for the period ended December 31, 2019** with proper notarization and certification;
 - b. pay the applicable filing fees;

within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours.
4. I am fully aware that the non-submission of hard/physical copies of reports as well as a certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and the resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission.
5. I am executing this certification on **May 15, 2020** to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.


ATTY. HEHERSON M. ASIDDAO
Chief Finance Officer
Passport No: P5573311A



STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

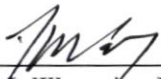
The management of **D.M. Wenceslao & Associates, Inc. and Subsidiaries** (the Group) is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the years ended December 31, 2019, 2018 and 2017, in accordance with the prescribed 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 Company or to cease operations, or has no realistic alternative to do so.

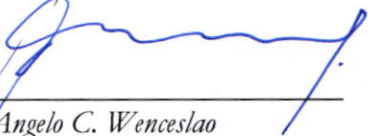
The Board of Directors is responsible for overseeing the Group's financial reporting process.

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

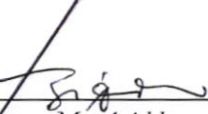
PUNONGBAYAN & ARAULLO, the independent auditors appointed by the stockholders, has audited the financial statements of the Group in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of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



Delfin S. Wenceslao, Jr.
Chairman



Delfin Angelo C. Wenceslao
Chief Executive Officer



Atty. Heherson M. Asiddao
Chief Financial Officer

Signed this 19th day of February 2020

• CONSTRUCTION • SUPERVISION AND MANAGEMENT • PLANNING AND DESIGN • DEVELOPMENT •

ISO 9001:2015 CERTIFIED



Management Service

Cert. No. TÜV 100 05 1867





**D.M.WENCESLAO &
ASSOCIATES, INC.**
GENERAL CONTRACTORS

3rd Floor, Aseana Power Station Bldg.
Aseana Business Park
Pres. Diosdado Macapagal Blvd. corner
Bradco Avenue, Bacalaran, Parañaque City
TEL.: (632) 854-5711 FAX: (632) 853-2590

SUBSCRIBED AND SWORN to before FEB 28 2020 day of _____ 2020 at
Parañaque City, Philippines, affiants exhibiting to me their respective Passports, to wit:

<u>Name</u>	<u>Passport No.</u>	<u>Date & Place of Issue</u>
Delfin J. Wenceslao Jr.	P3646352A	July 11, 2017
Delfin Angelo C. Wenceslao	P5710494A	January 22, 2018
Atty. Heherson M. Asiddao	P5573341A	January 10, 2018

Doc. No. 135
Page No. 28
Book No. 8
Series of 2020

ATTY. MARCUS AURELIUS M. BANARES
Notary Public
Commission No. 259-2020
Until Dec. 31, 2021
706-B Diamante St., Jackieleville Subd., Bgy. BF, Pque City
Roll No. 58093 / 4/31/10
IBP No. 093855 / 10/29/19 /Pasig City
PTR No. 2214890 / 01/02/20 /Pque City
MCLE Compl. No. VI-0019512 / 02/28/19 /Pasig City

• CONSTRUCTION • SUPERVISION AND MANAGEMENT • PLANNING AND DESIGN • DEVELOPMENT •

ISO 9001:2015 CERTIFIED



Management Service

Cert. No. TÜV 100 05 1867



Punongbayan & Araullo

20th Floor, Tower 1
The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines

T +63 2 988 22 88

Report of Independent Auditors

The Board of Directors and Stockholders
D.M. Wenceslao & Associates, Incorporated and Subsidiaries
(A Subsidiary of Wendel Holdings Co., Inc.)
3rd Floor Aseana Powerstation Building
Pres. Macapagal Avenue
Aseana Business Park, Parañaque City

Opinion

We have audited the consolidated financial statements of D.M. Wenceslao & Associates, Incorporated and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018, and the consolidated statements of profit or loss, 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, 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2019 in accordance with Philippine Financial Reporting Standards (PFRS).

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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were 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.

Key audit matters identified in our audit of the consolidated financial statements of the Group are the following:

(a) Revenue Recognition for Rental of Investment Properties

Description of the Matter

In 2019, the Group recognized revenue from rentals of investment properties amounting to P1,772.5 million, which represents 50% of the Group's total revenue. Rental income on long-term leases is recognized on a straight-line basis over the term of the relevant lease agreements as disclosed in Note 2 to the consolidated financial statements.

We identified the revenue recognition from rentals as significant to our audit due to the materiality of the amount of rental revenue, and the significant management judgment and complexity involved in the application of the provisions and terms of the lease agreements relative to the requirements of the applicable accounting standard, Philippine Financial Reporting Standards (PFRS) 16, *Leases*. An error in the Group's understanding of the significant terms and conditions of the lease agreements and accounting treatment may result in overstatement or understatement of the reported revenues and the related receivables recognized therefrom.

The Group's disclosures relating to revenues from rentals are disclosed in Notes 4, 15, 26 and 29.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement relating to recognition of revenue from rentals included the following:

- inspecting, on a sample basis, the lease agreements entered into with the Group's tenants, and understanding the significant terms and conditions, as disclosed in Note 29 to the consolidated financial statements, affecting the recognition of rental income;
- determining, based on the significant terms and conditions of the lease agreements, whether the recognition of rental income is in compliance with the revenue recognition requirements of PFRS 16;
- recomputing, on a sample basis, the amounts of rental income and the related receivables taking into consideration, among others, the lease payments, lease terms (including rent-free periods), periodic rent escalations, and effect of any modifications; and,
- testing, on a sample basis, whether rental income related to existing lease agreements have been recognized in the proper accounting period.

(b) Revenue Recognition on Sale of Condominium Units

Description of the Matter

In 2019, the Group recognized revenue from sale of condominium units amounting to P547.7 million. As disclosed in Notes 2 and 3 to the consolidated financial statements, the Group recognizes revenue from sale of condominium units over time proportionate to the progress of the project development. The Group uses the input method in determining the percentage-of-completion after satisfying the gating criteria of PFRS 15, *Revenue from Contracts with Customers*, including establishing that collection of the total contract price is reasonably assured. The Group recognizes a contract asset when it has rights to consideration as it develops the property and a contract liability when it receives consideration in excess of the amount for which the Group is entitled for the development of the property.

We identified the revenue recognition on sale of condominium units as significant to our audit as it requires significant management judgment in assessing the collectibility of the contract price, and estimating the stage of completion of the development project. An error in application of judgment and estimate could cause a material misstatement in the consolidated financial statements.

The details of revenue on sale of condominium units are disclosed in Note 4 to the consolidated financial statements.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement relating to revenue recognition on sale of condominium units included, among others, the following:

- evaluating appropriateness of the Group's revenue recognition policy and the design and operating effectiveness of processes and controls related to the recognition of revenues from sale of condominium units;
- determining, among others, whether the parties to the contract have approved the contract in writing; each party's rights regarding the condominium units and progress of development thereof can be identified; the payment terms can be identified; the risk, timing or amount of the future cash flows is expected to change as a result of the contract has been identified; and, the collection of the consideration is probable;
- evaluating the reasonableness of the percentage-of-completion by analyzing the costs incurred to date as a proportion of the total estimated and budgeted costs;
- testing, on a sample basis, actual costs incurred through direct examination of relevant supporting documents;
- assessing the reasonableness of estimated contract costs with reference to contractors' and suppliers' quotes and historical costs of similar and recently completed projects, taking into consideration the effect of variation to the original contract terms;
- recomputing the revenues and costs recognized for the year based on the percentage-of-completion and tracing the revenues and costs recognized to the accounting records; and,
- evaluating appropriateness of the Group's continuous application of PFRS 15 on its real estate transactions.

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, 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 the independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

The engagement partner on the audit resulting in this independent auditors' report is John Endel S. Mata.

PUNONGBAYAN & ARAULLO



By: John Endel S. Mata
Partner

CPA Reg. No. 0121347
TIN 257-622-627
PTR No. 8116549, January 2, 2020, Makati City
SEC Group A Accreditation
Partner - No. 121347-SEC (until Dec. 31, 2023)
Firm - No. 0002-FR-5 (until Mar. 26, 2021)
BIR AN 08-002551-040-2019 (until Dec. 15, 2022)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

February 19, 2020

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2019 AND 2018
(Amounts in Philippine Pesos)

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
<u>A S S E T S</u>			
CURRENT ASSETS			
Cash and cash equivalents	8	P 5,211,402,211	P 7,549,219,648
Receivables - net	9	2,176,743,945	2,322,517,894
Contract asset	10	54,191,980	63,668,674
Land and land development costs	11	2,012,493,650	2,162,209,345
Property development costs	10	1,168,060,707	711,411,174
Other current assets	12	<u>2,886,384,807</u>	<u>1,854,411,290</u>
Total Current Assets		<u>13,509,277,300</u>	<u>14,663,438,025</u>
NON-CURRENT ASSETS			
Receivables	9	3,209,017,185	2,488,826,277
Contract asset	10	194,820,970	102,983,663
Investments in associates and joint ventures	13	61,871,150	55,834,465
Property and equipment - net	14	442,141,052	130,657,585
Investment properties - net	15	12,572,688,197	11,448,382,530
Deferred tax assets	25	170,935,989	47,941,716
Other non-current assets	17	<u>1,106,046,366</u>	<u>723,588,366</u>
Total Non-current Assets		<u>17,757,520,909</u>	<u>14,998,214,602</u>
INVESTMENT IN JOINT VENTURE HELD FOR TERMINATION			
	13	<u>-</u>	<u>127,062,953</u>
TOTAL ASSETS		<u>P 31,266,798,209</u>	<u>P 29,788,715,580</u>

	Notes	2019	2018
<u>LIABILITIES AND EQUITY</u>			
CURRENT LIABILITIES			
Loans and borrowings	18	P 114,670,000	P 1,417,170,000
Trade and other payables	19	1,195,576,488	1,013,960,731
Contract liability	10	130,492,147	101,593,352
Advances from a co-joint venturer	13, 26	1,040,026,017	1,000,000,000
Advances from and due to related parties	26	4,311,708,305	4,611,174,814
Deposits and advances	20	1,097,274,022	793,551,597
Lease liability	16	11,282,400	-
Income tax payable		499,824,889	111,190,439
Total Current Liabilities		8,400,854,268	9,048,640,933
NON-CURRENT LIABILITIES			
Loans and borrowings	18	397,050,000	511,750,000
Contract liability	10	424,242,984	108,866,469
Deposits and advances	20	452,607,619	504,858,972
Deferred tax liabilities - net	25	902,261,528	720,976,913
Lease liability	16	153,101,312	-
Retirement benefit obligation - net	24	3,497,504	27,643,914
Total Non-current Liabilities		2,332,760,947	1,874,096,268
Total Liabilities		10,733,615,215	10,922,737,201
EQUITY			
Equity attributable to shareholders of the parent company			
Capital stock	28	3,395,864,100	3,395,864,100
Additional paid-in capital	28	6,964,649,807	6,964,649,807
Revaluation reserves	28	(8,143,620)	(28,524,335)
Other reserves	2, 28	(275,974,845)	(275,974,845)
Retained earnings	28	9,910,340,671	8,141,450,177
Total equity attributable to shareholders of the parent company		19,986,736,113	18,197,464,904
Noncontrolling interest	2	546,446,881	668,513,475
Total Equity		20,533,182,994	18,865,978,379
TOTAL LIABILITIES AND EQUITY		P 31,266,798,209	P 29,788,715,580

See Notes to Consolidated Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
CONSOLIDATED STATEMENTS OF PROFIT OR LOSS
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	Notes	2019	2018	2017
REVENUES				
Rentals:				
Land	4, 15, 26, 29	P 979,051,345	P 965,248,664	P 919,417,814
Building	4, 15, 26, 29	793,491,115	762,108,933	429,701,872
Other revenues	2	186,239,052	173,841,016	91,687,180
		<u>1,958,781,512</u>	<u>1,901,198,613</u>	<u>1,440,806,866</u>
Land sales	2, 4	935,850,000	1,252,800	1,088,290,000
Sale of condominium units	2, 4	547,652,588	119,351,066	47,116,581
Construction contracts	2, 4	71,107,851	130,524,057	202,132,945
		<u>3,513,391,951</u>	<u>2,152,326,536</u>	<u>2,778,346,392</u>
COSTS OF SERVICES AND SALES				
Sale of condominium units	23			
	2, 10, 21	314,461,056	72,875,718	30,332,254
Rentals	21	267,201,442	212,361,243	135,749,456
Land sales	11	66,743,881	40,078	141,520,283
Construction contracts	21	45,901,447	61,508,781	132,234,603
		<u>694,307,826</u>	<u>346,785,820</u>	<u>439,836,596</u>
		<u>2,819,084,125</u>	<u>1,805,540,716</u>	<u>2,338,509,796</u>
GROSS PROFIT				
OTHER OPERATING INCOME (EXPENSES)				
General and administrative	23	(473,632,491)	(477,827,022)	(412,273,915)
Selling	23	(128,823,478)	(64,902,124)	(61,304,238)
Other operating income	22	54,255,794	109,524,290	293,514,031
		<u>(548,200,175)</u>	<u>(433,204,856)</u>	<u>(180,064,122)</u>
		<u>2,270,883,950</u>	<u>1,372,335,860</u>	<u>2,158,445,674</u>
OPERATING PROFIT				
OTHER INCOME (CHARGES)				
Finance income	8, 22	297,338,273	69,523,005	7,163,743
Finance costs	18, 22, 24	(98,524,967)	(69,851,542)	(72,107,089)
Share in net earnings (losses) of associates and joint ventures	13	6,036,685	6,307,878	(992,977)
Dividend income		1,470,004	-	-
Other income	4, 13, 22	850,000,000	1,200,000,000	-
		<u>1,056,319,995</u>	<u>1,205,979,341</u>	<u>(65,936,323)</u>
		<u>3,327,203,945</u>	<u>2,578,315,201</u>	<u>2,092,509,351</u>
PROFIT BEFORE TAX				
TAX EXPENSE	25	1,075,233,429	657,518,863	534,720,719
		<u>P 2,251,970,516</u>	<u>P 1,920,796,338</u>	<u>P 1,557,788,632</u>
NET PROFIT				
Net profit attributable to:				
Equity shareholders of the parent company		P 2,374,037,110	P 1,911,245,490	P 1,558,462,597
Noncontrolling interest		(122,066,594)	9,550,848	(673,965)
		<u>P 2,251,970,516</u>	<u>P 1,920,796,338</u>	<u>P 1,557,788,632</u>
Earnings Per Share - Basic and Diluted				
	27	P 0.699	P 0.625	P 0.574

See Notes to Consolidated Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	<u>Notes</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
NET PROFIT		P 2,251,970,516	P 1,920,796,338	P 1,557,788,632
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurements of post-employment defined benefit plan	24	27,514,967	(25,441,148)	14,339,519
Tax income (expense)	25	(8,254,490)	7,632,344	(4,301,856)
		19,260,477	(17,808,804)	10,037,663
Fair valuation of financial assets at fair value through other comprehensive income	17, 28	1,120,238	219,645	80,115
Other Comprehensive Income (Loss) – Net of Tax	28	20,380,715	(17,589,159)	10,117,778
TOTAL COMPREHENSIVE INCOME		P 2,272,351,231	P 1,903,207,179	P 1,567,906,410
Total comprehensive income attributable to:				
Equity shareholders of the parent company		P 2,394,417,825	P 1,893,656,331	P 1,568,580,375
Noncontrolling interest		(122,066,594)	9,550,848	(673,965)
		P 2,272,351,231	P 1,903,207,179	P 1,567,906,410

See Notes to Consolidated Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

Notes	Atributable to Shareholders of the Parent Company							Noncontrolling Interest	Total Equity
	Capital Stock	Additional Paid-in Capital	Revaluation Reserves	Other Reserves	Retained Earnings		Total		
					Unappropriated	Appropriated			
Balance at January 1, 2019	P 3,395,864,100	P 6,964,649,807	(P 28,524,335)	(P 275,974,845)	P 6,941,450,177	P 1,200,000,000	P 18,197,464,904	P 668,513,475	P 18,865,978,379
Effect of consolidation of a subsidiary	13	-	-	-	(80,634,966)	-	(80,634,966)	-	(80,634,966)
Cash dividend declared	28	-	-	-	(524,511,650)	-	(524,511,650)	-	(524,511,650)
Net profit for the year	-	-	-	-	2,374,037,110	-	2,374,037,110	(122,066,594)	2,251,970,516
Other comprehensive income for the year	-	-	20,380,715	-	-	-	20,380,715	-	20,380,715
Balance at December 31, 2019	<u>P 3,395,864,100</u>	<u>P 6,964,649,807</u>	<u>(P 8,143,620)</u>	<u>(P 275,974,845)</u>	<u>P 8,710,340,671</u>	<u>P 1,200,000,000</u>	<u>P 19,986,736,113</u>	<u>P 546,446,881</u>	<u>P 20,533,182,994</u>
Balance at January 1, 2018	P 2,716,691,200	p -	(P 10,935,176)	(P 275,974,845)	P 5,030,204,687	P 1,200,000,000	P 8,659,985,866	P 658,962,627	P 9,318,948,493
Issuances during the year	28	679,172,900	6,964,649,807	-	-	-	7,643,822,707	-	7,643,822,707
Net profit for the year	-	-	-	-	1,911,245,490	-	1,911,245,490	9,550,848	1,920,796,338
Other comprehensive loss for the year	-	-	(17,589,159)	-	-	-	(17,589,159)	-	(17,589,159)
Balance at December 31, 2018	<u>P 3,395,864,100</u>	<u>P 6,964,649,807</u>	<u>(P 28,524,335)</u>	<u>(P 275,974,845)</u>	<u>P 6,941,450,177</u>	<u>P 1,200,000,000</u>	<u>P 18,197,464,904</u>	<u>P 668,513,475</u>	<u>P 18,865,978,379</u>
Balance at January 1, 2017	P 1,716,691,200	P -	(P 21,052,954)	(P 275,974,845)	P 4,471,742,090	P 1,200,000,000	P 7,091,405,491	P 659,636,592	P 7,751,042,083
Stock dividends declared	28	1,000,000,000	-	-	(1,000,000,000)	-	-	-	-
Net profit for the year	-	-	-	-	1,558,462,597	-	1,558,462,597	(673,965)	1,557,788,632
Other comprehensive income for the year	-	-	10,117,778	-	-	-	10,117,778	-	10,117,778
Balance at December 31, 2017	<u>P 2,716,691,200</u>	<u>P -</u>	<u>(P 10,935,176)</u>	<u>(P 275,974,845)</u>	<u>P 5,030,204,687</u>	<u>P 1,200,000,000</u>	<u>P 8,659,985,866</u>	<u>P 658,962,627</u>	<u>P 9,318,948,493</u>

See Notes to Consolidated Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	Notes	2019	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		P 3,327,203,945	P 2,578,315,201	P 2,092,509,351
Adjustments for:				
Interest income	22	(296,920,773)	(66,668,597)	(7,154,349)
Depreciation and amortization	14, 15, 16	149,241,253	134,627,187	88,261,930
Finance costs	22	98,347,073	69,851,542	72,107,089
Share in net losses (earnings) of associates and joint ventures	13	(6,036,685)	(6,307,878)	992,977
Dividend income		(1,470,004)	-	-
Fair value gain on financial assets at FVTPL	22	(417,500)	-	-
Unrealized foreign currency losses (gains) - net		177,894	(2,854,408)	(9,394)
Gain on sale of investment properties	15	-	-	(257,686,063)
Operating profit before working capital changes		3,270,125,203	2,706,963,047	1,989,021,541
Increase in receivables		(639,659,242)	(724,886,883)	(454,425,800)
Increase in contract asset		(82,360,613)	(119,351,065)	(46,616,636)
Decrease (increase) in land and land development costs		(45,711,473)	(193,183,087)	21,928,788
Increase in property development costs		(58,818,239)	(116,302,673)	(570,775,264)
Decrease (increase) in other assets		644,606,851	(767,876,733)	(470,924,721)
Increase in trade and other payables		70,199,818	11,292,727	589,326,597
Increase in contract liability		344,275,310	86,131,768	118,173,097
Increase in deposits and advances		249,880,833	174,168,373	95,095,994
Increase (decrease) in retirement benefit obligation		1,298,028	(65,371,122)	1,013,715
Cash generated from operations		3,753,836,476	991,584,352	1,271,817,311
Cash paid for income taxes	25	(522,750,448)	(13,251,558)	(24,993,156)
Interest received		266,287,639	66,668,597	7,154,349
Net Cash From Operating Activities		3,497,373,667	1,045,001,391	1,253,978,504
CASH FLOWS FROM INVESTING ACTIVITIES				
Investment in short-term placements	12	(2,060,000,000)	(1,400,000,000)	-
Construction in progress and development costs of investment properties	15	(1,306,139,986)	(417,451,274)	(746,426,905)
Collection of advances to related parties	26	420,346,968	65,137,964	116,271,856
Additional advances to related parties	26	(376,675,636)	(126,377,851)	(102,693,465)
Acquisitions of property and equipment	14	(154,152,354)	(29,848,923)	(18,908,741)
Dividend received		1,470,004	-	-
Proceeds from sale of investment properties	15	-	-	448,828,202
Acquisition of financial assets at fair value through other comprehensive income	17	-	-	(48,828,780)
Net Cash Used in Investing Activities		(3,475,151,004)	(1,908,540,084)	(351,757,833)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayments of interest-bearing loans and borrowings	18	(1,417,200,000)	(1,552,982,945)	(545,478,732)
Cash dividends declared and paid by subsidiaries to its other shareholders	28	(404,512,000)	-	-
Repayments of advances from related parties	26	(323,999,539)	(44,882,438)	(8,960,439)
Cash dividends declared and paid to stockholders of parent company	28	(119,999,650)	-	-
Finance costs paid		(83,386,399)	(85,592,203)	(82,959,332)
Repayments of lease liability	16	(10,764,618)	-	-
Proceeds from issuance of shares of stock	27	-	7,643,822,707	-
Additional interest-bearing loans and borrowings	18	-	1,005,000,000	358,972,403
Advances received from related parties	26	-	-	1,219,082
Net Cash From (Used in) Financing Activities		(2,359,862,206)	6,965,365,121	(277,207,018)
Effect of Changes in Foreign Exchange Rate on Cash and Cash Equivalents		(177,894)	2,854,408	9,394
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(2,337,817,437)	6,104,680,836	625,023,047
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		7,549,219,648	1,444,538,812	819,515,765
CASH AND CASH EQUIVALENTS AT END OF YEAR		P 5,211,402,211	P 7,549,219,648	P 1,444,538,812

Supplemental Information on Non-cash Activities – See Note 31

See Notes to Consolidated Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2019 AND 2018
(Amounts in Philippine Pesos)

1. CORPORATE INFORMATION

1.1 Incorporation and Operations

D.M. Wenceslao & Associates, Incorporated (DMWAI or the Parent Company) was incorporated in the Philippines on April 7, 1965. DMWAI is presently engaged in the trade and business of general builders and contractors and related activities such as acting as specialty construction contractors, supervisors or managers in all cases of constructions, erections and works both public and private, real estate business and leasing.

On June 29, 2018, the Parent Company's shares of stock were listed at the Philippine Stock Exchange (PSE) (see Note 28.1).

DMWAI holds certain investments in entities that are either subsidiaries, associates or joint ventures and all are incorporated in the Philippines (see Notes 1.2 and 13).

DMWAI is a subsidiary of Wendel Holdings Co., Inc. (WHI or Ultimate Parent Company), a company incorporated and domiciled in the Philippines. WHI is presently engaged in raising investments either through borrowings, sale or lease of its capital assets. The effective percentage of ownership of WHI in DMWAI aggregates to 62.92% as of December 31, 2019 and 2018.

DMWAI's registered office, is located at 3rd Floor Aseana Powerstation Building, D. Macapagal Avenue cor. Bradco Avenue Aseana City, Parañaque City while its principal place of business is located at 15th and 16th Floor, Aseana 3 Bldg., D. Macapagal Blvd. cor. Aseana Avenue, Aseana City, Parañaque City. The registered office of WHI, which is also its principal place of business, is at 306 E. Rodriguez Sr. Boulevard, Quezon City.

1.2 Subsidiaries, Associates and Joint Ventures

The Parent Company holds effective ownership interests in certain subsidiaries (together with the Parent Company, collectively hereinafter referred to as the "Group"), associates, and joint ventures, that are currently operating or are established to engage in businesses related to the main business of the Parent Company, in these consolidated financial statements.

As of December 31, 2019 and 2018, the following summarizes the effective percentage of ownership or interest of DMWAI over these entities:

Name of Subsidiaries/Associates/Joint Ventures	Explanatory Notes	Effective Percentage of Ownership/Interest	
		2019	2018
Subsidiaries:			
<i>Direct:</i>			
Aseana Residential Holdings Corp. (ARHC)	(a)	100.00%	100.00%
Aseana Holdings, Inc. (AHI)	(b)	99.98%	99.98%
Fabricom, Inc. (FI)	(c)	99.98%	99.98%
Fabricom Realty Development Corporation (FRDC)	(d)	62.20%	62.20%
R-1 Consortium, Inc. (R-1)	(e)	55.45%	55.45%
Alphaland Bay City Corporation (ABCC)	(f)	100.00%	-
<i>Direct and Indirect:</i>			
Portal Holdings, Inc. (PHI)	(g)	100.00%	100.00%
Mandaue Land Consortium, Inc. (MLCI)	(h)	81.00%	81.00%
Aseana I.T. Plaza, Inc. (AITPI)	(i)	66.97%	66.97%
SHLP BBP Realty, Inc. (SBRI)	(j)	55.96%	55.96%
<i>Indirect:</i>			
58 Jupiter Inc. (formerly Reine, Inc.) (58 Jupiter) – <i>Accounted for as Asset Acquisition</i>	(k)	100.00%	100.00%
Boracay International Airport & Dev't Corp. (BIADC)	(l)	99.98%	99.98%
U-City Technologies Philippines, Inc. (UCTPI)	(m)	99.98%	99.98%
Aseana City Transport & Travel Corp. (ACTTC)	(n)	99.98%	99.98%
Aseana Gas Energy Corp. (AGEC)	(o)	99.98%	99.98%
Aseana Real Estate Services Management Corp. (ARESM)	(p)	95.98%	95.98%
Bay Area Holdings, Inc. (BAHI)	(q)	59.98%	59.98%
Associates:			
Alphaland Heavy Equipment, Corp. (AHEC)	(r)	50.00%	50.00%
European Resources and Technology, Inc. (ERTI)	(s)	42.00%	42.00%
Aseana CL, Beach and Marina Development Corporation (ACBMDC)	(t)	36.00%	36.00%
Joint ventures:			
Bay Resources and Development Corporation (BRADCO)	(u)	50.00%	50.00%
Alphaland Bay City Corporation (ABCC)	(f)	-	34.73%

Notes:

- (a) Established to purchase, acquire and own, hold, use, assign, transfer, mortgage, pledge, exchange or otherwise dispose of, subject to limitations imposed by law, real and personal property, including but not limited to, land, buildings, condominiums, shares of stock, bonds and other securities.
- (b) Established to engage in the business of owning, holding, exchanging, or otherwise disposing such items as real and personal properties, and securities such as stocks, bonds and to take part and assist in any legal matter for the purchase and sale of any securities as may be allowed by law without acting as or engaging in the business of an investment house, mutual fund or broker or dealer in securities.
- (c) Established to engage in the business of importation and marketing of heavy equipment, industrial equipment or any commercial products, which may be the object of commerce for the attainment of corporate objectives. As more fully discussed in Note 28.4, the increase in the Parent Company's effective percentage ownership in FI and BAHF is a result of a deed of exchange representing a business combination that is accounted for under pooling of interest method involving entities under common control.
- (d) Established to engage in housing and real estate development and selling and engaging in other related activities.
- (e) Established to engage in general construction and other allied businesses including constructing, enlarging, repairing, removing, developing, or otherwise engaging in any work upon building roads, highways, manufacturing plants, bridges, airfields, piers, docks, mines, masonry and earth construction, and to make, execute, bid for and take or receive any contracts or assignment of contracts in relation thereto.
- (f) ABCC was established to own, use, improve, develop, subdivide, sell, exchange, lease and hold for investment or otherwise, real estate of all kinds, including buildings, houses, apartments and other structures. As more fully discussed in Note 13.2(b), ABCC became a subsidiary of DMWAI starting in 2019.
- (g) DMWAI's effective interest is derived from its 40.00% direct ownership and 60.00% indirect holdings through ARHC. PHI was established to purchase, subscribe for, or otherwise acquire and own, hold, use, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property, including but not limited to, land, buildings, condominiums, shares of stock, bonds and other securities.
- (h) DMWAI's effective interest is derived from its 40.00% direct ownership and 41.00% indirect holdings through AHI and R-1 which own 30.00% and 20.00%, respectively. MLCI was established to engage in general realty and other allied businesses including owning, improving, subdividing, developing, reclaiming, enlarging, repairing, constructing, exchanging, leasing and holding investment or otherwise, real estate and lands of all kinds and any buildings, houses and other structures.
- (i) DMWAI's effective ownership interest is derived from its 41.98% direct ownership and 24.99% indirect holdings through PHI. AITPI was established to engage in the business of owning, using, improving, developing, selling, exchanging, leasing, and holding for investment or otherwise, real estate of all kinds, including building houses, apartments and other structures, and related activities.
- (j) DMWAI's effective ownership is derived from its 29.98% direct ownership and 25.98% indirect holdings through AHI, BAHF and PHI which each owns 9.99% of SBRI. SBRI was established to engage in real estate development and engaging in other related activities.
- (k) 58 Jupiter was acquired in 2017 and indirectly owned through AHI [see Notes 3.1(k) and 13.4]; established to acquire by purchase, lease, donation, or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop, and hold for investment or otherwise, real estate of all kinds, whether improve, manage or otherwise dispose of buildings, houses, apartments, and other structures of whatever kind, together with their appurtenances.
- (l) Indirectly owned through AHI; established to build an international airport in Boracay, Municipality of Malay and/ or Carabao Island, San Jose, Romblon, Philippines.
- (m) Indirectly owned through AHI; established to install and provide electronic security apparatus and products to industrial, commercial and other establishments whether public or private for the purpose of securing or protecting properties and other related services. In 2016, AHI acquired through cash consideration the entire 40.00% minority interest of the other stockholder resulting in 100.00% direct ownership by AHI in UCTPI (see Note 28.4).
- (n) Indirectly owned through AHI; established to engage in the business of transportation of passengers by means of public utility vehicles for the general public and to lease out or rent its public utility vehicles for special trips.
- (o) Indirectly owned through AHI; established to engage in, conduct and carry on the business of buying, selling, distributing, marketing of liquefied petroleum gas and other fuel products at wholesale or retail and to construct a reticulation network in strategically located tank to enable safe and sufficient distribution of piped gas to end users in Aseana Business Park.
- (p) Indirectly owned through AHI; established to acquire and manage properties such as commercial, residential, office condominium and industrial real estate.
- (q) Indirectly owned through FI; established to purchase, acquire, or otherwise own and hold, use, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, real and personal property, including land, buildings, condominiums and engaging in other related activities. As more fully discussed in Note 28.4, the increase in the Parent Company's effective percentage ownership in FI and BAHF is a result of a deed of exchange representing a business combination that is accounted for under pooling of interest method involving entities under common control.

- (r) Indirectly owned through FI; established to purchase, import, or otherwise acquire, lease, sell, distribute, market, convey or otherwise dispose heavy equipment, machinery and related implements. As of December 31, 2019, AHEC is currently in the process of liquidation (see Note 13.1).
- (s) Established to engage in collecting, segregating, recycling, composting, filling, disposing, treating or otherwise managing household, industrial and other kinds of garbage for local, or other government units and private persons and firms as well as extended guidance and education for proper waste management.
- (t) DMWAP's effective interest is derived from its 10.00% direct ownership and 26.00% indirect holdings through AHI. ACBMDC was established to engage in real estate business with marinas, cruise liner facilities and beach resorts in all its aspects; to acquire, rent or otherwise deal in and dispose of all kinds of real estate objects, involving commercial, industrial, urban, residential or other kinds of real property.
- (u) BRADCO was established to acquire, develop and market real estate properties [see Note 13.2(a)].

As of December 31, 2019, FRDC, R-1, MLCI, AITPI, SBRI, BIADC, AGECE, ACBMDC and ABCC have not yet started commercial operations.

1.3 Approval of the Consolidated Financial Statements

The consolidated financial statements of the Group as of and for the year ended December 31, 2019 (including the comparative consolidated financial statements as of December 31, 2018 and for the years ended December 31, 2018 and 2017) were authorized for issue by the Parent Company's Board of Directors (BOD) on February 19, 2020.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis for 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). PFRS are adopted by the Financial Reporting Standards Council (FRSC) 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 for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies that follow.

(b) 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 the consolidated statement of comprehensive income separate from the consolidated statement of profit or loss.

The Group presents a consolidated third 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 has a material effect on the information in the consolidated statement of financial position at the beginning of the preceding period. The related notes to the consolidated third statement of financial position are not required to be disclosed.

(c) *Functional and Presentation Currency*

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

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

(d) *Prior Period Reclassification of Accounts*

The Group reclassified the following prior period accounts to conform with the 2019 consolidated financial statement presentation and account classification:

- (i) Contract Asset and Contract Liability in 2018 amounting to P103.0 million and P108.9 million, respectively, were reclassified from current classification to non-current classification (see Note 10); and,
- (ii) Income Tax Payable in 2018 amounting to P111.2 million was reclassified from Trade and Other Payables to a separate line item under Current Liabilities (see Note 19).

These prior period reclassifications only represent 0.3% and 2.0% of consolidated total assets and consolidated total liabilities, respectively, as of December 31, 2018. The foregoing reclassifications did not have any effect on the consolidated statement of profit or loss, consolidated statement of comprehensive income and consolidated statement of cash flows for the year ended December 31, 2018. As such reclassifications did not have any material impact on the Group's consolidated financial statements, a third consolidated statement of financial position is not required to be presented.

2.2 Adoption of New and Amended PFRS

(a) *Effective in 2019 that are Relevant to the Group*

The Group adopted for the first time the following PFRS, amendments, interpretation and annual improvements to PFRS, which are mandatorily effective for annual periods beginning on or after January 1, 2019:

PAS 19 (Amendments)	: Employee Benefits – Plan Amendment, Curtailment or Settlement
PAS 28 (Amendments)	: Investment in Associates and Joint Ventures – Long-term Interests in Associates and Joint Ventures
PFRS 9 (Amendments)	: Financial Instruments – Prepayment Features with Negative Compensation
PFRS 16	: Leases

International Financial Reporting Interpretations Committee (IFRIC) 23	: Uncertainty over Income Tax Treatments
Annual Improvements to PFRS (2015-2017 Cycle)	
PAS 12 (Amendments)	: Income Taxes – Tax Consequences of Dividends
PAS 23 (Amendments)	: Borrowing Costs – Eligibility for Capitalization
PFRS 3 and PFRS 11 (Amendments):	Business Combination and Joint Arrangements – Remeasurement of Previously Held Interests in a Joint Operation

Discussed below and in the succeeding pages are the relevant information about these pronouncements.

- (i) PAS 19 (Amendments), *Employee Benefits – Plan Amendment, Curtailment or Settlement*. The amendments clarify that past service cost and gain or loss on settlement is calculated by measuring the net defined benefit liability or asset using updated actuarial assumptions and comparing the benefits offered and plan assets before and after the plan amendment, curtailment or settlement but ignoring the effect of the asset ceiling that may arise when the defined benefit plan is in a surplus position. Further, the amendments now require that if an entity remeasures its net defined benefit liability or asset after a plan amendment, curtailment or settlement, it should also use updated actuarial assumptions to determine current service cost and net interest for the remainder of the annual reporting period after the change to the plan. The application of these amendments had no significant impact on the Group's consolidated financial statements.
- (ii) PAS 28 (Amendments), *Investment in Associates and Joint Ventures – Long-term Interest in Associates and Joint Ventures*. The amendments clarify that the scope exclusion in PFRS 9 applies only to ownership interests accounted for using the equity method. Thus, the amendments further clarify that long-term interests in an associate or joint venture – to which the equity method is not applied – must be accounted for under PFRS 9, which shall also include long-term interests that, in substance, form part of the entity's net investment in an associate or joint venture. The application of these amendments had no significant impact on the Group's consolidated financial statements.
- (iii) PFRS 9 (Amendments), *Financial Instruments – Prepayment Features with Negative Compensation*. The amendments clarify that prepayment features with negative compensation attached to financial assets may still qualify under the “solely payments of principal and interests” (SPPI) test. As such, the financial assets containing prepayment features with negative compensation may still be classified at amortized cost or at fair value through other comprehensive income (FVOCI). The application of these amendments had no significant impact on the Group's consolidated financial statements.

- (iv) PFRS 16, *Leases*. The new standard replaced PAS 17, *Leases*, and its related interpretation IFRIC 4, *Determining Whether an Arrangement Contains a Lease*, Standard Interpretations Committee (SIC) 15, *Operating Leases – Incentives* and SIC 27, *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. For lessees, it requires an entity to account for leases “on-balance sheet” by recognizing a “right-of-use” (ROU) asset and lease liability arising from contract that is, or contains, a lease.

For lessors, the definitions of the type of lease (i.e., finance and operating leases) and the supporting indicators of a finance lease are substantially the same with the provisions under PAS 17. In addition, basic accounting mechanics are also similar but with some different or more explicit guidance related to variable payments, sub-leases, lease modifications, the treatment of initial direct costs and lessor disclosures.

Relative to the adoption of PFRS 16 in the Philippines, the FRSC also approved the issuance of the following:

- Philippine Interpretations Committee (PIC) Q&A 2019-08, *Accounting for Asset Retirement or Restoration Obligation (ARO) with the Adoption of PFRS 16*. This Q&A clarifies that ARO is not included as a component of lease liability and measurement of such is outside the scope of PFRS 16. However, in cases where the reassessment of lease-related assumptions (e.g., lease term) would affect the measurement of ARO-related provision, the amount of ARO existing at transition date would not be remeasured; rather, the balance of the ARO provision and any related asset will remain previously measured. The asset will be reclassified from property and equipment to the related ROU asset as required under PFRS 16.
- PIC Q&A 2019-09, *Accounting for Prepaid Rent or Rent Liability Arising from Straight-lining under PAS 17 on Transition to PFRS 16 and the Related Deferred Tax Effects*. This Q&A provides guidance as to the accounting of prepaid rent or rent liability arising from PAS 17 and the related deferred tax effects under either full retrospective approach or modified retrospective approach.
- PIC Q&A 2019-10, *Accounting for Variable Payments with Rent Review*. This Q&A clarifies that the lessee shall determine the revised lease payments of the remainder of the lease term based on the revised contractual payments.
- PIC Q&A 2019-11, *Determining the Current Portion of an Amortizing Lease Liability*. This Q&A provides guidance on determining the current portion of an amortizing lease liability for proper classification/presentation between current and non-current in the statement of financial position.
- PIC Q&A 2019-12, *Determining the Lease Term under PFRS 16*. This Q&A provides guidance in determining the lease term under the new leases standard. Such exercise may require significant judgment especially when the lease agreement contains an option to either extend or terminate the lease.

- PIC Q&A 2019-13, *Determining the Lease Term of Leases that are Renewable Subject to Mutual Agreement of the Lessor and the Lessee*. This Q&A is a supplement to PIC Q&A 2019-12, providing guidance on determining the lease term under PFRS 16. This focuses on lease contracts that are renewable subject to mutual agreement of the parties.

The Group has adopted PFRS 16 using the modified retrospective approach as allowed under the transitional provisions of the standard. Accordingly, comparative information were not restated.

The new accounting policies of the Group as a lessee are disclosed in Note 2.18(a)(i), while the accounting policies of the Group as a lessor, as described in Note 2.18(b), were not significantly affected.

Discussed below and in the succeeding page are the relevant information arising from the Group's adoption of PFRS 16 and how the related accounts are measured and presented on the Group's consolidated financial statements as at January 1, 2019.

- a. For contracts in place at the date of initial application, the Group has elected to apply the definition of a lease from PAS 17 and IFRIC 4 and has not applied PFRS 16 to arrangements that were previously not identified as leases under PAS 17 and IFRIC 4.
- b. The Group recognized lease liabilities in relation to leases which had previously been classified as operating leases under PAS 17. These liabilities were measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate as of January 1, 2019. The Group's weighted average incremental borrowing rate applied to the lease liabilities on January 1, 2019 was 7.54%.
- c. The Group has elected not to include initial direct costs in the measurement of right-of-use assets at the date of initial application. The Group also elected to measure the right-of-use assets at an amount equal to the lease liability adjusted for any prepaid lease payments and estimated cost to restore the leased asset that existed as at January 1, 2019.
- d. For leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, the Group has applied the optional exemptions to not recognize right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.
- e. The Group has also used, as a practical expedient, the reliance on its historical assessments on whether leases are onerous as an alternative to performing an impairment review on right-of-use assets, as permitted by the standard. As at January 1, 2019, the Group has no onerous contracts. The Group also used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The following table shows the effects of the adoption of PFRS 16 in the carrying amounts and presentation of certain accounts in the consolidated statement of financial position as at January 1, 2019.

	Note	Carrying Amount (PAS 17) December 31, 2018	Remeasurement	Carrying Amount (PFRS 16) January 1, 2019
<i>Assets:</i>				
Investment properties – net	c	P 11,448,382,530	P 163,848,424	P11,612,230,954
<i>Liabilities:</i>				
Lease liability	b	-	(163,848,424)	(163,848,424)
Impact on net assets		<u>P 11,448,382,530</u>	<u>P -</u>	<u>P11,448,382,530</u>

On the statement of financial position, right-of-use assets have been presented as part of investment properties since it relates to a lease of a certain land where the Group constructed improvements therein and which such assets are subsequently leased out to third parties under operating leases (see Notes 15 and 16) while lease liabilities have been presented separately from other liabilities.

A reconciliation of the opening lease liabilities recognized at January 1, 2019 and the total operating lease commitments determined under PAS 17 at December 31, 2018 is shown below.

	Notes	
Operating lease commitments, December 31, 2018 (PAS 17)	29.1	P 194,647,591
Reasonably certain and enforceable extension options	2.2(a)(iv)(e)	<u>258,991,724</u>
Operating lease liabilities before discounting		453,639,315
Discount using incremental borrowing rate	2.2(a)(iv)(b)	(<u>289,790,891</u>)
Lease liabilities, January 1, 2019 (PFRS 16)		<u>P 163,848,424</u>

- (v) IFRIC 23, *Uncertainty over Income Tax Treatments*. This interpretation provides clarification on the determination of taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates when there is uncertainty over income tax treatments. The core principle of the interpretation requires the Group to consider the probability of the tax treatment being accepted by the taxation authority. When it is probable that the tax treatment will be accepted, the determination of the taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates shall be on the basis of the accepted tax treatment. Otherwise, the Group has to use the most likely amount or the expected value, depending on the surrounding circumstances, in determining the tax accounts identified immediately above. The application of this interpretation had no significant impact on the Group's consolidated financial statements.

- (vi) Annual Improvements to PFRS 2015-2017 Cycle. Among the improvements, the following amendments, which are effective from January 1, 2019, are relevant to the Group but had no material impact on the Group's consolidated financial statements as these amendments merely clarify existing requirements:
- PAS 12 (Amendments), *Income Taxes – Tax Consequences of Dividends*. The amendments clarify that an entity should recognize the income tax consequence of dividend payments in profit or loss, other comprehensive income or equity according to where the entity originally recognized the transactions that generated the distributable profits.
 - PAS 23 (Amendments), *Borrowing Costs – Eligibility for Capitalization*. The amendments clarify that if any specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, such borrowing is treated as part of the entity's general borrowings when calculating the capitalization rate.
 - PFRS 3 (Amendments), *Business Combinations*, and PFRS 11 (Amendments), *Joint Arrangements – Remeasurement of Previously Held Interests in a Joint Operation*. The amendments clarify that previously held interest in a joint operation shall be remeasured when the Group obtains control of the business. On the other hand, previously held interests in a joint operation shall not be remeasured when the Group obtains joint control of the business.

(b) *Effective Subsequent to 2019 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2019, which are adopted by the FRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and, unless otherwise stated, none of these are expected to have significant impact on the Group's consolidated financial statements:

- (i) PAS 1 (Amendments), *Presentation of Financial Statements* and PAS 8 (Amendments), *Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Material* (effective from January 1, 2020). The amendments provide a clearer definition of 'material' in PAS 1 by including the concept of 'obscuring' material information with immaterial information as part of the new definition, and clarifying the assessment threshold (i.e., misstatement of information is material if it could reasonably be expected to influence decisions made by primary users, which consider the characteristic of those users as well as the entity's own circumstances). The definition of material in PAS 8 has been accordingly replaced by reference to the new definition in PAS 1. In addition, amendment has also been made in other Standards that contain definition of material or refer to the term 'material' to ensure consistency.

- (ii) Revised Conceptual Framework for Financial Reporting (effective from January 1, 2020). The revised conceptual framework will be used in standard-setting decisions with immediate effect. Key changes include (a) increasing the prominence of stewardship in the objective of financial reporting, (b) reinstating prudence as a component of neutrality, (c) defining a reporting entity, which may be a legal entity, or a portion of an entity, (d) revising the definitions of an asset and a liability, (e) removing the probability threshold for recognition and adding guidance on derecognition, (f) adding guidance on different measurement basis, and, (g) stating that profit or loss is the primary performance indicator and that, in principle, income and expenses in other comprehensive income should be recycled where this enhances the relevance or faithful representation of the financial statements.

No changes will be made to any of the current accounting standards. However, entities that rely on the framework in determining their accounting policies for transactions, events or conditions that are not otherwise dealt with under the accounting standards will need to apply the revised framework from January 1, 2020. These entities will need to consider whether their accounting policies are still appropriate under the revised framework.

- (iii) PFRS 10 (Amendments), *Consolidated Financial Statements*, and PAS 28 (Amendments), *Investments in Associates and Joint Ventures – Sale or Contribution of Assets Between an Investor and its Associates or Joint Venture* (effective date deferred indefinitely). The amendments to PFRS 10 require full recognition in the investor's financial statements of gains or losses arising on the sale or contribution of assets that constitute a business as defined in PFRS 3, between an investor and its associate or joint venture. Accordingly, the partial recognition of gains or losses (i.e., to the extent of the unrelated investor's interests in an associate or joint venture) only applies to those sale of contribution of assets that do not constitute a business. Corresponding amendments have been made to PAS 28 to reflect these changes. In addition, PAS 28 has been amended to clarify that when determining whether assets that are sold or contributed constitute a business, an entity shall consider whether the sale or contribution of those assets is part of multiple arrangements that should be accounted for as a single transaction.

- (c) SEC Memorandum Circular (MC) No. 04-2020, *Deferment of the Implementation of IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23) for Real Estate Industry* (IFRIC Agenda Decision)

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, on 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.

In relation to the above issues, the SEC, in its MC No. 04-2020, provided for the relief to the Real Estate Industry by deferring the implementation of the IFRIC Agenda Decision until December 31, 2020. Effective January 1, 2021, real estate companies in the Philippines shall adopt the IFRIC interpretations and any subsequent amendments thereto retrospectively or as the SEC will later prescribe. However, a real estate company may opt not to avail of the relief provided and instead comply in full with the requirements of the IFRIC interpretations.

Although the Group had not capitalized borrowing costs relating to its real estate inventories in current and prior years, the Group opted to avail the relief provided by the SEC to defer the implementation of the IFRIC Agenda Decision until December 31, 2020. The Group's accounting policies with respect to capitalization of borrowing costs on real estate inventories under construction are disclosed in Note 2.23.

Generally, an entity that capitalized borrowing costs and elected not to defer the IFRIC Agenda Decision would have the following impact in its 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.

(d) SEC MC No. 14 Series of 2018 and MC No. 3 Series of 2019

The SEC issued MC No. 14 in 2018 and MC No. 3 in 2019 which provided relief by deferral of the application on the following items for three years until calendar year ending December 31, 2020:

- Concept of the significant financing component in the contract to sell;

PFRS 15, *Revenue from Contracts with Customers*, 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.
- Treatment of land and uninstalled materials in the determination of percentage of completion (POC) (PIC Q&A No. 2018-12-E);

Uninstalled materials delivered on-site such as steels and rebars, elevators and escalators, which are yet to be installed to the main or attached to the main structure are excluded in the assessment of progress. Land shall also be excluded in the assessment.

- Accounting for common usage service area charges (PIC Q&A No. 2018-12-H); and,

According to the consensus of the PIC Q&A No. 2018-12-H, the following should be considered by the role of a real estate developer in providing goods or services:

- a) Electricity usage – Agent
- b) Water usage – Agent
- c) Air-conditioning charges – Principal
- d) Common use service area (CUSA) charges and administrative and handling fees – Principal

- Accounting for cancellation of real estate sales (PIC Q&A No. 2018-14).

According to the consensus of the PIC Q&A No. 2018-14, repossessed inventory may initially be recognized at either costs or fair value plus repossession costs. Either approaches should be applied consistently.

The Group elected to defer the adoption of the relevant concepts in PIC Q&A 2018-12 and 2018-14 in accordance with MC No. 14 series of 2018 and MC No. 3 series of 2019, respectively. As allowed by the SEC, the deferral of the aforementioned PIC Q&As is within a period of three years, or until 2020. Had these provisions been adopted, it would have the following impact in the consolidated financial statements:

- the exclusion of land and uninstalled materials in the determination of percentage-of-completion would reduce the percentage of completion of real estate projects resulting in a decrease in retained earnings as at January 1, 2018 as well as a decrease in the revenue from sale of condominium units for the years ended December 31, 2019 and 2018;
- the mismatch between the percentage-of-completion of the real estate projects and right to an amount of consideration based on the schedule of payments explicit in the contract to sell would constitute a significant financing component. Interest income would have been recognized for the contract asset and interest expense for the contract liability using the effective interest rate method and this would have affected the retained earnings as at January 1, 2018 and the revenue from sale of condominium units for the years ended December 31, 2019 and 2018. Currently, any significant financing component arising from the mismatch discussed above is not considered for revenue recognition purposes; and,
- upon sales cancellation, the repossessed inventory would be recorded at fair value plus cost to repossess (or fair value less cost to repossess if this would have been adopted). This would have increased retained earnings as at January 1, 2018 and recognized the gain from repossession for the years ended December 31, 2019 and 2018. Currently, the Group records the repossessed inventory at its original carrying amount and recognizes any difference between the carrying amount of the derecognized contract asset and the repossessed property in profit or loss.

2.3 Basis of Consolidation

The Group's consolidated financial statements comprise the accounts of the Parent Company and its subsidiaries, after the elimination of material intercompany transactions. All intercompany assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities under the Group, are eliminated in full on consolidation. Unrealized profits and losses from intercompany transactions that are recognized in assets are also eliminated in full. Intercompany losses that indicate impairment are recognized in the consolidated financial statements.

The financial statements of subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting principles.

The Parent Company accounts for its investments in subsidiaries, associates, joint ventures and noncontrolling interests as presented below and in the succeeding page.

(a) Investments in Subsidiaries

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when (i) it has power over the entity, (ii) it is exposed, or has rights to, variable returns from its involvement with the entity, and (iii) it has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date the Group obtains control.

The Group reassesses whether or not it controls an entity if facts and circumstances indicate that there are changes to one or more of the three elements of controls indicated above. Accordingly, entities are deconsolidated from the date that control ceases.

(i) Accounting for Business Combination Using the Acquisition Method

The acquisition method is applied to account for acquired subsidiaries. This requires recognizing and measuring the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group, if any. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred and subsequent change in the fair value of contingent consideration is recognized directly in profit or loss.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any noncontrolling interest in the acquiree, either at fair value or at the noncontrolling interest's proportionate share of the recognized amounts of acquiree's identifiable net assets.

The excess of the consideration transferred, the amount of any noncontrolling interest in the acquiree and the acquisition-date fair value of any existing equity interest in the acquiree over the acquisition-date fair value of identifiable net assets acquired is recognized as goodwill. If the consideration transferred is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly as gain in profit or loss (see Note 2.9).

(ii) *Accounting for Business Combination Using the Pooling-of-interests Method*

Business combinations arising from transfers of interests in entities that are under the common control of the principal shareholder are accounted for under the pooling-of-interests method. Transfers of assets between commonly-controlled entities are accounted for under historical cost accounting. Under this method, the financial information of the acquired entities are included as if the acquisition occurred in the earliest period presented.

The assets and liabilities of the acquired entities are combined using their respective carrying values and any difference is accounted for and recognized in Other Reserves account presented under the consolidated statement of changes in equity.

(b) *Investment in Associates*

Associates are those entities over which the Group is able to exert significant influence but which are neither subsidiaries nor interests in a joint venture. Investments in associates are initially recognized at cost and subsequently accounted for using the equity method.

Acquired investment in associate is subject to the purchase method. The purchase method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recognized in the financial statements prior to acquisition. Goodwill represents the excess of acquisition cost over the fair value of the Group's share of the identifiable net assets of the acquiree at the date of acquisition. Any goodwill or fair value adjustment attributable to the Group's share in the associate is included in the amount recognized as investment in an associate.

All subsequent changes to the ownership interest in the equity of the associates are recognized in the Group's carrying amount of the investments. Changes resulting from the profit or loss generated by the associates are credited or charged against the Share in Net Earnings or Losses of Associates and Joint Ventures account in the consolidated statement of profit or loss.

Impairment loss is provided when there is objective evidence that the investment in an associate will not be recovered.

Changes resulting from other comprehensive income transactions of the associate or items recognized directly in the associate's equity are recognized in other comprehensive income or equity of the Group, as applicable. However, when the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the investor resumes recognizing its share of those profits only after its share of the profits exceeds the accumulated share of losses that has previously not been recognized.

Distributions received from the associates are accounted for as a reduction of the carrying value of the investment.

(c) *Investment in Joint Ventures*

A jointly controlled entity is a corporation, partnership, or other entity in which two or more venturers have an interest, under a contractual arrangement that establishes joint control over the entity. Each venturer usually contributes cash or other resources to the jointly controlled entity. Those contributions are included in the accounting records of the venturer and recognised in the venturer's financial statements as an investment in the jointly controlled entity.

Investments in joint venture are initially recognized at cost and subsequently accounted for using the equity method.

Acquired investment in the jointly controlled entity is subject to the purchase method. The purchase method involves the recognition of the jointly controlled entity's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recognized in the financial statements prior to acquisition. Goodwill represents the excess of acquisition cost over the fair value of the venturer's share of the identifiable net assets of the joint venture at the date of acquisition. Any goodwill or fair value adjustment attributable to the venturer's share in the joint venture is included in the amount recognized as investment in joint venture.

All subsequent changes to the ownership interest in the equity of the joint venture are recognized in the venturer's carrying amount of the investments. Changes resulting from the profit or loss generated by the joint venture are credited or charged against the Share in Net Earnings or Losses of Associates and Joint Ventures account in the consolidated statement of profit or loss.

Impairment loss is provided when there is objective evidence that the investment in joint venture will not be recovered (see Note 2.21).

Changes resulting from other comprehensive income transactions of the jointly controlled entity or items recognized directly in the jointly controlled entity's equity are recognized in other comprehensive income or equity of the venturer, as applicable. However, when the venturer's share of losses in a joint venture equals or exceeds its interest in the joint venture, including any other unsecured receivables, the venturer does not recognize further losses, unless it has incurred obligations or made payments on behalf of the jointly controlled entity. If the jointly controlled entity subsequently reports profits, the venturer resumes recognizing its share of those profits only after its share of the profits exceeds the accumulated share of losses that has previously not been recognized.

Distributions received from the jointly controlled entity are accounted for as a reduction of the carrying value of the investment.

(d) *Transactions with Noncontrolling Interests*

The Group's transactions with noncontrolling interests that do not result in loss of control are accounted for as equity transactions – that is, as transaction with the owners of the Group in their capacity as owners. The difference between the fair value of any consideration paid and the relevant share acquired of the carrying value of the net assets of the subsidiary is recognized in equity (i.e., Other Reserves account). Disposals of equity investments to noncontrolling interests result in gains and losses for the Group that are also recognized in other components of equity. When the Group ceases to have control over a subsidiary, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

2.4 Financial Assets

Financial assets are recognized when the Group becomes a party to the contractual terms of the financial instrument. For purposes of classifying financial assets, an instrument is considered as an equity instrument if it is non-derivative and meets the definition of equity for the issuer in accordance with the criteria of PAS 32, *Financial Instruments – Presentation*. All other non-derivative financial instruments are treated as debt instruments.

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

The classification and measurement of financial assets is driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The classification and measurement of financial assets that are applicable to the Group are described below and in the succeeding page.

(i) *Financial Assets at Amortized Cost*

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

- the asset is held within the Group's business model whose objective is to hold financial assets in order to collect contractual cash flows ("hold to collect"); and,
- the contractual terms of the instrument give rise, on specified dates, to cash flows that are SPPI on the principal amount outstanding.

Except for trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with PFRS 15, *Revenue from Contracts with Customers*, all financial assets meeting these criteria are measured initially at fair value plus transaction costs. These are subsequently measured at amortized cost using the effective interest method, less any impairment in value.

The Group's financial assets at amortized cost are presented in the consolidated statement of financial position as Cash and Cash Equivalents, Receivables (except Advances to suppliers), Short-term placements (presented as part of Other Current Assets account), and Refundable deposits (presented as part of Other Non-current Assets account).

For purposes of cash flows reporting and presentation, cash and cash equivalents comprise accounts with original maturities of three months or less, including cash. These generally include cash on hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

(ii) *Financial Assets at Fair Value Through Other Comprehensive Income*

The Group accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective is to hold to collect the associated cash flows and sell ("hold to collect and sell"); and,
- the contractual terms of the financial assets give rise to cash flows that are SPPI on the principal amount outstanding.

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 unquoted equity instruments and proprietary golf club shares as Financial assets at FVOCI on initial recognition. These are presented as Financial assets at FVOCI under the Other Non-current Assets account in the consolidated statement of financial position.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value, with no deduction for any disposal costs. Gains and losses arising from changes in fair value, including the foreign exchange component, are recognized in other comprehensive income, net of any effects arising from income taxes, and are reported as part of Revaluation Reserves account in equity. When the asset is disposed of, the cumulative gain or loss previously recognized in the Revaluation Reserves account is not reclassified to profit or loss but is reclassified directly to Retained Earnings account, except for those debt securities classified as FVOCI wherein cumulative fair value gains or losses are recycled to profit or loss.

Any dividends earned on holding equity instruments are recognized in profit or loss under Other Income, when the Group's right to receive dividends is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and, the amount of the dividend can be measured reliably, unless the dividends clearly represent recovery of a part of the cost of the investment.

(iii) *Financial Assets at Fair Value Through Profit or Loss*

Financial assets that are held within a different business model other than "hold to collect" or "hold to collect and sell" are categorized at FVTPL. Further, irrespective of business model, financial assets whose contractual cash flows are not SPPI are accounted for at FVTPL. Also, equity securities are classified as financial assets at FVTPL, unless the Group designates an equity investment that is not held for trading as at FVOCI at initial recognition. The Group's financial assets at FVTPL significantly include equity securities and a small portion of convertible debt securities, which are held by the Group for trading purposes and designated as at FVTPL, respectively.

Financial assets at FVTPL are initially measured at fair value. Subsequently, they are measured at fair value with gains or losses recognized in profit or loss as part of Finance Income in the statements of profit or loss.

Interest income on financial assets measured at amortized cost is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The Group calculates interest income by applying the effective interest rate to the gross carrying amount of the financial assets, except for those that are subsequently identified as credit-impaired and or are purchased or originated credit-impaired assets.

For financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the net carrying amount of the financial assets (after deduction of the loss allowance). If the asset is no longer credit-impaired, the calculation of interest income reverts to gross basis. For financial assets that were credit-impaired on initial recognition, interest income is calculated by applying a credit-adjusted effective interest rate to the amortized cost of the asset. The calculation of interest income does not revert to a gross basis even if the credit risk of the asset subsequently improves.

Interest income earned is recognized in the statement of profit or loss as part of Finance Income.

The Group can only reclassify financial assets if the objective of its business model for managing those financial assets changes. Accordingly, the Group is required to reclassify financial assets: (i) from amortized cost to FVTPL, if the objective of the business model changes so that the amortized cost criteria are no longer met; and, (ii) from FVTPL to amortized cost, if the objective of the business model changes so that the amortized cost criteria start to be met and the characteristic of the instrument's contractual cash flows meet the amortized cost criteria.

A change in the objective of the Group's business model will take effect only at the beginning of the next reporting period following the change in the business model.

(b) *Impairment of Financial Assets*

At the end of the reporting period, the Group assesses and recognizes for expected credit loss (ECL) on a forward-looking basis associated with its financial assets carried at amortized cost. The measurement of ECL involves consideration of broader range of information that is available without undue cost or effort at the reporting date about past events, current conditions, and reasonable and supportable forecasts of future economic conditions (i.e., forward-looking information) that may affect the collectability of the future cash flows of the financial assets. Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument evaluated based on a range of possible outcomes.

The Group applies the simplified approach in measuring ECL, which uses a lifetime expected loss allowance for all trade and other receivables (other than advances to and rental receivables from related parties) and other financial assets carried at amortized costs. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. To calculate the ECL, the Group uses its historical experience, external indicators and forward-looking information to calculate the ECL using a provision matrix. The Group also assesses impairment of receivables such as rental and contract receivables on a collective basis as they possess shared credit risk characteristics, and have been grouped based on the days past due [see Note 5.2(b)].

On the other hand, the Group applies a general approach in relation to advances to and rental 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.

The key elements used in the calculation of ECL are as follows:

- *Probability of default* – It is an estimate of likelihood of a counterparty defaulting at its financial obligation over a given time horizon, either over the next 12 months or the remaining lifetime of the obligation.
- *Loss given default* – It is an estimate of loss arising in case where a default occurs at a given time. It is based on the difference between the contractual cash flows of a financial instrument due from a counterparty and those that the Group would expect to receive, including the realization of any collateral or effect of any credit enhancement.

- *Exposure at default* – It represents the gross carrying amount of the financial instruments in the event of default which pertains to its amortized cost.

The Group recognizes an impairment loss in profit or loss for all financial instruments subjected to impairment assessment with a corresponding adjustment to their carrying amount through a loss allowance account, except for debt instruments measured at FVOCI, if applicable, for which the loss allowance is recognizes in other comprehensive income and accumulated in Revaluation Reserves account, and does not reduce the carrying amount of the financial asset in the statement of financial position.

(c) *Derecognition of Financial Assets*

The financial assets (or where applicable, a part of a financial asset or part of a group of financial assets) are derecognized when the contractual rights to receive cash flows from the financial instruments expire, or when the financial assets and all substantial risks and rewards of ownership have been transferred to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

2.5 Land and Land Development Costs and Property Development Costs

(a) *Land and Land Development Costs*

Land and land development costs are initially recorded at acquisition cost or cost of land reclamation and related land development costs, if the land is reclaimed. Land and land development costs include capitalized borrowing costs incurred before the completion of the reclamation project (see Note 2.23). A valuation allowance is provided for land development costs that are no longer recoverable.

Subsequent to initial recognition, land and land development costs are stated at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. An item of land and land development cost is derecognized upon disposal or when no future economic benefits are expected to arise from the sale of asset.

(b) *Property Development Costs*

The costs of land, development and construction of the residential condominium projects of the Group are accumulated in the Property Development Costs account in the consolidated statement of financial position. Borrowing costs, if any, on certain loans incurred during the development of the real estate properties are also capitalized by the Group as part of property development costs (see Note 2.23). All costs relating to the real estate properties sold are recognized as cost/expense as the work to which they relate is performed.

Costs of properties and projects accounted for as Property Development Costs are assigned using specific identification of their individual costs. These properties and projects are valued at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs to complete and the estimated costs necessary to make the sale.

The Group recognizes the effect of revisions in the total project cost estimates based on the input method in the year in which these changes become known [see Note 2.16(c)]. Any impairment loss from a real estate project is charged to operations during the period in which the loss is determined.

Reposessed property arising from sales cancellation is recognized at cost [see Note 2.2(d)]. The difference between the carrying amount of the receivable or contract asset to be derecognized and the cost of the reposessed property is recognized in the consolidated statement of profit or loss.

2.6 Property and Equipment

Except for land stated at acquisition cost less any impairment in value, property and equipment are stated at acquisition cost or construction cost less accumulated depreciation, amortization and any impairment losses. The cost of an asset comprises its purchase price or construction cost and directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized while regular expenditures for repairs and maintenance are charged to expense as incurred.

Construction in progress pertains to the accumulated costs of putting up the assets, additions or improvements including the applicable borrowing cost (see Note 2.23). Cost is recognized when materials purchased and services performed in relation to construction of the asset have been delivered or rendered. When the asset has become available for use, the accumulated cost is transferred to the appropriate asset account, and depreciation is recognized based on the estimated useful life of such asset.

Depreciation is computed on a straight-line basis over the estimated useful life of the assets as follows:

Land improvements	15 years
Machinery and construction equipment	3-5 years
Transportation equipment	5 years
Furniture and office equipment	2-5 years
Machinery and other equipment	3 years

Amortization of leasehold improvements is recognized over the estimated useful lives of improvements or the term of the lease, whichever is shorter.

Fully depreciated and amortized assets are retained in the accounts until these are no longer in use and no further charge for depreciation and amortization is made in respect of those assets.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.21).

The residual values, estimated useful lives and method of depreciation and amortization of property and equipment are reviewed and adjusted if appropriate, at the end of each reporting period.

An item of property and equipment, including the related accumulated depreciation and amortization, and impairment losses, if any, is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year the item is derecognized.

2.7 Other Assets

Other assets pertain to other resources controlled by the Group as a result of past events. They are recognized in the consolidated financial statements when it is probable that the future economic benefits will flow to the Group and the asset has a cost or value that can be measured reliably.

Other recognized assets of similar nature, where future economic benefits are expected to flow to the Group beyond one year after the end of the reporting period (or in the normal operating cycle of the business, if longer), are classified as non-current assets.

Advances to suppliers that will be applied as payment for construction of condominium units accounted for as real estate inventories are classified and presented under the Other Current Asset account. On the other hand, advances to suppliers that will be applied as payment for construction of property and equipment, and investment properties are classified and presented under the Other Non-current Asset account. These classification and presentation is based on the eventual realization of the asset to which it was advanced for.

2.8 Investment Properties

Properties held for lease under operating lease agreements and/or for capital appreciation, which comprise mainly of land (including its land development costs), buildings and improvements and condominium units, are classified as investment property and carried at cost less accumulated depreciation and any impairment loss except for land, which is carried at cost less any impairment in value (see Note 2.21).

Depreciation is computed on a straight-line basis over the estimated useful life of the assets as follows:

Buildings and improvements	30 years
Condominium units	25 years

Construction in progress pertains to the accumulated costs of putting up the assets, additions or improvements including the applicable borrowing costs (see Note 2.23). Cost is recognized when materials purchased and services performed in relation to construction of an asset have been delivered or rendered. When the asset has become available for use, the accumulated cost is transferred to the appropriate investment property account, and depreciation is recognized based on the estimated useful life of such asset.

The residual values, useful life and method of depreciation of the assets are reviewed and adjusted, if appropriate, at the end of each reporting period.

An item of investment property, including the related accumulated depreciation and impairment losses, if any, is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year the item is derecognized.

Transfers from other accounts (such as Land and Land Development Costs and Property and Equipment) are made to investment property when and only when, there is a change in use, evidenced by ending of owner-occupation or commencement of an operating lease to another party. Transfers from investment property are made when, and only when, there is a change in use, evidenced by commencement of the owner-occupation or commencement of development with a view to sell.

For a transfer from investment property to owner-occupied property or inventories, the cost of property for subsequent measurement is its carrying value at the date of change in use. If the property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property and equipment up to the date of change in use.

Rental income and operating expenses from investment property, reported under Revenues and Cost of Services and Sales, respectively, are recognized as described in Note 2.16.

2.9 Business Combinations

PFRS 3 requires that an entity shall determine whether a transaction or other event is a business combination. If the assets acquired are not a business, the entity shall account for the transaction as an asset acquisition. Business acquisitions are accounted for using the acquisition or pooling-of-interest method of accounting [see Note 2.3(a)(i)]. The accounting policy for asset acquisition is more fully discussed in Note 2.17.

Goodwill represents the excess of the cost of an acquisition over the fair value of the Parent Company's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

Negative goodwill which is the excess of the Group's interest in the net fair value of net identifiable assets acquired over acquisition cost is charged directly to income.

For the purpose of impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The cash-generating units or groups of cash-generating units are identified according to operating segment.

Gains and losses on the disposal of an interest in a subsidiary include the carrying amount of goodwill relating to it.

If the business combination is achieved in stages, the acquirer is required to remeasure its previously held equity interest in the acquiree at its acquisition-date fair value and recognize the resulting gain or loss, if any, in the profit or loss or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

2.10 Financial Liabilities

Financial liabilities, which include loans and borrowings, trade and other payables (except tax-related liabilities), lease liability, advances from a co-joint venturer, advances from and due to related parties, rental deposits and construction bond under Deposits and Advances account, are recognized when the Group becomes a party to the contractual terms of the instrument. All interest-related charges incurred on financial liability, except those capitalized as part of qualifying asset, are recognized as an expense under Finance Costs account in the consolidated statement of profit or loss.

Loans and borrowings are raised for support of short and long-term funding of operations. They are recognized at proceeds received, net of direct issue costs. Finance costs are charged to profit or loss, except for capitalized borrowing costs for qualifying assets, on an accrual basis using the effective interest method and are added to the carrying amount of the instrument to the extent that these are not settled in the period in which they arise.

Trade and other payables and lease liability [see Note 2.18(a)(i)] are initially recognized at their fair values and subsequently measured at amortized cost, using effective interest method for those with maturities beyond one year, less settlement payments.

Advances from and due to related parties, advances from a co-joint venture and construction bonds are initially recognized at its nominal value and subsequently measured at amortized cost less settlement payments.

Rental deposits are recognized when cash is received or becomes receivable from tenants based on the terms of the lease agreements. These are initially measured at the amount of cash received or receivables in accordance with the terms of the lease agreement. Rental deposits are subsequently measured at amortized cost using the effective interest method.

Financial liabilities are classified as current liabilities if payment is due to be settled within one year or less after the end of reporting period (or in the normal operating cycle of the business, if longer), or the Group does not have unconditional right to defer settlement of the liability for at least 12 months after the end of reporting period. Otherwise, these are presented as non-current liabilities.

Financial liabilities are derecognized from the consolidated statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable is recognized in profit or loss.

2.11 Segment Reporting

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

In identifying its operating segments, management generally follows the Group's products and service lines as disclosed in Note 4, which represent the main products and services provided by the Group.

Each of these operating segments is managed separately as each of these service lines requires different technologies and other resources as well as marketing approaches. All intersegment transfers are carried out at arm's length prices.

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.

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

2.12 Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the resulting net amount, considered as a single financial asset or financial liability, is reported in the consolidated statement of financial position when there is a legally enforceable right to set-off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The right of set-off must be available at the end of the reporting period, that is, it is not contingent on future event. It must also be enforceable in the normal course of business, in the event of default, and in the event of insolvency or bankruptcy; and, must be legally enforceable for both entity and all counterparties to the financial instruments.

2.13 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.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of the reporting period, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. When time value of money is material, long-term provisions are discounted to their present values using a pretax rate that reflects market assessments and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

In those cases 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 consolidated 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 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.

2.14 Non-current Asset Held for Disposal or Termination

Non-current asset held for disposal or termination is presented as Investment in Joint Venture Held for Termination account in the consolidated statement of financial position, whereby the Group intends to recover such investment through the transfer of investment property within one year from the date of classification as held for disposal or expected recovery of the underlying asset by the Group due to the termination of a certain joint venture agreement with a co-joint venturer, subject to fulfillment of certain conditions [see Note 13.2(b)].

The Group classifies a non-current asset (or disposal group) as held for disposal or termination if its carrying amount will be recovered principally through a disposal or termination transaction rather than through continuing use, and that the Group is committed to recover the underlying asset. In the event that the disposal or termination of the asset is extended beyond one year, the extension of the period required to complete the disposal or termination does not preclude an asset from being classified as held for disposal if the delay is caused by events or circumstances beyond the Group's control and there is sufficient evidence that the Group remains committed to its plan to dispose or terminate the investment in shares of stock and recover the underlying land to be accounted for as investment property in the future.

Non-current asset held for disposal or termination is measured at the lower of its carrying amount, immediately prior to their classification as held for disposal or termination, and its fair value less costs to dispose or terminate. The Group shall recognize an impairment loss for any initial or subsequent write-down of the asset at fair value less cost to dispose. Gain from any subsequent increase in fair value less cost to dispose of an asset is recognized to the extent of the cumulative impairment loss previously recognized.

If the Group has classified an asset as held for disposal or termination, but the criteria for it to be recognized as held for disposal or termination are no longer satisfied, the Group shall cease to classify the asset as held for disposal or termination.

The gain or loss arising from the disposal or termination, or remeasurement of the asset held for disposal or termination, if any, is recognized in profit or loss and included as part of Other Income (Charges) in the consolidated statement of profit or loss.

2.15 Contract Asset and Contract Liability

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 (see Note 2.16). Any rights to consideration recognized by the Group as it develops the property are presented as Contract Asset account in the consolidated statement of financial position. Contract asset is subsequently tested for impairment in the same manner as the Group assesses impairment of its financial assets (see Note 2.21).

Any consideration received by the Group in excess of the amount for which the Group is entitled is presented as Contract Liability account in the consolidated statement of financial position (see Note 2.16). 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.

2.16 Revenue and Expense Recognition

Revenue comprises revenue from construction contracts and sale of land and condominium units.

To determine whether to recognize revenue, the Group follows a five-step process:

- (a) identifying the contract with a customer;
- (b) identifying the performance obligation;
- (c) determining the transaction price;
- (d) allocating the transaction price to the performance obligations; and,
- (e) recognizing revenue when/as performance obligations are satisfied.

The Group determines whether a contract with customer exists by evaluating whether the following gating criteria are present:

- (a) the parties to the contract have approved the contract either in writing, orally or in accordance with other customary business practices;
- (b) each party's rights regarding the goods or services to be transferred or performed can be identified;
- (c) the payment terms for the goods or services to be transferred or performed can be identified;
- (d) the contract has commercial substance (i.e., the risk, timing or amount of the future cash flows is expected to change as a result of the contract); and,
- (e) collection of the consideration in exchange of the goods and services is probable.

Revenue is recognized only when (or as) the Group satisfies a performance obligation by transferring control of the promised goods or services to a customer. The transfer of control can occur over time or at a point in time.

A performance obligation is satisfied at a point in time unless it meets one of the following criteria, in which case it is satisfied over time:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; and,
- (c) the Group's performance does not create an asset with an alternative use to the Group and the entity has an enforceable right to payment for performance completed to date.

The Group enters into transactions involving construction services, sale of land and condominium units, and other contracts containing performance obligations with counterparties. The significant judgments used in determining the transaction price and the amounts allocated to the performance obligations are disclosed in Note 3.1(c). The transaction price allocated to performance obligations satisfied at a point in time is recognized as revenue when control of the asset or services transfers to the customer. If the performance obligation is satisfied over time, the transaction price allocated to that performance obligation is recognized as revenue as the performance obligation is satisfied. Except as disclosed in the consolidated financial statements, the Group uses the practical expedient in PFRS 15 for customer contracts entered into other than for construction services and sale of land, with respect to non-disclosure of the aggregate amount of the transaction price allocated to unsatisfied or partially satisfied performance obligations as of the end of the reporting periods and the explanation of when such amount will be recognized as revenue since such Group's contracts with customers have original expected duration of one year or less.

In addition, the following specific recognition criteria must also be met before revenue is recognized [significant judgments in determining the timing of satisfaction of the following performance obligations are disclosed in Note 3.1(b)]:

- (a) *Sale of land* – revenue from sale of land is recognized as the control transfers at the point in time with the buyer, that is when the Group delivered the possession and buyer accepted the property. At that point, the buyer may already use the property and the Group becomes entitled to the full amount due from the sales contract which are normally collected within one year from the contract inception date.

Payments received from buyers which do not meet the revenue recognition criteria are presented as Buyers' deposits under the Deposits and Advances account in the consolidated statement of financial position.

For tax reporting purposes, revenue on sale and cost of raw land sold are recognized in full when more than 25% of the contract price is collected within the taxable year; otherwise, revenue and cost of raw land sold are recognized based on the percentage of collections over the contract price, excluding value-added tax (VAT).

- (b) *Construction contracts* – revenue is recognized based on the percentage-of-completion determined through the input method as the construction services are provided. The stage of completion is measured on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation (i.e., resources consumed, labor hours expended, other costs incurred, etc.) relative to the total expected inputs to the satisfaction of such performance obligation. Contract costs are recognized when incurred.

Customers are invoiced based on certain milestone as work progresses, which are also due upon receipt by the customers, depending on applicable credit terms. Any amounts remaining unbilled at the end of a 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.

There were no recognized Contract Asset or Contract Liability accounts applicable to construction contracts as of the end of the reporting periods.

Progress billings not yet paid by customers and retention are presented as part of Receivables in the consolidated statement of financial position.

- (c) *Sale of condominium units* – for financial reporting purposes, revenues from transactions covering sale of condominium units are recognized over time under the percentage-of-completion method which is in reference to input method of measuring progress of completion. The input method measures the percentage of total costs incurred to date (inclusive of the land and cost of uninstalled materials due to the Group's election to defer PIC Q&A 2018-12, *PFRS 15 Implementing Issues Affecting the Real Estate Industry*), as an allowed transition relief over the estimated costs to complete the projects [see Note 2.2(c)].

Revenue recognized from real estate sales is presented as Sale of Condominium Units in the consolidated statement of profit or loss while the related asset or liability arising from the sale and progress of the development is presented as part of Contract Asset or Contract Liability accounts, as applicable, in the consolidated statement of financial position (see Note 2.15).

As discussed above, cost of condominium units sold before the completion of the projects include the acquisition cost of the land, development costs incurred to date, any applicable borrowing costs (see Note 2.23) and in accordance with the percentage-of-completion as determined based on the input method [see Note 2.5(b)].

Payments received from customers which do not meet the revenue recognition criteria are presented as Reservation deposits under the Deposits and Advances account in the consolidated statement of financial position (see Note 2.15).

For tax reporting purposes, revenue on sale and cost of condominium units sold are recognized in full when more than 25% of the contract price is collected within the taxable year; otherwise, revenue and cost of condominium units sold are recognized based on the percentage of collections over the contract price, excluding VAT.

- (d) *Other revenues from common use service area (CUSA)* – Other revenues arising from CUSA charges related to leasing activities are recognized over time as the Group performs the contractually agreed task. Customers are invoiced monthly as work progresses, which are also due upon receipt by the customers.

- (e) *Rendering of administrative and other services* – This is recognized on a time-and-materials basis as the services (i.e., consultancy and strategic real estate management activities) are provided to third party property owners and tenants within Aseana City. Customers are also invoiced monthly as work progresses, which are also due upon receipt by the customers. Any amounts remaining unbilled at the end of a 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.

Incremental costs of obtaining a contract to sell the condominium units to customers are recognized as part of Contract acquisition costs under Other Current Assets and Other Non-current Assets accounts and is subsequently amortized over the duration of the contract on the same basis as revenue from such contract is recognized. Except when the impact to the consolidated financial statements is significant for incremental costs in obtaining contracts relative to sale of condominium units and other customer contracts, the Group uses the practical expedient in PFRS 15 and has expensed such costs as incurred (i.e., for construction activities and sale of land) since the expected amortization period of these costs, if capitalized, would be less than one year.

The Group also incurs costs in fulfilling contracts with customers [see Note 3.2(i)]. When determining the appropriate accounting treatment for such costs, the Group first considers any other applicable standards. If other standards preclude capitalization of a particular cost, then an asset is not recognized under PFRS 15. If other standards are not applicable to contract fulfillment cost, the Company applies the following criteria, which, if met, result in capitalization:

- (i) the costs directly relate to a contract or to a specifically identifiable anticipated contract;
- (ii) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (iii) the costs are expected to be recovered.

Any contract fulfillment assets or capitalized costs are amortized based on the transfer of goods or services the asset relates to. Furthermore, these are derecognized either upon disposal or when no further economic benefits are expected to flow from its use or disposal.

Costs of rentals and other costs and operating expenses are recognized in the profit or loss upon utilization of the goods or services or at the date they are incurred. Finance costs are reported on an accrual basis except capitalized borrowing costs (see Note 2.23).

In 2019 and 2018, the Group recognized revenues based on the provisions of PFRS 15 wherein revenues depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

In 2017, revenue is recognized based on the provisions of PAS 18 which is to the extent that the revenue can be reliably measured; it is probable that the economic benefits will flow to the Group; and the costs incurred or to be incurred can be measured reliably. In addition, the specific recognition criteria in the succeeding page must also be met before revenue is recognized.

- (a) *Sale of land* – revenue on sale of raw land is recognized in full when at least 25% of the total contract price is collected or when the Group is certain that the sale will not be cancelled even if the collection is below 25%. Under the full accrual method, revenue is recognized when: (a) the collectability of the sales price is reasonably assured; (b) the earnings process is virtually complete; and, (c) the Group does not have a substantial continuing involvement with the properties sold to a buyer. The collectability of the sales price is considered reasonably assured when 25% of the total contract price is received and the capacity to pay and credit worthiness of buyers have been reasonably established for sales under the deferred cash payment arrangement.

Revenue on sale of real estate other than raw land and condominium units, if any, is also recognized under the full accrual method. The Group recognizes the revenue in full when 25% or more of the contract price is received and development of the real estate property has reached 100% completion at which point buyer may already use the property.

Payments received from buyers which do not meet the revenue recognition criteria are presented as Buyers' deposits under the Deposits and Advances account in the consolidated statement of financial position.

- (b) *Construction contracts* – revenue is recognized based on the percentage-of-completion method.
- (c) *Sale of condominium units* – for financial reporting purposes, revenues from transactions involving sales of residential condominium units are recognized under the percentage-of-completion method. Under this method, realization of gross profit is recognized by reference to the stage of development of the properties, i.e., revenue is recognized in the period in which the work is performed. The unrealized gross profit on a year's sales is presented as Deferred Gross Profit on Sale of Condominium Units in the consolidated statement of profit or loss; and, the cumulative unrealized gross profit as of the end of the reporting period is shown as Deferred Gross Profit on Sale of Condominium Units in the consolidated statement of financial position.

Sale of condominium units is recognized when 20% of the total contract price has already been collected. The amount of sale of condominium units recognized in the consolidated statement of comprehensive income is equal to the total contract price, net of day-one loss related to the discounting of noninterest-bearing receivables. If the transaction does not yet qualify for recognition as sale, the deposit method is applied until all conditions for recognizing the sale are met. Pending the recognition of sale, payments received from buyers are presented as Reservation deposits under the Deposits and Advances account, classified as current or non-current liability in the consolidated statement of financial position depending on the remaining term of the relevant contract.

Revenues and costs relative to forfeited or back out sales are reversed in the current year as they occur.

For tax reporting purposes, revenue on sale and cost of real estate sold are recognized in full when at least 25% of the contract price is collected within the taxable year; otherwise, revenue and cost of residential condominium units sold are recognized based on the percentage of collections over the contract price, excluding VAT.

Also in 2017, costs of land and residential condominium units sold before completion of the contemplated development is determined based on the actual costs incurred to date plus estimated costs for development as determined by the Parent Company's engineering department and are recognized when the related revenue from sale of land and condominium units is recognized.

Costs of rentals and other costs and operating expenses are recognized in the profit or loss upon utilization of the goods or services or at the date they are incurred.

2.17 Acquisition of Assets

Acquisition of interest in an entity that holds investment property which does not constitute a business is accounted for as an asset acquisition (see Note 2.9). A business is an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits directly to investors or other owners, members and participant. Under the asset purchase accounting, the purchase costs are allocated to identifiable assets and liabilities based on relative fair values of individual items; goodwill or gain on bargain purchase is not recognized; and, transaction costs are capitalized.

2.18 Leases

The Group accounts for its leases as follows:

(a) Group as Lessee

(i) Accounting for Leases in Accordance with PFRS 16 (2019)

For any new contracts entered into on or after January 1, 2019, the Group considers whether a contract is, or contains, a lease. A lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from the use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and,
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

At lease commencement date, the Group recognizes a right-of-use asset and a lease liability in the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received). Subsequently, the Group depreciates 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. The Group also assesses the right-of-use asset for impairment when such indicators exist (see Note 2.21).

On the other hand, the Group measures the lease liability at the present value of the lease payments unpaid at the commencement date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments include fixed payments (including in-substance fixed) less lease incentives receivable, if any, variable lease payments based on an index or rate, amounts expected to be payable under a residual value guarantee, and payments arising from options (either renewal or termination) reasonably certain to be exercised. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases and leases of low-value assets 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.

On the statement of financial position, right-of-use assets have been presented as part of investment properties since it relates to a lease of a certain land where the Group constructed improvements therein and which such assets are subsequently leased out to third parties under operating leases (see Notes 15 and 16) while lease liabilities have been presented separately from other liabilities.

(ii) Accounting for Leases in Accordance with PAS 17 (2018)

Leases which do not transfer to the Group substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments (net of any incentive received from the lessor) are recognized as expense in profit or loss on a straight-line basis over the lease term. Associated costs, such as repairs and maintenance and insurance, are expensed as incurred.

The Group determines whether an arrangement is, or contains, a lease based on the substance of the arrangement. It makes an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific or identified asset or assets and the arrangement conveys a right to use the asset for a period of time in exchange for consideration.

(b) *Group as Lessor*

Leases which do not transfer to the lessee substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income from operating leases is recognized in profit or loss on a straight-line basis over the lease term, including any minimum rent free period therein, plus additional rent free period as mutually agreed by the contracting parties. Revenue from rentals arise from the lease of investment property comprising of land and buildings.

2.19 *Related Party Relationships and Transactions*

Related party transactions are transfers of resources, services or obligations between the Group and its related parties, regardless whether a price is charged.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. These parties include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Group; (b) associates; (c) individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group and close members of the family of any such individual; and, (d) the Group's retirement plan.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

Transactions amounting to 10% or more of the total assets based on the latest audited consolidated financial statements that were entered into with related parties are considered material under SEC Memorandum Circular No. 10, Series of 2019, *Rules on Material Related Party Transactions for Publicly-listed Companies*.

All individual material related party transactions shall be approved by at least two-thirds vote of the 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 total assets based on the latest audited consolidated financial statements, the same board approval would be required for the transaction(s) that meets and exceeds the materiality threshold covering the same related party.

2.20 *Foreign Currency Transactions and Translation*

The accounting records of the Group are maintained in Philippine pesos. Foreign currency transactions during the reporting period are translated into the functional currency at exchange rates which approximate those prevailing on transaction dates.

Foreign currency gains and losses resulting from the settlement of foreign currency denominated transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized as part of Finance income or Finance costs under Other Income (Charges) account in the consolidated statement of profit or loss.

2.21 Impairment of Non-financial Assets

The Group's investments in associates and joint ventures, property and equipment, investment properties, right-of-use asset and other non-financial assets are subject to impairment testing. All other individual assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of those assets may not be recoverable.

For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, assets are tested for impairment either individually or at the cash-generating unit level.

Impairment loss is recognized in profit or loss for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount which is the higher of its fair value less costs to sell and its value in use. In determining value in use, management estimates the expected future cash flows from each cash-generating unit and determines the suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risk factors.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment loss is reversed if the asset's or cash generating unit's recoverable amount exceeds its carrying amount.

2.22 Employee Benefits

The Group provides short-term and post-employment benefits to employees through defined benefit and defined contribution plans, and other employee benefits which are recognized as follows:

(a) Short-term Employee Benefits

Short-term employee benefits include wages, salaries, bonuses, and non-monetary benefits provided to current employees, which are expected to be settled before twelve months after the end of the annual reporting period during which an employee services are rendered, but does not include termination benefits. The undiscounted amount of the benefits expected to be paid in respect of services rendered by employees in an accounting period is recognized in the consolidated profit or loss during that period and any unsettled amount at the end of the reporting period is included as part of Accrued expenses under Trade and Other Payable accounts in the consolidated statement of financial position.

(b) *Post-employment Defined Benefit Plan*

A defined benefit plan is a post-employment plan that defines an amount of post-employment benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of post-employment plan remains with the Group, even if plan assets for funding the defined benefit plan have been acquired. Plan assets may include assets specifically designated to a long-term benefit fund, as well as qualifying insurance policies. The Group's defined benefit post-employment plan covers all regular full-time employees. The pension plan is tax-qualified, non-contributory and administered by a trustee.

The liability recognized in the consolidated statement of financial position for a defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows for expected benefit payments using a discount rate derived from the interest rates of zero coupon government bonds [using the reference rates published by Bloomberg using its valuation technology, Bloomberg Valuation (BVAL)], that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related post-employment liability. BVAL provides evaluated prices that are based on market observations from contributed sources.

Remeasurements, comprising of actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions and the return on plan assets (excluding amount included in net interest) are reflected immediately in the consolidated statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they arise. Net interest is calculated by applying the discount rate at the beginning of the period, unless there is a plan amendment, curtailment or settlement during the period. The calculation also takes into account any changes in the net defined benefit liability or asset during the period as a result of contributions and benefit payments. Net interest is reported as part of Finance Costs account (or Finance Income account, as applicable) in the consolidated statement of profit or loss.

Past service costs are recognized immediately in profit or loss in the period of a plan amendment and curtailment.

(c) *Post-employment Defined Contribution Plans*

A defined contribution plan is a pension plan under which the Group pays fixed contributions into an independent entity (e.g., Social Security System). Under this plan, the Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognized in respect of defined contribution plans are expensed as they fall due. Liabilities or assets may be recognized if underpayment or prepayment has occurred and are normally of a short-term nature.

(d) Termination Benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of when it can no longer withdraw the offer of such benefits and when it recognizes costs for a restructuring that is within the scope of PAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(e) Compensated Absences

Compensated absences are recognized for the number of paid leave days (including holiday entitlement) remaining at the end of the reporting period. They are included as part of Accrued expenses in the Trade and Other Payables account in the consolidated statement of financial position at the undiscounted amount that the Group expects to pay as a result of the unused entitlement.

2.23 Borrowing Costs

Borrowing costs are recognized as expenses in the period in which they are incurred, except to the extent that they are capitalized. Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset (i.e. an asset that takes a substantial period of time to get ready for its intended use or sale) are capitalized as part of cost of such asset (see Notes 2.5, 2.6 and 2.8). The capitalization of borrowing costs commences when expenditures for the asset and borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalization ceases when substantially all such activities are complete. As more fully discussed in Note 2.2(c), the Group availed the relief provided by the SEC to defer the implementation of the IFRIC Agenda Decision until December 31, 2020. Until such time and when applicable, no borrowing costs can be capitalized on unsold real estate inventories.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

2.24 Income Taxes

Tax expense recognized in profit or loss comprises the sum of current tax and deferred tax not recognized in other comprehensive income or directly in equity, if any.

Current tax assets or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the end of the reporting period. They are calculated using the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognized as a component of tax expense in profit or loss.

Deferred tax is accounted for, using the liability method, on temporary differences at the end of the reporting period between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Under the liability method, with certain exceptions, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and the carryforward of unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deferred tax asset can be utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will be available to allow such deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled provided such tax rates have been enacted or substantively enacted at the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax assets and deferred tax liabilities are offset if the Group has a legally enforceable right to set-off current tax assets against current tax liabilities and the deferred taxes relate to the same entity and the same taxation authority.

2.25 Equity

Capital stock represents the nominal value of shares that have been issued.

Additional paid-in capital includes any premium received on the issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Revaluation reserves comprise of:

- (a) Fair valuation of financial assets at FVOCI arising from gains or losses due to the changes in fair value;
- (b) Remeasurements of retirement benefit obligation based on the cumulative balance of actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions used in the determination of post-employment defined benefit obligation; and,
- (c) Gains and losses due to the revaluation of certain investment property, previously classified as property and equipment, which is treated as part of the deemed cost upon transition to PFRS.

Other reserves pertain to the difference between the proportionate share of the Parent Company in the net assets of certain subsidiaries over the cost of the investment in the subsidiaries under the common control business combination which is accounted for using the pooling-of-interest method.

Retained earnings include all current and prior period results of operations as reported in the consolidated statement of profit or loss, reduced by the amounts of dividends declared, if any. Retained earnings also include an appropriated portion and therefore, are not available for dividend declaration or being restricted to cover the business expansion of the Group (see Note 28.3).

2.26 Earnings and Diluted Earnings Per Share

Basic earnings per share (EPS) is determined by dividing net profit attributable to the Parent Company's shareholders by the weighted average number of common shares issued, adjusted for any stock dividends or stock splits, less any shares held in treasury during the reporting period (see Note 27).

Diluted EPS is also computed by dividing net profit attributable to the Parent Company's shareholders by the weighted average number of common shares issued and outstanding during the reporting period. However, net profit attributable to common shares and the weighted average number of common shares outstanding are adjusted to reflect the effects of any potentially dilutive preferred shares, convertible loan and stock option.

Currently, the basic and diluted earnings per share are the same as there are no dilutive preferred shares, convertible loan and stock option (see Note 27).

2.27 Events After the End of the Reporting Period

Any post year-end event that provides additional information about the Group's financial position at the end of the reporting period (adjusting event) is reflected in the consolidated financial statements. Post year-end events that are not adjusting events, if any, are disclosed when material to the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The Group's consolidated financial statements prepared in accordance with PFRS require management to make judgments and estimates that affect the 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 differ from these estimates.

3.1 Critical Management Judgments in Applying Accounting Policies

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

(a) *Determination of Lease Term of Contracts with Renewal and Termination Options (2019)*

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 factors that are normally the most relevant are (a) if there are significant penalties should the Group pre-terminate the contract, and (b) if any land improvements are expected to have a significant remaining value, the Group is reasonably certain to extend and not to terminate the lease contract. Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The Group considers the extension period as part of the lease term for a certain lease of land (as lessee) due to its enforceability that does not require mutual agreement of both parties for renewal purposes.

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) *Determining the Timing of Satisfaction of Performance Obligations*

(i) *Construction Contracts*

The Group determined that its revenue from construction services shall be recognized over time in accordance with the percentage-of-completion method. In making its judgment, the Group considers the timing of receipt and consumption of benefits provided by the Group to the customers. The Group provides the construction services that create or enhance an asset that the customer controls as the asset is created or enhanced. This demonstrates that the customer obtains the benefits of the Group's rendering of construction service as it performs.

In determining the best method of measuring the progress of the Group's rendering of construction services, management considers the input method under PFRS 15 because of the direct relationship between the Group's effort, in terms of incurred labor hours and materials used, and the transfer of service to the customers.

(ii) Sale of Condominium Units

The Group determined that its performance obligation to develop properties promised in its contracts with customers is satisfied over time. In making this judgment, the Group considers any asset created or enhanced as the Group performs and 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 and the alternative use of the asset created to the Group.

In determining the best method of measuring the progress of the Group's property development, management considers the input method (i.e., percentage of total costs incurred to date, inclusive of the cost of land and uninstalled materials, over the estimated costs to complete the projects) under PFRS 15.

Under this method, revenue is recognized by reference to the stage of development of the properties, i.e., revenue is recognized in the period in which the work is performed. This method faithfully depicts the transfer of goods or services because in a sale of real property, not all of the benefits are consumed by the customer until the complete satisfaction of the performance obligation.

(iii) Sale of Raw Land

The Group exercises critical judgment in determining whether the performance obligation to deliver and transfer the control over the land to customers is satisfied over time or at a point in time. In making this judgment, the Group considers the delivery to and acceptance by the buyer of the property as a transfer of control at specific point in time since the Group does not have a significant continuing involvement with the property sold to the buyer and the earning process is virtually complete. Further, the Group's enforceable right for payment becomes due upon transfer of control over the land.

(iv) Other Income Arising from the Consideration Agreement

The Group exercises critical judgment in determining whether each performance obligation stipulated in the Consideration Agreement entered into in 2018 with certain counterparties is satisfied over time or at a point in time [see Note 13.2(b)]. In making this judgment, the Group identified the two performance obligations from the Consideration Agreement as separate and distinct from one another with a corresponding consideration or transaction price specifically identified to each performance obligation, which is disclosed in Note 13.2(b). Accordingly, the Group recognized other income in 2018 for the non-refundable portion of the consideration as it assessed that the first performance obligation has been satisfied at a specific point in time in 2018 (see Note 22.4). On the other hand, the Group determined that the second performance obligation is to be satisfied over time since there are future actions that are required to be undertaken by the Group and its counterparties, which commences in January 2019 based on the Consideration Agreement. The Group recognized income in 2019 based on performance obligations satisfied in accordance with the Consideration Agreement (see Note 22.4).

(c) Determining the Transaction Price and Amounts Allocated to Performance Obligations

The transaction price for a contract is allocated amongst the material right and other performance obligations identified in the contract based on their stand-alone selling prices, which are all observable. The transaction price for a contract excludes any amounts collected on behalf of third parties (i.e., VAT).

The Group uses the practical expedient in PFRS 15 with respect to non-adjustment of the promised amount of consideration for the effects of significant financing component as the Group expects, at contract inception, that the period between the Group transfers promised assets or services to the customer and payment due date is one year or less. With respect to real estate transactions, the Group deferred the adoption of PIC Q&A 2018-12 with respect to the accounting for the significant financing component in a contract to sell [see Note 2.2(c)].

(d) Determining the ECL on Trade and Other Receivables and Contract Asset

The Group uses a provision matrix to calculate ECL for non-related party trade and other receivables and contract asset. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by revenue stream type and, customer type and rating).

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). Management determined that there is no required ECL to be recognized on its Contract Asset account since the condominium units sold is collateralized to the related contract asset arising from the sale. Therefore, there is no expected loss given default as the recoverable amount from the subsequent re-sell of the condominium units is sufficient.

On the other hand, the Group uses a general approach to calculate ECL for advances to and rental receivables from related parties [see Note 2.4(b)]. The Group's management determines possible impairment based on the counterparties' ability to repay the receivables upon demand at the reporting date taking into consideration the historical defaults from the counterparties.

Details about the ECL on the Group's receivables and contract asset are disclosed in Note 5.2(b).

(e) *Distinguishing Investment Properties and Owner-managed Properties*

The Group determines whether a property qualifies as an investment property or owner-occupied property. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by the Group. Owner-occupied properties generate cash flows that are attributable not only to the property but also to other assets used in the performance of the Group's construction and other activities, and its supply process.

Some properties comprise a portion that is held to earn rental or for capital appreciation and another portion that is held for use in the construction and supply of goods and services or 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 use in the construction or supply of goods or services or 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.

In 2019, a portion of the Group's investment properties was reclassified to property and equipment which represents the portion held by the Group for administrative purposes (see Notes 14 and 15).

(f) *Distinguishing Real Estate Inventories and Investment Properties*

The Group's management identifies a property as real estate inventories (property to be developed and/or eventually sold in the normal course of business) or Investment Properties (properties intended to earn rentals, capital appreciation or held for a currently undetermined future use) at the end of each reporting period following the approved plan of the Group.

As of December 31, 2019 and 2018, parcels of land identified as Land and Land Development Costs amounted to P2,012.5 million and P2,162.2 million, respectively (see Note 11).

Parcels of land, classified as Investment Properties, amounted to P8,867.5 million and P8,720.2 million as of December 31, 2019 and 2018, respectively (see Note 15).

The Group reclassified certain parcels of land which were previously presented under Investment in Joint Venture Held for Termination to Investment Properties amounting to P163.3 million in 2019 [see Notes 13.2(b) and 15], and under Investment Properties to Property Development Costs amounting to P397.8 million in 2019 (see Notes 10.1 and 15).

(g) *Distinguishing Operating and Finance Leases for Contracts Where the Group is the Lessor*

The Group has entered into various lease agreements. 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. Management has assessed that all of its existing lease arrangements as a lessor at the end of each reporting period qualify under operating lease.

(h) *Determining Capitalization of Borrowing Costs*

The Group determines whether borrowing costs qualify for capitalization as part of the cost of the qualifying asset, or expensed outright. The accounting treatment for the borrowing costs is determined by assessing whether the asset is a qualifying asset taking into consideration the period of time to get the asset ready for its intended use. Failure to make the right judgment will result in misstatement of assets and net profit (see Notes 15 and 18).

(i) *Evaluating Recognition of Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition of provisions and contingencies are discussed in Note 2.13 and relevant disclosures thereon are presented in Note 29.

(j) *Determining Joint Control in an Arrangement and Significant Influence over an Investee*

Judgment is exercised in determining whether the Group has joint control of an arrangement or significant influence over an entity. In assessing the Group's interest in an arrangement or influence over an entity, the Group considers voting rights, representation on the BOD or equivalent governing body of the investee, participation in policy-making process and all other facts and circumstances, including the terms of any contractual arrangement.

(k) *Distinguishing Between Business Combination and Asset Acquisition*

The Group determines whether an acquisition of an entity constitutes a business combination or an asset acquisition. The accounting treatment for the acquisition is determined by assessing whether the transaction involved a purchase of a business taking into consideration the substance of the transaction. Failure to make the right judgment will result in misstatement of assets and other accounts that could have been affected by the transaction.

Although the Group purchased shares of stock resulting in full equity ownership interest in 58 Jupiter in 2016, the Group has assessed that under PFRS 3, the acquisition is to be accounted for as an asset acquisition since it does not constitute a purchase of a "business" (see Notes 1.2, 2.17 and 13.4). On the other hand, the Group accounted for its acquisition of ARESM in 2016 as a business combination under PFRS 3 since it represents a purchase of a "business" (see Note 1.2).

(l) *Evaluating Principal Versus Agent Consideration*

The Group exercises judgment to determine whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e., the Group is a principal) or to arrange for the other party to provide those goods or services (i.e., the Group is an agent). Failure to make the right judgment will result in misstatement of revenues and expenses accounts. The Group assessed that it is only acting as an agent for utility transactions of its tenants under operating leases. The amount of utility revenues and utility expenses, which were set-off against each other amounted to P139.7 million, P104.1 million and P66.2 million in 2019, 2018 and 2017, respectively, in the consolidated statements of profit or loss.

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 (2019)*

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) *Estimating Useful Lives of Property and Equipment, Investment Properties and Right-of-use Assets*

The Group estimates the useful lives of property and equipment, investment properties (except for land) and right-of-use assets based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment, investment properties and right-of-use 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, investment properties and right-of-use assets are analyzed in Notes 14, 15 and 16, respectively. Based on management's assessment, there is no change in the estimated useful lives of those assets in 2019 and 2018. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above.

(c) *Determining Net Realizable Value of Land and Land Development Costs*

In determining the net realizable value of land and land development costs, management takes into account the most reliable evidence such as the comparable price of recent sale of adjacent properties and appraisal of the asset available at the time the estimate is made. Changes in the sources of estimation may cause significant adjustments to the carrying amount of the Group's land and land development costs within the next reporting period.

As indicated in Note 11, management assessed that the net realizable values of its land and land development costs is higher than its cost; hence, those assets are carried at cost as of the end of the reporting periods.

(d) *Determining Net Realizable Value of Property Development Costs*

In determining the net realizable value of property development costs, management takes into account the most reliable evidence available at the time the estimates are made. The future realization of the carrying amounts of property development costs is affected by price changes for the cost to complete, and upon completion, the selling prices 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 carrying amounts of the Group's property development costs within the next reporting period.

As more fully discussed in Note 10, management assessed that the net realizable values of its property development costs is higher than its cost; hence, those assets are carried at cost as of the end of the reporting periods.

(e) *Determining Principal Assumptions for Management's Estimation of Fair Value of Investment Properties*

Investment properties are measured using the cost model, however, the financial reporting standard requires the disclosure of its fair value. In determining the fair value of these assets, the Group engaged the services of professional and independent appraisers applying the relevant valuation methodologies. The fair value disclosed in the consolidated financial statements is determined using the:

- Market approach for land based on information on current or recent transaction prices for 2019 and 2018; and,
- Cost approach based on consideration of the cost to reproduce or replace the buildings and improvements to its service capacity in accordance with current market prices for similar assets less depreciation for 2019 and 2018.

The Group determined that the cost approach for buildings and improvements more appropriately reflects the highest and best use of the property based on market conditions and development. The Group consistently uses assumptions that are mainly based on market conditions existing at the end of each reporting period.

The fair values of investment properties as of December 31, 2019 and 2018 are disclosed in Note 15 while the relevant valuation methodology and fair value hierarchy are disclosed in Note 7.4.

(f) *Estimating Probability of Collection for Revenue Recognition*

The Group exercises judgment in evaluating the probability of collection (as one of the gating criteria) of transaction price on customer or counterparty contracts wherein revenue is recognized over time or specific point in time. The Group uses historical payment pattern of customers and counterparties in establishing a percentage of collection threshold, or in some instances, when the Group is certain that the sale or contract will not be cancelled (i.e., considering financial capacity, credit worthiness, and business interests of the customer or counterparty) even if the collection is below such threshold but which the Group determines that collection of the transaction price is reasonably assured.

The percentage benchmark used by the Group in determining whether collection of the transaction price is reasonably assured is 20% collection of the total contract price for sale of condominium units and 25% collection of the total contract price for sale of raw land. Management believes that the established collection thresholds are appropriate based on the collection history and credit worthiness of customers in each revenue segment. Buyer's interest in the property (i.e., condominium unit or raw land) is considered to have vested when the payment of the applicable percentage benchmark of the contract price has been received from the buyer and the Group has ascertained the buyer's commitment and ability to complete the payment of the total contract price.

The related revenues recognized by the Group are presented as Construction contracts, Sale of condominium units and Land sales under the Revenues account in the consolidated statements of profit or loss while the related other income arising from the Consideration Agreement is presented as part of Other Income account in the 2019 and 2018 consolidated statements of profit or loss.

(g) *Determining Percentage-of-Completion for Real Estate Transactions*

In determining the amount of revenue to be recognized for real estate transactions involving sale of condominium units wherein performance obligations are satisfied over time, the Group measures progress based on the input method that measures the percentage of total costs incurred to date over the estimated costs to complete the projects. 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.

The Group recognized revenues from sale of condominium units amounting to P547.7 million, P119.4 million and P47.1 million in 2019, 2018, and 2017, respectively, and is presented as Sale of condominium units under Revenues account in the consolidated statements of profit or loss.

(h) *Determining Percentage-of-Completion for Construction Contracts*

The Group also recognizes its revenue from construction contracts based on percentage-of-completion method of the project whereby the performance obligations are satisfied over time. The Group's application of the percentage-of-completion method is based on its efforts or inputs (i.e., actual costs incurred) to the satisfaction of a performance obligation relative to the total expected construction costs. Review of the benchmarks set by management necessary for the determination of percentage-of-completion is done regularly. Actual data is being compared to the related benchmarks and critical judgment is exercised to assess the reliability of the percentage of completion procedures which are currently in place and make the necessary revisions in the light of current progress.

(i) *Determining the Amount of Costs Incurred to Obtain or Fulfill a Contract with Customers*

In determining the amount of costs to obtain a contract that should be capitalized, the Group identifies those costs that would have not been incurred if the contract had not been obtained. The carrying amounts, net of subsequent amortization, of costs incurred to obtain the contracts with customers (or counterparties) relating to the sale of condominium units, and the Consideration Agreement are presented as part of Contract acquisition costs under Other Current Assets and Other Non-current Assets accounts in the consolidated statements of financial position (see Notes 12 and 17).

For the costs incurred in fulfilling a contract, the Group recognizes an asset only if those costs related directly to a contract or to an anticipated contract can be specifically identified; those costs generate or enhance the Group's resources that will be used in satisfying performance obligation in the future; and, the Group expects those costs to be recovered.

(j) *Estimating Allowance for ECL*

The measurement of the allowance for ECL is an area that requires the use of significant assumptions about the future economic conditions and credit behavior (e.g., likelihood of customers/counterparties defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation used in measuring ECL is further detailed in Note 5.2(b).

Based on management's assessment, the outstanding balances of receivables, net of outstanding allowance, and contract asset as of December 31, 2019 and 2018 are fully collectible (see Notes 9 and 10).

(k) *Determining the Fair Value of Financial Instruments*

Management applies valuation techniques to determine the fair value of financial instruments where active market quotes are not available. This requires management to develop estimates and assumptions based on market inputs, using observable data that market participants would use in pricing the instrument. Where such data is not observable, management uses its best estimate. Estimated fair values of financial instruments may vary from the actual prices that would be achieved in an arm's length transaction at the end of the reporting period.

The carrying values of the Group's financial assets at FVTPL and FVOCI and the amounts of fair value changes recognized on those assets are disclosed in Notes 12 and 17.2, respectively.

(l) *Determining 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 assets to be utilized.

Management assessed that the deferred tax assets as of December 31, 2019 and 2018, will be fully utilized as it is expecting sufficient taxable profits against which the deferred tax assets can be applied (see Note 25).

(m) *Impairment of Non-financial Assets*

In assessing impairment, 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 (see Note 2.21). Though management believes that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in those assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

Based on management's evaluation, there is no impairment losses required to be recognized on the Group's non-financial assets in 2019, 2018 and 2017.

(n) *Valuation of Post-employment Defined Benefit Obligation*

The determination of the Group's obligation and cost of post-employment defined benefit is dependent on the selection of certain assumptions used by the actuary in calculating such amounts. Those assumptions are described in Note 24.2 and include, among others, discount rates and expected rate of salary increases. 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 post-employment benefit obligation in the next reporting period.

The amounts of post-employment benefit obligation and expense and an analysis of the movements in the estimated present value of post-employment benefit, as well as the significant assumptions used on estimating such obligation are presented in Note 24.2.

4. SEGMENT REPORTING

4.1 *Business Segments*

The Group's operating businesses are recognized and managed separately according to the nature of services provided (primary segments) and the different markets served (secondary segments) with a segment representing a strategic business unit. The Group's business segments follow:

- (a) *Construction* – principally refers to general construction business which involves site development, earthworks, structural and civil works, masonry works, architectural finishes, electrical works, plumbing and sanitary works, fire protection works and mechanical works.
- (b) *Sale of Land and Condominium Units* – involve the development and sale of industrial and other parcels of land and residential condominium units.
- (c) *Rentals* – refers to leasing of real estate properties, including land and building and other structures.

The Group has not identified any segment based on geographical location (see Note 4.4).

4.2 *Segment Assets and Liabilities*

Segment assets are allocated based on their physical location and use or direct association with a specific segment and they include all operating assets used by a segment and consist principally of operating cash, receivables, contract asset, land and land development cost, property development costs, property and equipment, and investment properties. Similar to segment assets, segment liabilities are also allocated based on their use or direct association with a specific segment. Segment liabilities include all operating liabilities and consist principally of loans and borrowings, trade and other payables, contract liability and deposits and advances. Segment assets and liabilities do not include deferred taxes.

4.3 *Intersegment Transactions*

Segment revenues, expenses and performance include sales and purchases between business segments. Such sales and purchases are eliminated in consolidation.

4.4 Analysis of Segment Information

Segment information is analyzed as follows for the years ended December 31, 2019 and, 2018 and 2017 (in thousands):

	Rentals			Construction			Sale of Land and Condominium Units			Total		
	2019	2018	2017	2019	2018	2017	2019	2018	2017	2019	2018	2017
REVENUES												
Sales to external customers	P1,958,782	P1,901,199	P1,440,807	P 71,107	P 130,524	P 202,133	P1,483,503	P 120,604	P 1,135,407	P 3,513,392	P 2,152,327	P 2,778,347
Intersegment sales	187,456	285,468	153,091	1,048,004	396,965	751,116	2,394,000	-	-	3,629,460	682,433	904,207
Total revenues	2,146,238	2,186,667	1,593,898	1,119,111	527,489	953,249	3,877,503	120,604	1,135,407	7,142,852	2,834,760	3,682,554
COSTS AND OTHER OPERATING EXPENSES												
Cost of sales and services excluding depreciation and amortization	165,014	109,176	70,284	44,494	47,044	124,513	381,205	72,916	171,853	590,713	229,136	366,650
Depreciation and amortization	110,176	103,185	65,465	1,407	14,464	7,721	-	-	-	111,583	117,649	73,186
Other expenses	104,341	164,806	117,733	4,722	4,526	5,148	99,323	25,528	63,658	208,386	194,860	186,539
	379,531	377,167	253,482	50,623	66,034	137,382	480,528	98,444	235,511	910,682	541,645	626,375
SEGMENT OPERATING PROFIT	P1,766,707	P 1,809,500	P 1,340,416	P 1,068,488	P 461,455	P 815,867	P 3,396,975	P 22,160	P 899,896	P 6,232,170	P 2,293,115	P 3,056,179

Segment assets and liabilities are allocated to each segment as follows (in thousands):

	Rentals		Construction		Sale of Land and Condominium Units		Total	
	Total Assets	Total Liabilities	Total Assets	Total Liabilities	Total Assets	Total Liabilities	Total Assets	Total Liabilities
December 31, 2019	P 22,757,082	P 10,097,799	P 4,333,560	P 665,661	P 5,963,834	P 2,966,258	P 33,054,476	P 13,729,718
December 31, 2018	19,901,718	9,431,032	5,522,104	968,503	3,579,441	969,592	29,003,263	11,369,127

Currently, the Group's operation is concentrated in one location; hence, it has no geographical segment (see Note 4.1).

In 2019, 2018 and 2017, rental revenues from a single lessee account for 20.56%, 34.96% and 25.21%, respectively, of the consolidated revenues. In 2019 and 2017, revenues from sale of land are generated from a single customer and two customers, respectively, and which account for 26.64% and 36.11% of the consolidated revenues, respectively. There were no revenues from sale of land in 2018.

Rentals segment assets include certain real estate assets (i.e., parcels of land) held as investment properties for capital appreciation or future lease.

4.5 Reconciliations

The total segment balances presented for the Group's operating segments reconciled to the Group's consolidated balances as presented in the consolidated financial statements are as follows (in thousands):

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Revenues			
Total segment revenues	P 7,142,852	P 2,834,760	P 3,682,554
Elimination of intersegment revenues	(3,629,460)	(682,433)	(904,207)
Revenues as reported in the consolidated statements of profit or loss	<u>P 3,513,392</u>	<u>P 2,152,327</u>	<u>P 2,778,347</u>
Profit or loss			
Segment operating profit	P 6,232,170	P 2,293,115	P 3,056,179
Elimination of intersegment revenues	(3,629,460)	(682,433)	(904,207)
Other unallocated operating income (expenses)* – net	(331,826)	(238,346)	6,474
Operating profit as reported in the consolidated statements of profit or loss	2,270,884	1,372,336	2,158,446
Finance income	297,338	69,523	7,163
Finance costs	(98,525)	(69,852)	(72,107)
Share in net earnings (losses) of associates and joint ventures	6,037	6,308	(993)
Dividend Income	1,470	-	-
Other unallocated income*	<u>850,000</u>	<u>1,200,000</u>	<u>-</u>
Profit before tax as reported in the consolidated statements of profit or loss	<u>P 3,327,204</u>	<u>P 2,578,315</u>	<u>P 2,092,509</u>

* Other unallocated operating income includes gain on sale of investment properties in 2017 while other unallocated income pertains to the income from the Consideration Agreement in 2019 and 2018.

	<u>2019</u>	<u>2018</u>
Assets		
Segment assets	P 33,054,476	P 29,003,263
Deferred tax assets – net	170,936	47,942
Other unallocated assets**	8,381,596	6,781,660
Elimination of intercompany accounts	(10,340,210)	(6,044,149)
Total assets reported in consolidated statements of financial position	<u>P 31,266,798</u>	<u>P 29,788,716</u>
Liabilities		
Segment liabilities	P 13,729,718	P 11,369,127
Deferred tax liabilities – net	902,262	720,977
Other unallocated liabilities**	1,434,478	1,260,317
Elimination of intercompany accounts	(5,332,843)	(2,427,684)
Total liabilities as reported in consolidated statements of financial position	<u>P 10,733,615</u>	<u>P 10,922,737</u>

***Other unallocated assets and liabilities mostly pertain to intercompany advances to and/or from related parties not eliminated in the consolidation.*

4.6 Disaggregation of Revenue from Contracts with Customers and Other Counterparties

When the Group prepares its investor presentations and when the Group's Executive Committee evaluates the financial performance of the operating segments, it disaggregates revenue similar to its segment reporting as presented in Notes 4.1 and 4.4.

The Group determines that the categories used in the investor presentations and financial reports used by the Group's Executive Committee can be used to meet the objective of the disaggregation disclosure requirement of PFRS 15, which is to disaggregate revenue from contracts with customers and other counterparties [except for rentals accounted for under PFRS 16 (PAS 17 in 2018 and 2017) and disclosed herein as additional information] into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. A summary of additional disaggregation from the segment revenues and other unallocated income are shown in the succeeding page.

	Segment Revenues (Sales to External Customers)				Other Unallocated Income			
	Rentals	Construction	Sale of land	Sale of condominium units	Consideration Agreement (see Note 13)	Rendering of administrative services		Total
<i>December 31, 2019:</i>								
Lease	P1,958,781,512	P -	P -	P -	P -	P -		P1,958,781,512
Over time	-	71,107,851	-	547,652,588	850,000,000	43,348,238		1,512,108,677
Point in time	-	-	935,850,000	-	-	-		935,850,000
Short-term	-	71,107,851	935,850,000	-	850,000,000	43,348,238		1,900,306,089
Long-term	1,958,781,512	-	-	547,652,588	-	-		2,506,434,100
<i>December 31, 2018:</i>								
Lease	P1,901,198,613	P -	P -	P -	P -	P -		P1,901,198,613
Over time	-	130,524,057	-	119,351,066	-	37,019,684		286,894,807
Point in time	-	-	1,252,800	-	1,200,000,000	-		1,201,252,800
Short-term	-	130,524,057	1,252,800	-	1,200,000,000	37,019,684		1,368,796,541
Long-term	1,901,198,613	-	-	119,351,066	-	-		2,020,549,679
<i>December 31, 2017:</i>								
Lease	P1,440,806,866	P -	P -	P -	P -	P -		P1,440,806,866
Over time	-	202,132,945	-	47,116,581	-	24,472,468		273,721,994
Point in time	-	-	1,088,290,000	-	-	-		1,088,290,000
Short-term	-	202,132,945	1,088,290,000	-	-	24,472,468		1,314,895,413
Long-term	1,440,806,866	-	-	47,116,581	-	-		1,487,923,447

Additional information not included above is the gain on sale of investment property in 2017, which is recognized at a point in time, and other income aggregating to P10.9 million, P72.5 million and P11.4 million in 2019, 2018 and 2017, respectively, that are considered by management insignificant to the Group's disaggregation information of revenues (see Note 22.3).

5. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks in relation to financial instruments. The Group's financial assets and financial liabilities by category are summarized in Note 6. The main types of risks are market risk, credit risk and liquidity risk.

The Group's risk management is in close cooperation with 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 relevant financial risks to which the Group is exposed to are described as follows:

5.1 Market Risk

The Group is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, interest rate risk and certain other price risk which result from its operating and financing activities.

(a) *Foreign Currency Risk*

Most of the Group's transactions are carried out in Philippine peso, its functional currency. The Group also holds United States (U.S.) dollar and European Union (Euro) denominated cash and cash equivalents. The Group does not have any financial liabilities denominated in foreign currency.

To mitigate the Group's exposure to foreign currency risk, non-Philippine peso cash flows are monitored.

Foreign currency denominated financial assets, translated into Philippine peso at the closing rate, are as follows:

	2019		2018	
	U.S. Dollar	Euro	U.S. Dollar	Euro
Financial assets	P 28,509,907	P 8,111,607	P 30,885,030	P 9,322,435

The following table illustrates the sensitivity of the Group's profit before tax and equity in 2019 and 2018 with respect to changes in the exchange rates of Philippine peso against foreign currencies. The percentage changes in rates have been determined based on the average market volatility in exchange rates, using standard deviation, in the previous 12 months prior to the end of the reporting period at a 99% confidence level.

	2019		
	Reasonably possible change in rate	Effect in profit before tax	Effect in equity
U.S. Dollar	+/-12.96%	P 3,694,884	P 2,586,419
Euro	+/-19.52%	1,583,386	1,108,370
Total		P 5,278,270	P 3,694,789

	2018		
	Reasonably possible change in rate	Effect in profit before tax	Effect in equity
U.S. Dollar	+/-11.16%	P 3,446,769	P 2,412,738
Euro	+/-23.98%	2,235,520	1,564,864
Total		P 5,682,289	P 3,977,602

If the Philippine peso had strengthened against the U.S. dollar and Euro, with all other variables held constant, the Group's profit before tax and equity would have been higher by P5.3 million and P3.7 million, respectively, in 2019 and P5.7 million and P4.0 million, respectively, in 2018. Conversely, if the Philippine peso had weakened against the U.S. dollar and Euro by the same percentage, with all variables held constant, profit before tax and equity would have been lower in 2019 and 2018 by the same amount.

Exposures to foreign exchange rates vary during the period depending on the volume of foreign currency denominated transactions. Nonetheless, the analysis above is considered to be a reasonable estimation of the Group's currency risk.

(b) Interest Rate Risk

The Group's policy is to minimize interest rate cash flow risk exposures on long-term financing. As at December 31, 2019 and 2018, the Group is exposed to changes in market interest rates affecting the cash flows from cash and cash equivalents, short-term placements and certain interest-bearing loans and borrowings which are subject to variable interest rates (see Notes 8 and 18). All other financial assets and financial liabilities have fixed rates or are noninterest-bearing.

Interest-bearing loans and borrowings, cash and cash equivalents and short-term placements which are subject to repricing are tested on a reasonably possible change (weighted average) of +/-1.61% and +/-2.05% Philippine peso in 2019 and 2018, respectively. On the other hand, the Group's exposure to foreign currency interest rate is insignificant. The percentages have been determined based on the average market volatility of interest rates, using standard deviation, in the previous 12 months estimated at 99% level of confidence. The sensitivity analysis is based on the Group's financial instruments held at the end of each reporting period, with the effect estimated from the beginning of the year. All other variables are held constant.

The changes in percentages would affect profit or loss before tax by +/-P115.2 million and +/-P161.1 million in 2019 and 2018, respectively.

(c) Other Price Risk

The Group's market price risk arises from its investments carried at fair value. The Group manages exposures to price risk by monitoring the changes in the market price of the investments (see Note 7.2) and at some extent, diversifying the investment portfolio in accordance with the limit set by management.

5.2 Credit Risk

Credit risk is the risk that a counterparty may fail to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, arising from granting loans and receivables to customers, including related parties, and placing deposits with banks.

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. In addition, for a significant proportion of revenues, advance payments are received to mitigate credit risk.

The maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown in the consolidated statements of financial position and in the detailed analysis provided in the notes to the consolidated financial statements, as summarized in the succeeding page.

	Notes	2019	2018
Cash and cash equivalents	8	P 5,211,402,211	P 7,549,219,648
Short-term placement (<i>presented as part of Other Current Assets</i>)	12	2,060,000,000	1,400,000,000
Receivables – net (<i>except for Advances to suppliers</i>)	9	5,276,558,087	4,665,569,544
Contract asset	10	249,012,950	166,652,337
Refundable deposits (<i>presented as part of Other Non-current Assets</i>)	17	47,362,548	52,254,083
		<u>P12,844,335,796</u>	<u>P13,833,695,612</u>

None of the Group's financial assets are secured by collateral or other credit enhancements, except for cash and cash equivalents, rental receivables and contract receivables as described below.

(a) *Cash and Cash Equivalents and Short-term Placements*

The credit risk for cash and cash equivalents and short-term placements are considered negligible since the counterparties are reputable banks with high quality external credit ratings. Included in cash and cash equivalents are cash in banks which is secured by a maximum coverage of P0.5 million for every depositor per banking institution, as provided for under Republic Act (R.A.) No. 9302, *Charter of Philippine Deposit Insurance Corporation*, which is also subjected to credit risk.

(b) *Trade and Other Receivables and Contract Asset*

The Group applies the PFRS 9 simplified approach in measuring ECL which uses a lifetime expected loss allowance for all non-related party receivables and contract asset. In addition, rental and contract receivables are secured by at least the amount of advance rentals and rental deposits, and construction bonds and whereby there is an outstanding retention payable, respectively. These are form of securities partially mitigating the credit risk.

To measure the expected credit losses, receivables and contract asset have been grouped based on shared credit risk characteristics and the days past due (age buckets). The other receivables relate to receivables from both third parties other than trade receivables and have substantially the same risk characteristics as the trade receivables. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the other receivables.

The expected loss rates are based on the payment profiles of revenues over a period of 36 months before December 31, 2019 and 2018, and the corresponding historical credit losses experienced within such period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the inflation rate and interest rate to be the most relevant factors during the reporting periods, and accordingly adjusts the historical loss rates based on expected changes in these factors.

ECL for advances to related parties are measured and recognized using the liquidity approach. Management determines possible impairment based on the counterparties' ability to repay the receivables upon demand at the reporting date taking into consideration the historical defaults from the counterparties.

Management assessed that portion of the outstanding receivables from certain related parties as of December 31, 2019 and 2018 are not fully recoverable since these related parties do not have enough capacity to pay the advances and loans upon demand. Accordingly, total credit losses amounting to P19.4 million and P0.4 million were recognized in 2019 and 2018, respectively.

The Group does not consider any significant risks in the remaining advances to related parties since the Group, whose credit risks for liquid funds are considered negligible, have committed to financially support these related parties as part of the its long-term corporate strategy.

The loss allowance as at December 31, 2019 and 2018 for non-related party receivables was determined based on months past due while loss allowance for related party receivables is based on capacity to pay. The loss allowance provided by the Group are are summarized as follows:

		<u>0-30 days</u>	<u>31-60 days</u>	<u>61-90 days</u>	<u>Over 90 days</u>	<u>Total</u>
<u>December 31, 2019</u>						
<i>Expected credit loss rate</i>		0.15%	3.41 %	6.63%	48.52%	
Rental and other receivables	P	94,919,621	P 7,097,778	P 4,180,711	P 21,516,487	P 127,714,597
Loss allowance		146,776	241,969	277,137	9,859,826	10,525,708
<i>Expected credit loss rate</i>		-	-	-	3.03%	
Contract and retention receivable	P	23,382,782	P -	P 5,134,097	P 775,616,315	P 804,133,194
Loss allowance		-	-	-	23,484,462	23,484,462
<i>Expected credit loss rate</i>		-	-	-	8.26%	
Advanced to related parties	P	-	P -	P -	P 744,651,354	P 744,651,354
Loss allowance		-	-	-	61,493,994	61,493,994
<u>December 31, 2018</u>						
<i>Expected credit loss rate</i>		0.10%	7.75%	12.79%	52.96%	
Rental and other receivables	P	147,652,284	P 3,121,941	P 2,167,224	P 18,618,886	P 171,560,335
Loss allowance		146,776	241,969	277,137	9,859,826	10,525,708
<i>Expected credit loss rate</i>		-	-	-	0.24%	
Contract and retention receivable	P	4,321,169	P 1,009,523	P 895,805	P 668,649,388	P 674,875,885
Loss allowance		-	-	-	1,629,692	1,629,692
<i>Expected credit loss rate</i>		-	-	-	5.62%	
Advances to related parties	P	21,177,992	P 13,232,599	P 5,383,897	P 748,528,198	P 788,322,686
Loss allowance		-	-	-	42,102,006	42,102,006

A reconciliation of the allowance for impairment for trade and receivables and advances to related parties as at December 31, 2019 and 2018 is presented below (see Note 9):

	<u>December 31, 2019</u>		<u>December 31, 2018</u>	
	<u>Trade and other receivables*</u>	<u>Advances to related parties</u>	<u>Trade and other receivables*</u>	<u>Advances to related parties</u>
Balance at beginning of year	P 12,155,400	P 42,102,006	P 4,237,539	P 41,674,668
Additional ECL	21,854,770	19,391,988	7,917,861	427,338
Balance at end of year	<u>P 34,010,170</u>	<u>P 61,493,994</u>	<u>P 12,155,400</u>	<u>P 42,102,006</u>

*Excluding advances to related parties

The Group identifies a default when the receivables become credit impaired or when the customer has not able to settle the receivables beyond the normal credit terms of 45 to 90 days, depending on the terms with the customers; hence, these receivables were already considered as past due on its contractual payment. In addition, the Group considers qualitative assessment in determining default such as in instances where the customer is unlikely to pay its obligations and is deemed to be in significant financial difficulty.

Large portion of the Group's receivables pertains to rental receivables from leasing operations to third parties, advances to related parties which are secured by an undertaking of another related party to pay in case of default, and contract receivables from the Philippine Reclamation Authority (PRA) related to various implementing agreements under the memorandum of agreement (MOA) entered into by the Group in relation to the reclamation and development of Aseana Business Park (ABP), which is also part of the Aseana City (see Notes 9.1, 9.2, 9.3 and 9.4). On July 15, 2015, the PRA's BOD approved the conveyance of certain properties to the Group in settlement of PRA's liabilities related to various implementing agreements entered into with the Group. As of December 31, 2019, the title to the properties are not yet transferred to the Group. Except for rental receivables from various and diversified profile of third party tenants, this makes the Group exposed to significant credit risk exposure to a single group of counterparties having similar characteristics.

The Contract Asset account is secured to the extent of the fair value of the condominium units sold (i.e., based on current prices less estimated cost to sell) amounting to P6,854.8 million in 2019 and P3,731.2 million in 2018 since the title to the real estate properties remains with the Group until the contract assets or receivables are fully collected. The fair value of the condominium units sold is usually higher than the carrying value of the related contract asset, hence, there is no expected loss given default on the contract asset.

With respect to refundable deposits, management assessed that these financial assets have low probability of default since these relate to reputable power and water distribution companies (i.e., with high quality external credit ratings) that sustain the operation of Aseana City and other related projects.

5.3 Liquidity Risk

Liquidity risk is the risk that cash may not be available to meet operating requirements and to pay obligations when due at a reasonable cost. Prudent liquidity risk management requires maintaining sufficient cash and credit facilities at reasonable cost to satisfy current requirements whenever the need arises. The Group aims to maintain flexibility in funding by keeping committed credit lines available.

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 six-month and one-year periods are identified monthly.

As of December 31, 2019 and 2018, the Group's financial liabilities (excluding lease liability – see Note 16) have contractual maturities as follows:

			Current			Non-current	
	Notes		Upon Demand/ Within 6 months		6 to 12 Months		1 to 5 Years
<u>December 31, 2019</u>							
Loans and borrowings	18	P	148,609,375	P	48,281,250	P	359,512,500
Trade and other payables (except tax liabilities)	19		363,749,520		307,155,054		-
Advances from a co-joint venturer	13.2, 26.2		1,040,026,017		-		-
Advances from and due to related parties	26.2		4,311,708,305		-		-
Rental deposits	20		-		46,376,641		217,053,912
Construction bond	20		-		51,053,388		-
			<u>P 5,864,093,217</u>	<u>P</u>	<u>452,866,333</u>	<u>P</u>	<u>576,566,412</u>
<u>December 31, 2018</u>							
Loans and borrowings	18	P	1,396,348,592	P	70,100,644	P	568,615,500
Trade and other payables (except tax liabilities)	19		491,204,109		235,681,905		-
Advances from a co-joint venturer	13.2		1,000,000,000		-		-
Advances from and due to related parties	26.2		4,611,174,814		-		-
Rental deposits	20		-		54,400,070		182,589,901
Construction bond	20		-		47,566,440		-
			<u>P 7,498,727,515</u>	<u>P</u>	<u>407,749,059</u>	<u>P</u>	<u>751,205,401</u>

The above contractual maturities reflect the gross cash flows, which may differ from the carrying values of the financial liabilities at the end of the reporting periods.

6. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

6.1 Carrying Values and Fair Values by Category

The carrying values and fair values of the categories of financial assets and financial liabilities presented in the consolidated statements of financial position are shown below.

		2019		2018	
	Notes	Carrying Values	Fair Values	Carrying Values	Fair Values
Financial Assets					
<i>At amortized cost:</i>					
Cash and cash equivalents	8	P 5,211,402,211	P 5,211,402,211	P 7,549,219,648	P 7,549,219,648
Short-term placement (presented as part of Other Current Assets)	12	2,060,000,000	2,060,000,000	1,400,000,000	1,400,000,000
Receivables – net	9	5,276,558,087	5,003,192,063	4,665,569,544	4,496,473,113
Refundable deposits (presented as part of Other Non-current assets)	17	<u>47,362,548</u>	<u>47,362,548</u>	<u>52,254,083</u>	<u>52,254,083</u>
		<u>12,595,322,846</u>	<u>12,321,956,822</u>	<u>13,667,043,275</u>	<u>13,497,946,844</u>
<i>Financial assets at:</i>					
FVTPL	12	48,206,870	48,206,870	-	-
FVOCI	17.2	<u>75,876,143</u>	<u>75,876,143</u>	<u>74,755,905</u>	<u>74,755,905</u>
		<u>P12,719,405,859</u>	<u>P12,446,039,835</u>	<u>P13,741,799,180</u>	<u>P13,572,702,749</u>
Financial Liabilities					
<i>At amortized cost:</i>					
Loans and borrowings	18	P 511,720,000	P 455,729,822	P 1,928,920,000	P 1,896,659,323
Trade and other payables	19	670,904,574	670,904,574	726,886,014	726,886,014
Advances from and due to related parties	26.2	4,311,708,305	4,311,708,305	4,611,174,814	4,611,174,814
Advances from a co-joint venturer	13.2, 26.2	1,040,026,017	1,040,026,017	1,000,000,000	1,000,000,000
Rental deposits	20	263,430,553	263,430,553	236,989,971	236,989,971
Construction bond	20	51,053,388	51,053,388	47,566,440	47,566,440
Lease liability	16.2	<u>164,383,712</u>	<u>164,383,712</u>	<u>-</u>	<u>-</u>
		<u>P 7,013,226,549</u>	<u>P 6,957,236,371</u>	<u>P 8,551,537,239</u>	<u>P 8,519,276,562</u>

See Notes 2.4 and 2.10 for a description of the accounting policies for financial assets and financial liabilities, respectively, including the determination of fair values. A description of the Group's risk management objectives and policies for financial instruments is provided in Note 5.

6.2 Offsetting of Financial Assets and Financial Liabilities

The Group has not set-off financial instruments as of December 31, 2019 and 2018 and it does not have relevant offsetting arrangements. Currently, financial assets and financial liabilities are settled on a gross basis; however, each party to the financial instrument (particularly related parties) may have the option to settle all such amounts on a net basis in the event of default of the other party through approval of both parties' BODs and stockholders or upon instruction by the Ultimate Parent Company.

The following financial assets presented as part of Advances to related parties under Receivables account in the consolidated statements of financial position can be offset by the amount of outstanding Advances from and Due to a Related Parties account:

	<u>Note</u>	<u>Gross amounts recognized in the consolidated statements of financial position</u>	<u>Related amounts not set off in the consolidated statements of financial position</u>	<u>Net amount</u>
Advances to related parties:	26.1			
December 31, 2019		P 744,651,354	(P 436,680,854)	P 307,970,500
December 31, 2018		788,322,686	(430,355,411)	357,967,275
Advances from and due to related parties:	26.2			
December 31, 2019		P 4,311,708,305	(P 436,680,854)	P 3,875,027,451
December 31, 2018		4,611,174,814	(430,355,411)	4,180,819,403

7. FAIR VALUE MEASUREMENT AND DISCLOSURES

7.1 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 has the following levels:

- 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 an 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 does 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 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.

7.2 Financial Instruments Measurement at Fair Value

The Group's financial assets at FVOCI include proprietary golf club shares, which are categorized within Level 2 as their prices are not derived from market considered as active due to lack of regular trading activities among market participants at the end or close to the end of the reporting period. Moreover, equity security held in a private company is included in Level 3 since its market value is not quoted in an active market, hence, measured using the net asset value approach by reference to the fair value of its assets and liabilities. With respect to financial assets as FVTPL which include investments in equity securities, these are categorized under Level 1 as their prices are quoted in active market. On the other hand, debt security issued by a private company is included in Level 3.

As of December 31, 2019 and 2018, the Group's financial assets at FVOCI measured at fair value amounted to P75.9 million and P74.8 million, respectively (see Note 17.2) while the Group's financial assets at FVTPL measured at fair value amounted to P48.2 million and nil, respectively.

The Group has no financial liabilities measured at fair value as of December 31, 2019 and 2018.

There were no transfers between Levels 1 and 2 but there were changes in the carrying amount of Level 3 instruments in both years. Unrealized fair value gain amounting to P1.1 million is recognized on financial assets at FVOCI in 2019 (see Note 17).

7.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed

The tables in the succeeding page summarize the fair value hierarchy of the Group's financial assets and financial liabilities which are not measured at fair value in the consolidated statements of financial position but for which fair value is disclosed.

		December 31, 2019				
Notes		Level 1	Level 2	Level 3	Total	
Financial Assets						
Cash and cash equivalents	8	P 5,211,402,211	P -	P -	P 5,211,402,211	
Short-term placement (presented as part of Other Current Assets)	12	2,060,000,000	-	-	2,060,000,000	
Receivables – net	9	-	-	5,003,192,063	5,003,192,063	
Refundable deposits (presented as part of Other Non-current Assets)	17	-	-	47,362,548	47,362,548	
		P 7,271,402,211	P -	P 5,050,554,611	P 12,321,956,822	
Financial Liabilities						
Loans and borrowings	18	P -	P -	P 455,729,822	P 455,729,822	
Trade and other payables	19	-	-	670,904,574	670,904,574	
Advances from and due to related parties	26.2	-	-	4,351,734,322	4,351,734,322	
Advances from a co-joint venturer	13.2	-	-	1,000,000,000	1,000,000,000	
Rental deposits	20	-	-	263,430,553	263,430,553	
Construction bond	20	-	-	51,053,388	51,053,388	
Lease liability	16.2	-	-	164,383,712	164,383,712	
		P -	P -	P 6,957,236,371	P 6,957,236,371	
		December 31, 2018				
Notes		Level 1	Level 2	Level 3	Total	
Financial Assets						
Cash and cash equivalents	8	P 7,549,219,648	P -	P -	P 7,549,219,648	
Short-term placement (presented as part of Other Current Assets)	12	1,400,000,000	-	-	1,400,000,000	
Receivables – net	9	-	-	4,496,473,113	4,496,473,113	
Refundable deposits (presented as part of Other Non-current Assets)	17	-	-	52,254,083	52,254,083	
		P 8,949,219,648	P -	P 4,548,727,196	P 13,497,946,844	
Financial Liabilities						
Loans and borrowings	18	P -	P -	P 1,896,659,323	P 1,896,659,323	
Trade and other payables	19	-	-	726,886,014	726,886,014	
Advances from and due to related parties	26.2	-	-	4,611,174,814	4,611,174,814	
Advances from a co-joint venturer	13.2	-	-	1,000,000,000	1,000,000,000	
Rental deposits	20	-	-	236,989,971	236,989,971	
Construction bond	20	-	-	47,566,440	47,566,440	
		P -	P -	P 8,519,276,562	P 8,519,276,562	

The fair values of financial assets and financial liabilities included in Level 3, which are not traded in an active market, are determined based on the expected cash flows of the underlying net asset or liability base of the instrument where the significant inputs required to determine the fair value of such instruments are not based on observable market data.

7.4 Fair Value Disclosures for Investment Properties Carried at Cost

The table shows the levels within the hierarchy of non-financial assets that are not measured at fair value but for which fair values are disclosed.

	Note	Level 1	Level 2	Level 3	Total
December 31, 2019					
Land	P	-	P119,127,072,049	P -	P119,127,072,049
Buildings and improvements		-	-	4,352,561,244	4,352,561,244
Construction in progress		-	-	1,270,510,090	1,270,510,090
	15	P -	P119,127,072,049	P 5,623,071,334	P124,750,143,383
December 31, 2018					
Land	P	-	P 96,656,221,177	P -	P 96,656,221,177
Buildings and improvements		-	-	4,332,113,063	4,332,113,063
Construction in progress		-	-	40,754,389	40,754,389
	15	P -	P 96,656,221,177	P 4,372,867,452	P101,029,088,629

The fair value of the Group's investment properties as of December 31, 2019 and 2018 are determined on the basis of the appraisals performed by an independent appraiser with appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. To some extent, the valuation process was conducted by the appraiser in discussion with the Group's management with respect to the determination of the inputs such as the size, age, and condition of the land and buildings, and the comparable prices in the corresponding property location. In estimating the fair value of these properties, management takes into account the market participant's ability to generate economic benefits by using the assets in their highest and best use. Based on management assessment, the best use of the Group's investment properties is their current use.

The fair values of the Group's investment properties were determined based on the following approaches:

(a) Fair Value Measurement for Land

The Level 2 fair value of land was derived using the market comparable approach that reflects the recent transaction prices for similar properties in nearby locations as determined by an independent appraiser. Under this approach, when sales prices and/or actual sales transaction of comparable land in close proximity are used in the valuation of the subject property with no adjustment on the price, fair value is included in Level 2.

The fair value is determined by the Group using the fair values of certain parcels of land adjacent to the location of the Group's investment. The fair value is based on the market-based evidence, which is the amount for which the assets could be exchanged between a knowledgeable willing buyer and seller in an arm's length transaction as at the valuation date. Such amount is influenced by different factors including the location and specific characteristics of the property (e.g., size, features, and capacity), quantity of comparable properties available in the market, and economic condition and behavior of the buying parties.

(b) *Fair Value Measurement for Buildings and Improvements and Construction in Progress*

As of December 31, 2019 and 2018, the Level 3 fair value of the buildings and improvements was determined using the cost approach that reflects the cost to a market participant to construct an asset of comparable usage, construction standards, design and layout, adjusted for obsolescence. The more significant inputs used in the valuation include direct and indirect costs of construction such as but not limited to, labor and contractor's profit, materials and equipment, surveying and permit costs, electricity and utility costs, architectural and engineering fees, insurance and legal fees. These inputs were derived from various suppliers and contractor's quotes, price catalogues, and construction price indices. Under this approach, higher estimated costs used in the valuation will result in higher fair value of the properties. Based on the foregoing inputs, the actual cost incurred to date recorded under Construction in Progress approximates its fair value.

8. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components:

	<u>2019</u>	<u>2018</u>
Cash on hand and in banks	P 4,296,870,346	P 3,310,924,450
Short-term placements	<u>914,531,865</u>	<u>4,238,295,198</u>
	<u>P 5,211,402,211</u>	<u>P 7,549,219,648</u>

Cash in banks generally earn interest based on daily bank deposit rates. Short-term placements are made for varying periods of between 30 to 90 days and earn effective interest ranging from and 3.38% to 6.75% per annum in 2019 and 4.80% to 6.90% per annum in 2018. Interest income from cash in banks and short-term placements amounting to P263.7 million, P54.9 million and P7.2 million in 2019, 2018 and 2017, respectively, are included as part of Interest income under Finance Income in the consolidated statements of profit or loss (see Note 22.2). Accrued interest from short-term placements is presented as part of Others under Receivables account in the consolidated statements of financial position (see Note 9).

9. RECEIVABLES

This account is composed of the following:

	Notes	2019	2018
Current:			
Rental receivables	9.1	P 541,494,152	P 698,167,326
Advances to:	9.2		
Related parties	26.1	744,651,354	788,322,686
Suppliers		109,203,043	145,774,627
Officers and employees		9,350,613	9,016,070
Contracts receivables	9.3, 26.5	696,339,500	665,049,553
Retention receivables	9.4, 26.5	107,793,640	9,826,332
Others	8, 9.5, 12	63,415,807	60,618,706
		2,272,248,109	2,376,775,300
Allowance for impairment	5.2(b)	(95,504,164)	(54,257,406)
		2,176,743,945	2,322,517,894
Non-current:			
Rental receivables	9.1	3,209,017,185	2,488,826,277
		P 5,385,761,130	P 4,811,344,171

Receivables do not bear any interest. All receivables (except advances to suppliers) are subject to credit risk exposures (see Note 5.2).

9.1 Rental Receivables

Rental receivables represent uncollected monthly receivables from third party tenants of the Group. This includes rent receivables arising from the application of PFRS 16 (previously PAS 17), which represent the difference between the cash basis rent income and the straight-line rent income of all outstanding lease contracts as of the end of the reporting periods. Rent receivables from PFRS 16 (previously PAS 17) adjustments amounted to P3,695.6 million and P3,703.0 million as of December 31, 2019 and 2018, respectively.

9.2 Advances

Except for certain advances which are secured by an undertaking of another related party to pay in case of default, advances to related parties are unsecured, noninterest-bearing and are granted for working capital requirements (see Notes 26.1). There are no definite repayment and settlement term on these advances.

Advances to suppliers under Other Current Assets pertain to mobilization funds provided to various suppliers for use primarily in the construction and development of the Group's residential condominium projects while those under Other Non-current Assets pertain to advances to suppliers for investment property additions (see Notes 10, 15 and 17). These are reduced proportionately upon receipt of progress billings from the said suppliers.

Advances to officers and employees are noninterest-bearing and collectible through salary deduction within 12 months from the end of the reporting period.

9.3 *Contracts Receivables*

Contracts receivables are noninterest-bearing and usually due within 270 days. Of the total outstanding balance, P557.5 million is due from PRA as of December 31, 2019 and 2018. Management believes that these receivables are fully recoverable through collection of the accounts from customers, which is partially secured by construction bonds and whereby there is an outstanding balance of retention payable (see Notes 19 and 20). With respect to the amount due from PRA, the receivable is recoverable in full through transfer of certain properties owned by PRA to the Group (see Note 5.2).

9.4 *Retention Receivables*

In 2019, the Group sold certain parcels of land located in Aseana City to a third party buyer. The related 10% retention receivable as of December 31, 2019 amounted to P93.6 million, which is to be collected upon transfer of the land title to the buyer.

Retention receivables also include outstanding balances with a related party as of December 31, 2019 and 2018 (see Note 26.5).

9.5 *Other Receivables*

Other receivables include accrued interest income from short-term placements (see Note 8). It also include amounts collectible for rendering of certain services incidental to the Group's leasing and real estate business.

10. **PROPERTY DEVELOPMENT COSTS AND CONTRACT ACCOUNTS**

10.1 *Property Development Costs*

The Group capitalized certain costs as property development costs representing properties under development and construction. Costs incurred comprise of actual costs of land, construction and related engineering, architectural and other consultancy fees related to the development of residential condominium projects, namely, "Pixel Residences" and "MidPark Towers", both located in Aseana City, 1702 Parañaque City, Metro Manila. It also includes certain parcels of land previously classified as investment properties which will be developed for the Group's other residential projects (see Note 15). As of December 31, 2019, the Group has capital commitments relating to future development costs over these parcels of land.

The accumulated balance of Property Development Costs as presented in the consolidated statements of financial position amounted to as follows:

	<u>2019</u>	<u>2018</u>
MidPark Residences	P 525,006,783	P 457,677,960
Raw land	397,831,294	-
Pixel Residences	<u>245,222,630</u>	<u>253,733,214</u>
	<u>P1,168,060,707</u>	<u>P 711,411,174</u>

Cost of condominium units sold amounted to P314.5 million, P72.9 million, and P30.3 million in 2019, 2018 and 2017, respectively (see Notes 21.3 and 23) and are presented under Cost of Services and Sales section in the consolidated statements of profit or loss.

10.2 Contract Accounts

The significant changes in the contract asset and liability balances during the reporting periods are as follows:

	<u>2019</u>		<u>2018</u>	
	<u>Contract Asset</u>	<u>Contract Liability</u>	<u>Contract Asset</u>	<u>Contract Liability</u>
Balance at beginning of year	P 166,652,337	P 210,459,821	P 47,301,272	P 124,328,053
Increase as a result of changes in measurement of progress	82,360,613	-	119,351,065	-
Revenue recognized that was included in contract liability at the beginning of year	-	(101,593,352)	-	(32,314,514)
Increase due to cash received excluding amount recognized as revenue during the year	<u>-</u>	<u>445,868,662</u>	<u>-</u>	<u>118,446,282</u>
Balance at end of year	<u>P 249,012,950</u>	<u>P 554,735,131</u>	<u>P 166,652,337</u>	<u>P 210,459,821</u>

Contract asset and liability is presented in the statement of financial position as at December 31, 2019 and 2018 as follows:

	<u>2019</u>		<u>2018</u>	
	<u>Contract Asset</u>	<u>Contract Liability</u>	<u>Contract Asset</u>	<u>Contract Liability</u>
Current	P 54,191,980	P 130,492,147	P 63,668,674	P 101,593,352
Non-current	<u>194,820,970</u>	<u>424,242,984</u>	<u>102,983,663</u>	<u>108,866,469</u>
	<u>P 249,012,950</u>	<u>P 554,735,131</u>	<u>P 166,652,337</u>	<u>P 210,459,821</u>

The transaction price allocated to the remaining performance obligation (unsatisfied or partially satisfied) as at December 31, 2019 and 2018 are as follows:

	<u>2019</u>	<u>2018</u>
Within one year	P 816,460,329	P1,002,125,188
More than one year to three years	<u>3,735,271,872</u>	<u>1,926,834,992</u>
	<u>P 4,551,732,201</u>	<u>P2,928,960,180</u>

The remaining performance obligations expected to be recognized within one year and in more than one year relate to the continuous development of the Group's real estate projects. The Group's condominium units are expected to be completed within three years from start of construction.

11. LAND AND LAND DEVELOPMENT COSTS

This account pertains to the cost of land available for sale located in Aseana Business Park, Parañaque City; Ciudad Nuevo Park, Cavite City; and Lunzuran Heights Subdivision, Zamboanga City with a total lot area of 238,009 square meters and 247,851 square meters as of December 31, 2019 and 2018, respectively.

The analysis of the movements of the balance of Land and Land Development Costs is as follows:

	<u>Note</u>	<u>2019</u>	<u>2018</u>
Balance at beginning of year		P 2,162,209,345	P 1,954,437,686
Reclassification	15	(231,572,755)	-
Additions during the year		148,600,941	207,811,737
Sales during the year	23	(66,743,881)	(40,078)
Balance at end of year		<u>P 2,012,493,650</u>	<u>P 2,162,209,345</u>

Management has estimated that the net realizable value of Land and Land Development Costs is higher than its carrying value as of December 31, 2019 and 2018. As of December 31, 2019 and 2018, certain portion of the parcels of land owned by the Group with a total lot area of 2,777 square meters and carrying amounts of P44.2 million is used as collateral to secure certain peso denominated interest-bearing loans (see Note 18). The loans do not contain any restriction on the sale of the land except that the mortgage is annotated in the titles of the said properties.

12. OTHER CURRENT ASSETS

This account consists of the following:

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Short-term placements		P 2,060,000,000	P 1,400,000,000
Deferred input VAT		403,429,605	157,544,447
Input VAT		218,067,900	134,853,815
Prepayments		114,751,348	106,465,149
Financial assets at FVTPL	7.2	48,206,870	-
Contract acquisition costs	3.2(i)	32,934,611	49,255,546
Creditable withholding tax		<u>8,994,473</u>	<u>6,292,333</u>
		<u>P 2,886,384,807</u>	<u>P 1,854,411,290</u>

Short-term placement pertains to a time deposit with maturity of 102 days from date of acquisition. The related interest income amounting to P33.2 million and P11.8 million is included as part of Interest income under Finance income account in the consolidated statements of profit or loss (see Note 22.2) in 2019 and 2018, respectively, while accrued interest is presented as part of Others under Receivables account in the consolidated statements of financial position as of December 31, 2019 and 2018 (see Note 9).

Deferred input VAT pertains to the corresponding input VAT on subcontract services, which are yet to be recognized in installments in the next reporting period.

Prepayments mostly pertain to real property taxes and other incidental business prepayments which are expected to be realized within 12 months after the end of the reporting period.

Financial assets at FVTPL consist of investments in equity and convertible debt securities which are held for trading purposes. Fair value gain amounting to P0.4 million is recognized and presented as part of Finance income account in the 2019 consolidated statement of profit or loss (see Note 22.2).

13. INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

This account consists of the following:

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Investments in:			
Associates	13.1	P 49,043,168	P 49,168,560
Joint venture	13.2	<u>12,827,982</u>	<u>6,665,905</u>
		<u>P 61,871,150</u>	<u>P 55,834,465</u>

The Group's associates and joint ventures are all incorporated and with principal operations in the Philippines. These entities are engaged in businesses related to the Parent Company's operations.

The components of the carrying amounts of investments in associates and joint ventures are as follows:

13.1 Investments in Associates

The movements in the carrying amount of investments in associates which is accounted for under the equity method in the consolidated financial statements of the Group, are shown below.

	<u>2019</u>	<u>2018</u>
Acquisition costs	<u>P 56,913,213</u>	<u>P 56,913,213</u>
Accumulated share in net losses:		
Balance at beginning of year	(7,744,653)	(7,386,626)
Share in net losses	(<u>125,392</u>)	(<u>358,027</u>)
Balance at end of year	(<u>7,870,045</u>)	(<u>7,744,653</u>)
	<u>P 49,043,168</u>	<u>P 49,168,560</u>

The Group's associates include ERTI, ACBMDC and AHEC. Although AHEC is currently in the process of liquidation [see Note 1.2(r)], the Group has assessed that the Group's existing share in the net assets of AHEC exceeds the carrying amount of its investment considering that AHEC has sufficient assets, including construction equipment related to the business of the Group. Upon completion of AHEC's liquidation, management of the Group believes that the Group may obtain portion of these assets in the form of a return of invested capital.

13.2 Investments in Joint Ventures

As of the end of the reporting periods, the investment in joint venture consist only of 50% investment in BRADCO. In 2019, the investment in ABCC classified and presented as Investment in Joint Venture Held for Termination was reclassified to Investment Properties as this pertains to the land previously transferred in exchange for ABCC's shares of stock (see Note 15). As a result of the termination of the joint venture agreement (JV Agreement) [see Note 13.2(b)], ABCC has been considered as a subsidiary starting in 2019 as the remaining shares are now all held by the Parent Company in the same year. ABCC has not commenced operations since its incorporation and only incurred real property taxes and other administrative expenses. The effect of the reclassification amounting to P80.6 million (net of P36.2 million cumulative share in net losses of ABCC) representing the deficit of ABCC was recognized as an adjustment to the Retained Earnings account.

a) BRADCO

The movements in the carrying amount of investments in BRADCO, which is accounted for under the equity method in the consolidated financial statements of the Group, are shown below.

	<u>2019</u>	<u>2018</u>
Acquisition costs	P 2,000,000	P 2,000,000
Accumulated share in net income (losses):		
Balance at beginning of year	4,665,905	(2,000,000)
Share in net income	<u>6,162,077</u>	<u>6,665,905</u>
Balance at end of year	<u>10,827,982</u>	<u>4,665,905</u>
	P 12,827,982	P 6,665,905

On February 15, 1992, the Parent Company entered into a joint venture agreement with the Armed Forces of the Philippines Retirement and Separation Benefits System (AFPRSBS) to form BRADCO, a joint venture. The Parent Company and AFPRSBS each owns 50% interest in the joint venture.

Pursuant to the JV Agreement, the Parent Company and BRADCO entered into a construction agreement whereby the Parent Company undertook the construction of a building intended to be held for lease. The construction of the building was completed in 2015 with the accumulated costs totaling P38.6 million recognized as part of Buildings and improvements under Investment Properties account in the consolidated statements of financial position.

There are no significant risks, commitments, or contingencies related to the Group's interests in BRADCO during the reporting periods.

b) *ABCC*

On December 23, 2010, the Parent Company, WHI and Alphaland Development, Inc. (ADI) entered in a MOA whereby the Parent Company, WHI and ADI agreed to transfer certain parcels of land located in ABP in exchange for shares of stock of ABCC, the joint venture entity. While the increase in authorized capital stock of ABCC is pending approval by the SEC, the Parent Company agreed to transfer 96,751 square meters of land. Relative to this, the Parent Company recognized investment in ABCC, under a deed of assignment, representing the parcels of land contributed at the time of investment and accounted for as an investment in a joint venture.

Further, the Parent Company and WHI agreed to contribute additional parcels of land to ABCC in exchange for additional shares of stock upon transfer of ownership and control of the subject parcels of land from PRA to the Parent Company and WHI.

Likewise in 2010, the Parent Company agreed, through the MOA, to receive noninterest-bearing advances amounting to P1,000 million from ADI in consideration of which the Parent Company agreed to assign all its rights and interest on certain number of common shares to be issued by ABCC to the Parent Company so as to arrive at the agreed ownership structure of ABCC. Since then, the assignment has been put on hold pending the performance of certain conditions under the MOA. These advances are presented as Advances from a Co-joint Venturer account in the consolidated statements of financial position.

In 2018, the Parent Company, along with WHI and ABCC, entered into a Settlement Agreement with ADI regarding their JV Agreement, and all disputes related thereto, in relation to the development of the Alphaland Bay City project located in Aseana City. Under the Settlement Agreement (SA), the parties have agreed to terminate, rescind or otherwise cancel the JV Agreement, and waive and release any and all rights or interests they, or may have arising therefrom subject to certain conditions.

Also in 2018, the Parent Company entered into a Consideration Agreement with certain third parties whereby one of the performance obligations of the Parent Company, together with WHI, in exchange for the Parent Company's non-refundable cash consideration is to transfer their rights provided for under a certain JV Agreement, through giving their consent in favor of the third parties to be able to acquire from ADI certain parcels of land contributed by ADI to the joint venture. The related performance obligation was accordingly satisfied by the Parent Company in 2018. The same Consideration Agreement also requires a second performance obligation in exchange for another cash consideration whereby the Parent Company shall provide specific guidelines, review the compliance and undertake related activities thereto, in favor of the third parties with respect to its development project design on the parcels of land purchased by one of the third parties from ADI in Aseana City. The second performance obligation is to be satisfied over time from January to August 2019. Subject to the foregoing certain terms and conditions governing the transfer of such rights to the third parties and their ability to take full and unrestricted control over the development of the parcels of land, the Parent Company is entitled to consideration totaling P2,050.0 million collectible in two years. The non-refundable portion amounting to P1,200.0 million was received by the Parent Company in 2018 as the consideration for the consent given by the Parent Company and the remaining P850.0 milion was received by the Parent Company in 2019 as completion of the second performance obligation. These are included as part of Other income account in the 2019 and 2018 consolidated statements of profit or loss, respectively (see Note 22.4).

As part of the termination of the JV Agreement, the parties agreed to withdraw their earlier request for a tax free ruling from the Bureau of Internal Revenue (BIR) on the property contributions for shares in ABCC and to petition the SEC to cancel its approval of the increase in capital stock of ABCC in 2012. The approval by the SEC was obtained on December 18, 2018 whereby it ordered ABCC's capital stock to be corrected.

Management, in consultation with its external legal counsel, is of the opinion that the cancellation of the aforementioned SEC's approval on the increase in capital stock of ABCC should be accounted for retrospectively. Consequently, the Group restated its investment in ABCC to recognize such investment amounting to P127.1 million, which is equivalent to the previous carrying value of its parcels of land amounting to P163.3 million, net of P36.2 million cumulative share in net losses of ABCC (see Note 29.5). Furthermore, the Group classified the same asset, which is lower than its fair value less cost to terminate, under the Investment in Joint Venture Held for Termination account as of December 31, 2018 as the Group intended to recover the foregoing investment in ABCC held for termination through the receipt of the previously contributed investment property within one year from the end of 2018, subject to the fulfillment of the conditions as set forth in the SA by 2019.

Pursuant to the fulfillment of the conditions in 2019 as set forth in the SA and receipt of the previously contributed investment property, the Group reclassified the Investment in Joint Venture Held for Termination account to Investment Properties account (see Note 15). A portion of the Investment in Joint Venture Held for Termination account amounting to P10,000 was reclassified also to Investment in Subsidiaries representing the 100% ownership of the Group in ABCC and was eliminated during consolidation.

13.3 Financial Information of Associates and Joint Ventures

There were no associates or joint ventures which are considered material to the Group in 2019 and 2018.

No dividends were received from the associates and joint ventures in 2019, 2018 and 2017.

These associates and joint ventures are not listed in the local stock exchange; hence, the fair value of the shares cannot be determined reliably. However, management believes that the carrying amounts of the investments are fully recoverable based on the prospect of the business of these associates and joint ventures.

13.4 Acquisition of Assets

On December 9, 2016, AHI acquired 100% equity ownership interest in 58 Jupiter. 58 Jupiter holds investment properties representing land and building (see Note 15).

In accordance with the Group's policy (see Note 2.17), the transaction is accounted by the Group as an asset acquisition since the transaction does not constitute a business combination. The purchase price upon acquisition amounting to P160.0 million was allocated among the asset and liability accounts based on their relative fair values.

Subsequent to the date of acquisition, any changes in the carrying value of the net assets acquired in the books of 58 Jupiter arising from its own operations shall be updated and accounted for in the books of the Group on a line-by-line basis, as if they are consolidated into a single entity. The registered office of 58 Jupiter is located at Escolta, Manila while its principal place of business is in Makati City.

13.5 Noncontrolling Interests

Noncontrolling interests pertain to the 37.8%, 44.6%, 19.0%, 33.0%, 44.0%, 4.0% and 40.0% equity ownership of minority stockholders in FRDC, R-1, MLCI, AITPI, SBRI, ARESM and BAHI. The selected financial information (before inter-company eliminations) of BAHI, which is considered the only material NCI is shown below.

	<u>2019</u>	<u>2018</u>
Current assets	P 1,788,984,895	P 75,565,033
Non-current assets	<u>5,660,135,683</u>	<u>6,057,966,977</u>
Total assets	<u>P 7,449,120,578</u>	<u>P 6,133,532,010</u>
Current liabilities	P 5,040,078,849	P 108,664,632
Non-current liabilities	<u>55,003,041</u>	<u>4,350,939,914</u>
Total liabilities	<u>P 5,095,081,890</u>	<u>P 4,459,604,546</u>
Equity	<u>P 2,354,038,688</u>	<u>P 1,673,927,464</u>
NCI in equity	<u>P 543,074,537</u>	<u>P 669,560,741</u>
Net income attributable to equity holders	<u>P 1,806,597,429</u>	<u>P 21,274,602</u>
Net income (loss) allocated to NCI	<u>(P 126,486,204)</u>	<u>P 14,194,891</u>

The principal place of business of BAHI is located at 6th Floor, LTA Building, 118 Perea Street, Legaspi Village, Makati City, Metro Manila.

Management determined that the difference between the respective equity ownership of minority stockholders over the equity of the aforementioned subsidiaries and the amount of NCI recognized in the consolidated statements of financial position is not material to the consolidated financial statements.

14. PROPERTY AND EQUIPMENT

The gross carrying amounts and the accumulated depreciation and amortization of property and equipment at the beginning and end of 2019 and 2018 are shown below.

	<u>Land</u>	<u>Land Improvements</u>	<u>Leasehold Improvements</u>	<u>Machinery and Construction Equipment</u>	<u>Transportation Equipment</u>	<u>Furniture and Office Equipment</u>	<u>Other Equipment</u>	<u>Building and Improvements</u>	<u>Total</u>
December 31, 2019									
Cost	P 9,291,800	P 4,034,354	P 37,831,686	P 467,104,401	P 48,127,629	P 157,605,672	P 14,244,402	P 239,649,209	P 977,889,153
Accumulated depreciation and amortization	<u>-</u>	<u>(2,906,319)</u>	<u>(26,344,443)</u>	<u>(389,301,114)</u>	<u>(37,472,421)</u>	<u>(49,708,981)</u>	<u>(14,038,209)</u>	<u>(15,976,614)</u>	<u>(535,748,101)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 1,128,035</u>	<u>P 11,487,243</u>	<u>P 77,803,287</u>	<u>P 10,655,208</u>	<u>P 107,896,691</u>	<u>P 206,193</u>	<u>P 223,672,595</u>	<u>P 442,141,052</u>
December 31, 2018									
Cost	P 9,291,800	P 4,034,354	P 36,447,238	P 437,985,422	P 44,372,629	P 37,711,745	P 14,244,402	P -	P 584,087,590
Accumulated depreciation and amortization	<u>-</u>	<u>(2,641,557)</u>	<u>(20,668,782)</u>	<u>(351,706,232)</u>	<u>(34,804,802)</u>	<u>(29,736,852)</u>	<u>(13,871,780)</u>	<u>-</u>	<u>(453,430,005)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 1,392,797</u>	<u>P 15,778,456</u>	<u>P 86,279,190</u>	<u>P 9,567,827</u>	<u>P 7,974,893</u>	<u>P 372,622</u>	<u>P -</u>	<u>P 130,657,585</u>
January 1, 2018									
Cost	P 9,291,800	P 4,034,354	P 36,307,260	P 416,235,610	P 39,264,635	P 34,860,606	P 14,244,402	P -	P 554,238,667
Accumulated depreciation and amortization	<u>-</u>	<u>(2,376,794)</u>	<u>(14,376,605)</u>	<u>(318,110,172)</u>	<u>(36,414,616)</u>	<u>(25,469,013)</u>	<u>(13,552,911)</u>	<u>-</u>	<u>(410,300,111)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 1,657,560</u>	<u>P 21,930,655</u>	<u>P 98,125,438</u>	<u>P 2,850,019</u>	<u>P 9,391,593</u>	<u>P 691,491</u>	<u>P -</u>	<u>P 143,938,556</u>

A reconciliation of the carrying amounts at the beginning and end of 2019 and 2018 of property and equipment is shown below.

	<u>Land</u>	<u>Land Improvements</u>	<u>Leasehold Improvements</u>	<u>Machinery and Construction Equipment</u>	<u>Transportation Equipment</u>	<u>Furniture and Office Equipment</u>	<u>Other Equipment</u>	<u>Building and Improvements</u>	<u>Total</u>
Balance at January 1, 2019, net of accumulated depreciation and amortization	P 9,291,800	P 1,392,797	P 15,778,456	P 86,279,190	P 9,567,827	P 7,974,893	P 372,622	P -	P 130,657,585
Additions	-	-	1,384,448	29,118,979	3,755,000	119,893,927	-	-	154,152,354
Reclassification from investment properties [see Notes 3.1(e) and 15]	-	-	-	-	-	-	-	231,660,902	231,660,902
Depreciation and amortization charges for the year	-	(264,762)	(5,675,661)	(37,594,882)	(2,667,619)	(19,972,129)	(166,429)	(7,988,307)	(74,329,789)
Balance at December 31, 2019, net of accumulated depreciation and amortization	<u>P 9,291,800</u>	<u>P 1,128,035</u>	<u>P 11,487,243</u>	<u>P 77,803,287</u>	<u>P 10,655,208</u>	<u>P 107,896,691</u>	<u>P 206,193</u>	<u>P 223,672,595</u>	<u>P 442,141,052</u>
Balance at January 1, 2018, net of accumulated depreciation and amortization	P 9,291,800	P 1,657,560	P 21,930,655	P 98,125,438	P 2,850,019	P 9,391,593	P 691,491	P -	P 143,938,556
Additions	-	-	139,978	21,749,812	5,107,994	2,851,139	-	-	29,848,923
Depreciation and amortization charges for the year	-	(264,763)	(6,292,177)	(33,596,060)	1,609,814	(4,267,839)	(318,869)	-	(43,129,894)
Balance at December 31, 2018, net of accumulated depreciation and amortization	<u>P 9,291,800</u>	<u>P 1,392,797</u>	<u>P 15,778,456</u>	<u>P 86,279,190</u>	<u>P 9,567,827</u>	<u>P 7,974,893</u>	<u>P 372,622</u>	<u>P -</u>	<u>P 130,657,585</u>

As of December 31, 2019 and 2018, fully depreciated assets with original costs amounting to P340.2 million and P330.0 million, respectively, are still being used in operations.

The amount of depreciation and amortization is allocated as follows:

	Notes	2019	2018	2017
Cost of construction contracts Capitalized as part of land and land development costs	21.1	P 1,407,880	P 14,464,456	P 7,721,327
General and administrative expenses	2.5(a)	36,145,587	14,588,572	22,395,603
	23	<u>36,776,322</u>	<u>14,076,866</u>	<u>11,654,856</u>
		<u>P 74,329,789</u>	<u>P 43,129,894</u>	<u>P 41,771,786</u>

The management believes that the carrying amount of property and equipment is recoverable in full; hence, no impairment loss is recognized in 2019, 2018 and 2017.

15. INVESTMENT PROPERTIES

The carrying amount of this account is composed of the following:

	Notes	2019	2018
Investment properties – net		P 12,414,489,719	P 11,448,382,530
Right-of-use asset – net	2.18(a)(i), 16.1	<u>158,198,478</u>	<u>-</u>
		<u>P12,572,688,197</u>	<u>P 11,448,382,530</u>

The gross carrying amounts and the accumulated depreciation of investment properties (except Right-of-use Assets, see Note 16.1) at the beginning and end of 2019 and 2018 are shown below.

	Land	Building and Improvements	Condominium Units	Construction in Progress	Total
December 31, 2019					
Cost	P 8,867,542,310	P 2,797,479,316	P 25,228,650	P 1,270,510,090	P 12,960,760,366
Accumulated depreciation	-	(541,754,063)	(4,516,584)	-	(546,270,647)
Net carrying amount	<u>P 8,867,542,310</u>	<u>P 2,255,725,253</u>	<u>P 20,712,066</u>	<u>P 1,270,510,090</u>	<u>P 12,414,489,719</u>
December 31, 2018					
Cost	P 8,720,243,460	P 2,989,677,001	P 25,228,650	P 162,085,268	P 11,897,234,379
Accumulated depreciation	-	(445,344,411)	(3,507,438)	-	(448,851,849)
Net carrying amount	<u>P 8,720,243,460</u>	<u>P 2,544,332,590</u>	<u>P 21,721,212</u>	<u>P 162,085,268</u>	<u>P 11,448,382,530</u>
January 1, 2018					
Cost	P 8,720,243,460	P 1,759,236,249	P 25,228,650	P 946,745,476	P 11,451,453,835
Accumulated depreciation	-	(340,267,692)	(2,498,292)	-	(342,765,984)
Net carrying amount	<u>P 8,720,243,460</u>	<u>P 1,418,968,557</u>	<u>P 22,730,358</u>	<u>P 946,745,476</u>	<u>P 11,108,687,851</u>

The reconciliation of the carrying amounts of investment properties (except Right-of-use Assets, see Note 16.1) at the beginning and end of 2019 and 2018 is shown below.

	<u>Land</u>	<u>Building and Improvements</u>	<u>Condominium Units</u>	<u>Construction in Progress</u>	<u>Total</u>
Balance at January 1, 2019, net of accumulated depreciation	P 8,720,243,460	P 2,544,332,590	P 21,721,212	P 162,085,268	P 11,448,382,530
Additions	150,263,640	3,274,693	-	1,152,601,653	1,306,139,986
Reclassification to property and equipment (see Note 14)	-	(231,660,902)	-	-	(231,660,902)
Reclassification of land to property development costs (see Note 10)	(397,831,294)	-	-	-	(397,831,294)
Reclassification from raw land (see Note 11)	231,572,755	-	-	-	231,572,755
Reclassification of land from investment in JV held for termination to investment property	163,293,749	-	-	-	163,293,749
Reclassification from CIP to building and improvements	-	44,176,831	-	(44,176,831)	-
Depreciation charges for the year	-	(104,397,959)	(1,009,146)	-	(105,407,105)
Balance at December 31, 2019, net of accumulated depreciation	<u>P 8,867,542,310</u>	<u>P 2,255,725,253</u>	<u>P 20,712,066</u>	<u>P 1,270,510,090</u>	<u>P 12,414,489,719</u>
Balance at January 1, 2018, net of accumulated depreciation	P 8,720,243,460	P 1,418,968,557	P 22,730,358	P 946,745,476	P 11,108,687,851
Additions	-	-	-	445,780,544	445,780,544
Reclassification from CIP to building and improvements	-	1,230,440,752	-	(1,230,440,752)	-
Depreciation charges for the year	-	(105,076,719)	(1,009,146)	-	(106,085,865)
Balance at December 31, 2018, net of accumulated depreciation	<u>P 8,720,243,460</u>	<u>P 2,544,332,590</u>	<u>P 21,721,212</u>	<u>P 162,085,268</u>	<u>P 11,448,382,530</u>

The amount of depreciation is allocated as follows:

	<u>Notes</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Cost of rentals	21.2	P 102,187,258	P 103,185,483	P 65,464,981
General and administrative expenses	23	<u>3,219,847</u>	<u>2,900,382</u>	<u>3,420,766</u>
		<u>P 105,407,105</u>	<u>P 106,085,865</u>	<u>P 68,885,747</u>

a) Building and Improvements

Building and improvements include the building of 58 Jupiter amounting to P2.9 million arising from the asset acquisition by AHI (see Note 13.4).

The Group received certain condominium unit with parking lots valued at P23.7 million as a result of a deed of exchange in 2015 (see Note 28.1). The remaining estimated useful life of these assets approximates to those applied in depreciating similar type of assets.

Construction in progress account also includes capitalized borrowing costs from interest-bearing loans obtained specifically to finance the construction amounting to nil in 2019, P28.3 million in 2018 and P16.3 million in 2017, at a capitalization rate of 3.0% to 5.3% in 2018 and 2.8% to 3.4% in 2017 (see Note 18).

b) Land

In 2017, the Group purchased parcels of land from a certain stockholder amounting to P67.0 million where the obligation was offset against the advances granted to the related party (see Notes 26 and 31). There was no similar transaction in 2018 and 2019.

In 2017, the Group sold certain investment properties to third parties with selling price amounting to P400.9 million which resulted in the recognition of gain on sale of investment properties amounting to P257.7 million and is presented as part of Other Operating Income account in the 2017 consolidated statement of profit or loss (see Note 22.3). There were no outstanding balances arising from the sale transactions as of December 31, 2017. There was no similar transaction in 2018 and 2019.

In 2019 and 2017, the Group reclassified certain parcels of land which were previously presented under Land and Land Development Costs to Investment Properties amounting to P231.6 million and P54.7 million, respectively (see Notes 11 and 31). The reclassification resulted from the change in management use evidenced by rentals for the parcels of land in 2017 and in 2019.

Similarly, in 2019, the land under the Investment in Joint Venture Held for Termination amounting to P163.3 million relating to the Parent Company's investment in ABCC was reclassified back to investment property [see Note 13.2(b)]. A reclassification was also made from Investment Properties to Property Development Costs amounting to P397.9 million in 2019 as such land will be developed for the Group's other residential projects (see Note 10.1).

Land also include the property owned by 58 Jupiter amounting to P153.4 million acquired through asset acquisition (see Note 13.4).

c) Other Information

Land and building rental revenues recognized from investment properties amounted to P1,772.5 million, P1,727.4 million and P1,349.1 million in 2019, 2018 and 2017, respectively, and are shown as part of Rentals under Revenues account in the consolidated statements of profit or loss. Costs incurred related to investment properties, including the depreciation, are presented as Rentals under Costs of Services and Sales account in the consolidated statements of profit or loss (see Note 21.2).

The fair value of investment properties amounted to P124,750.1 million and P101,029.1 million as of December 31, 2019 and 2018, respectively (see Note 7.4).

Management believes that the carrying amounts of investment properties are recoverable in full; hence, no impairment loss is recognized in 2019, 2018 and 2017.

Certain investment properties with carrying amount of P301.5 million as of December 31, 2019 and 2018 are used as collateral for certain loans with local banks (see Note 18).

16. LEASES

The Group leases certain parcels of land from WHI (see Note 26.3) where the Group's investment property is situated. Such lease has original term of 15 years and subject to escalation rate of 3% and enforceable renewal/extension options. The lease with WHI is reflected on the 2019 consolidated statement of financial position as a right-of-use asset under Investment Properties [see Notes 2.18(a)(i) and 15] and a lease liability.

The lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. A lease is either non-cancellable or may only be cancelled by incurring a substantive termination fee. The Group is prohibited from selling or pledging the underlying leased assets as security. Further, the Group must insure the leased assets and incur maintenance fees on such items in accordance with the lease contract.

16.1 Right-of-use Asset

The carrying amount of the Group's right-of-use asset as at December 31, 2019 and the movements during the period are shown below (see Note 15).

Balance at beginning of year	P 163,848,424
Depreciation and amortization	(<u>5,649,946</u>)
Balance at end of year	<u>P 158,198,478</u>

Depreciation of the Group's right-of-use asset is presented in the 2019 consolidated statement of profit or loss as part of Cost of Rentals (see Note 21.2).

16.2 Lease Liability

Lease liability is presented in the consolidated statement of financial position as at December 31, 2019 as follows:

Current	P 11,282,400
Non-current	<u>153,101,312</u>
	<u>P 164,383,712</u>

Interest expense is presented as part of Finance Costs in the 2019 consolidated statement of profit or loss (see Note 22.1).

The movements in the lease liability recognized in the 2019 consolidated statement of financial position are as follows:

Balance as of December 31, 2018	P -
Effect of adoption of PFRS 16	<u>163,848,424</u>
Balance as of January 1, 2019	163,848,424
Interest expense	11,299,906
Lease payment	(<u>10,764,618</u>)
Balance as of December 31, 2019	<u>P 164,383,712</u>

The use of extension and termination options gives the Group added flexibility in the event it has identified more suitable premises in terms of cost and/or location or determined that it is advantageous to remain in a location beyond the original lease term. An option is only exercised when consistent with the Group's business strategy and the economic benefits of exercising the option exceeds the expected overall cost. However, the Group is not potentially exposed to future cash outflows relating to its existing lease with WHI as it does not require any termination fee and similarly has no advance rentals or lease deposit that would be forfeited in case of termination.

As of December 31, 2019, the Group has no commitments for leases (as lessee) entered into but which had not commenced.

The lease liability is secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities at December 31, 2019 is as follows:

	<u>1 to 15 years</u>	<u>16 to 29 years</u>	<u>Total</u>
Lease payment	P 199,787,631	P 243,087,065	P 442,874,696
Finance charge	(<u>186,214,022</u>)	(<u>92,276,962</u>)	(<u>278,490,984</u>)
	<u>P 13,573,609</u>	<u>P 150,810,103</u>	<u>P 164,383,712</u>

16.3 Other Information

The Group has elected not to recognize a lease liability for any applicable low value assets and short-term leases. Payments made under such leases are expensed on straight-line basis.

Consequently, low value leases amounting to P0.2 million is presented as part of Others under General and Administrative account in the 2019 consolidated statement of profit or loss (see Note 23). On the other hand, the Group has no short-term leases.

17. OTHER NON-CURRENT ASSETS

This account includes the following:

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Advances to suppliers	9.2	P 814,408,025	P 436,224,883
Project advances	17.3	106,181,626	97,185,923
Financial assets at FVOCI	17.2	75,876,143	74,755,905
Deposits for future investment	17.1	54,026,935	54,026,935
Refundable deposits	17.4	47,362,548	52,254,083
Contract acquisition costs	3.2(i)	5,503,473	5,503,473
Others		<u>2,687,616</u>	<u>3,637,164</u>
		<u>P 1,106,046,366</u>	<u>P 723,588,366</u>

17.1 Deposits for Future Investment

Included in the deposits for future investment as of December 31, 2019 and 2018 are deposits totaling to P40.3 million made by the Group to acquire certain properties. While the title of the properties are not yet transferred to the Group, management remains committed to purchase the properties as of December 31, 2019 and 2018.

This account also includes deposits made by the Group to third party landowners of certain parcels of land located in Romblon under a joint agreement to develop the property. The Group is entitled to an irrevocable and exclusive option to purchase the property from the landowners. In case the Group exercises the said option, the total amount from which the landowners have received the deposits shall form part of the total purchase price; otherwise, whatever amount of deposits received by the landowners shall be forfeited in favor of the latter. The Group remains committed under the joint agreement. As of December 31, 2019 and 2018, the deposits made by the Group amounted to P13.7 million.

17.2 Financial Assets at Fair Value Through Other Comprehensive Income

The reconciliation of the carrying amounts of financial assets at FVOCI is as follows:

	<u>Note</u>	<u>2019</u>	<u>2018</u>
Balance at beginning of year		P 74,755,905	P 74,536,260
Unrealized fair value gains	28.2	<u>1,120,238</u>	<u>219,645</u>
Balance at end of year		<u>P 75,876,143</u>	<u>P 74,755,905</u>

Financial assets at FVOCI consist of investment in golf club shares and certain unquoted equity securities. The Group used Level 2 and 3 in determining the fair value of Financial assets at FVOCI (see Note 7.2).

Fair value gains recognized on these Financial assets at FVOCI are shown as part of Other Comprehensive Income (Loss) in the consolidated statements of comprehensive income which formed part of the balance of revaluation reserves on financial assets at FVOCI presented as part of Revaluation Reserves under the equity section of the consolidated statements of financial position (see Note 28.2).

17.3 Project Advances

Project advances significantly pertain to a Contract of Reclamation entered into in prior years with the City of Mandaue, Cebu. In January 2018, the Construction Industry Arbitration Commission issued the Writ of Execution ordering the City of Mandaue to honor the Contract of Reclamation, and the parties to comply with their reciprocal obligations therein, without prejudice to the parties agreeing to alternative reclamation sites to avoid further delay in the implementation of the contract.

The Group may opt to be paid either in the form of land or cash proceeds from the sale of land to be reclaimed. As of December 31, 2019 and 2018, the project has not commenced but the Group has assessed that the amount of project advances collectible in the form of land is recoverable in full.

There are other projects with similar nature and circumstances (i.e., feasibility and/or pre-development stages) with the Philippine government and other counterparties, of which management has assessed that the related project advances remain recoverable as of December 31, 2019 and 2018.

17.4 Refundable Deposits

Refundable deposits significantly include deposits, which are perpetual in nature, made to power and water distribution companies pursuant to the supply needs of the Group's existing and on-going projects in Aseana City.

18. LOANS AND BORROWINGS

The Group's short-term and long-term loans and borrowings are classified in the consolidated statements of financial position as follows:

	<u>2019</u>	<u>2018</u>
Current	P 114,670,000	P 1,417,170,000
Non-current	<u>397,050,000</u>	<u>511,750,000</u>
	<u>P 511,720,000</u>	<u>P 1,928,920,000</u>

The Group obtained bank loans to support its working capital requirements, financing and investing activities, which include the Group's construction and development of certain investment properties (see Note 15).

Bank loans represent partially secured and unsecured loans from local commercial banks. These loans bear annual interest rates ranging from 3.60% to 6.25% per annum, 3.60% to 5.75% per annum and 3.00% to 3.25% per annum in 2019, 2018 and 2017, respectively, and are subject to monthly repricing based on prevailing market rate, except for certain long-term bank loans that are subject to fixed rate. Bank loans have maturity of six months from the end of each reporting period while other portion of the loans have quarterly payments over a period of seven years starting in the second year from initial loan release with two years grace period.

As of December 31, 2019 and 2018, bank loans are partially secured by certain assets as follows:

	<u>Notes</u>	
Investment properties	15	P 301,525,742
Land and land development costs	11	<u>44,230,441</u>
		<u>P 345,756,183</u>

The reconciliation of the carrying amounts of the Group's loans and borrowings arising from financing activities is shown below.

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 1,928,920,000	P 2,476,902,945
Repayments	(1,417,200,000)	(1,552,982,945)
Additional borrowings	<u>-</u>	<u>1,005,000,000</u>
Balance at end of year	<u>P 511,720,000</u>	<u>P 1,928,920,000</u>

In 2019, 2018 and 2017, interest costs related to bank loans amounted to P82.2 million, P64.5 million and P65.9 million, respectively, and were recognized as part of Interest expense under Finance costs account in the consolidated statements of profit or loss (see Note 22.1). On the other hand, capitalized borrowing costs in 2018 amounted to P28.3 million (see Note 15). There is no unpaid interest related to bank loans as of December 31, 2019 and 2018.

Except as disclosed in Note 30, the Group has no significant loan covenants as of December 31, 2019 and 2018.

19. TRADE AND OTHER PAYABLES

This account consists of the following:

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Deferred output VAT payable		P 515,329,381	P 280,364,702
Accrued expenses		229,829,333	216,842,603
Trade payables	26.7	204,421,304	370,014,513
Retention payable		159,328,216	121,189,596
Other payables		<u>86,668,254</u>	<u>25,549,317</u>
		<u>P 1,195,576,488</u>	<u>P 1,013,960,731</u>

Deferred output VAT payable relates to outstanding receivables from construction contracts and sale of land as of the end of the reporting periods.

Retention payable represent a portion of progress billings received from third party contractors for the construction work performed which is retained by the Group to bind the contractors in completing the agreed performance obligation.

Other payables include withholding taxes on compensation, expanded withholding taxes and other statutory liabilities that are expected to be settled within 12 months from the end of each reporting period.

20. DEPOSITS AND ADVANCES

This account consists of:

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Current:			
Reservation deposits	2.16(c)	P 598,874,586	P 294,014,598
Advance rentals		386,094,175	381,340,153
Construction bond	9.3	51,053,388	47,566,440
Rental deposits		46,376,641	54,400,070
Unearned rent income		8,484,087	9,625,087
Buyers' deposits	2.16(a)	1,009,196	1,009,196
Others		<u>5,381,949</u>	<u>5,596,053</u>
		<u>1,097,274,022</u>	<u>793,551,597</u>
Non-current:			
Rental deposits		217,053,912	182,589,901
Retention payable		97,644,206	14,280,510
Advance rentals		66,323,127	234,512,765
Unearned rent income		65,758,541	67,617,063
Buyers' deposits	2.16(a)	5,827,833	5,827,833
Others		<u>-</u>	<u>30,900</u>
		<u>452,607,619</u>	<u>504,858,972</u>
		<u>P 1,549,881,641</u>	<u>P 1,298,410,569</u>

Advance rentals pertain to payments received from tenants to be applied on future rentals due on the lease of the Group's properties held under operating lease agreements. For income tax purposes, advance rentals are considered as part of taxable income upon receipt, less initial direct costs incurred by the Group in negotiating and arranging the specific operating lease, which shall be amortized over the same term as that of the advance rentals (see Note 25).

Unearned rent income resulted from the recognition of day-one gain on discounting of rental deposits, which are amortized over the remaining lease term.

Buyers' deposits represent advances received from customers for real estate land to be sold. Buyers' deposits will be applied against the receivables from customers upon consummation of sale.

21. COSTS OF SERVICES AND SALES

21.1 Cost of Construction Contracts

The details of cost of construction contracts are shown below.

	Notes	2019	2018	2017
Subcontract services	26.8	P 28,044,714	P 30,723,774	P 42,456,220
Construction materials		15,190,908	13,246,474	71,841,745
Depreciation and amortization	14	1,407,880	14,464,456	7,721,327
Gasoline and oil		702,373	1,206,026	-
Salaries and employee benefits	24.1	555,572	1,868,051	10,215,311
	23	P 45,901,447	P 61,508,781	P 132,234,603

21.2 Cost of Rentals

The following are the details of direct costs and expenses of rentals, including common usage and service area charges:

	Notes	2019	2018	2017
Depreciation	15, 16.1	P 107,837,204	P 103,185,483	P 65,464,981
Real property tax		45,824,623	23,209,168	21,414,885
Outside services		31,298,846	26,249,185	19,581,760
Utilities		29,482,200	16,435,443	6,506,540
Repairs and maintenance		13,390,266	17,498,386	9,589,936
Office supplies		13,357,723	8,631,715	3,245,176
Professional fees		9,985,598	7,659,353	4,671,968
Others		16,024,982	9,492,510	5,274,210
	23	P 267,201,442	P 212,361,243	P 135,749,456

Others includes cost of janitorial services, garbage fees and other incidental fees.

21.3 Cost of Sale of Condominium Units

The following are the details of direct costs and expenses of condominium units sold:

	Notes	2019	2018	2017
Development costs		P 253,420,496	P 60,377,372	P 24,683,471
Land cost		40,754,932	8,292,309	3,334,186
Others		20,285,628	4,206,037	2,314,597
	10.1, 23	P 314,461,056	P 72,875,718	P 30,332,254

Development costs pertain to work done by third party contractors relating to planning, design, architectural, and construction of the condominium units.

Others include permits and licenses, development charges, surveying, monumenting and titling fees.

22. OTHER OPERATING AND NON-OPERATING INCOME (CHARGES)

Presented below are the details of other income (charges).

22.1 Finance Costs

	Notes	2019	2018	2017
Interest expense:				
Bank loans	18	P 82,227,742	P 64,529,725	P 65,929,168
Lease liability	16.2	11,299,906	-	-
Retirement benefit obligation	24.2	2,070,529	1,875,261	4,005,985
Foreign currency loss		<u>177,894</u>	<u>-</u>	<u>-</u>
		95,776,071	66,404,986	69,935,153
Others	9.4	<u>2,748,896</u>	<u>3,446,556</u>	<u>2,171,936</u>
		<u>P 98,524,967</u>	<u>P 69,851,542</u>	<u>P 72,107,089</u>

22.2 Finance Income

	Notes	2019	2018	2017
Interest income	8, 12	P 296,920,773	P 66,668,597	P 7,154,349
Fair value gain on financial assets at FVTPL	12	417,500	-	-
Foreign currency gain		<u>-</u>	<u>2,854,408</u>	<u>9,394</u>
		<u>P 297,338,273</u>	<u>P 69,523,005</u>	<u>P 7,163,743</u>

22.3 Other Operating Income

	Notes	2019	2018	2017
Income from rendering of administrative and other services	26.6	P 43,348,238	P 37,019,684	P 24,472,468
Gain on sale of investment property	15	-	-	257,686,063
Others	9.4	<u>10,907,556</u>	<u>72,504,606</u>	<u>11,355,500</u>
		<u>P 54,255,794</u>	<u>P 109,524,290</u>	<u>P 293,514,031</u>

Others also includes parking fee income, vetting fee and signage rental.

22.4 Other Income

Other income presented in the 2019 and 2018 consolidated statements of profit or loss included the income recognized from the Consideration Agreement amounting to P850.0 million in 2019 and P1,200.0 million in 2018. [see Note 13.2(b)].

23. OPERATING EXPENSES BY NATURE

The details of operating expenses by nature are shown below.

	Notes	2019	2018	2017
Development costs		P 253,420,496	P 60,377,372	P 24,683,471
Depreciation and amortization	14, 15, 16	149,241,253	134,627,187	88,261,930
Salaries and employee benefits	24.1	137,508,259	114,436,104	110,608,579
Taxes and licenses		130,166,238	93,340,624	76,711,135
Commission		117,060,351	55,117,782	57,663,408
Cost of sale of land	11	66,743,881	40,078	141,520,283
Land cost	21.3	40,754,932	8,292,309	3,334,186
Impairment loss on financial assets	5.2(b), 26	41,246,758	8,345,199	1,032,217
Outside services		38,475,516	31,742,930	25,551,659
Representation and entertainment		36,761,781	29,649,513	27,315,681
Utilities		34,718,873	21,524,241	11,447,219
Association dues	26.7	33,320,380	26,177,767	31,329,646
Subcontract services	26.8	28,044,714	30,723,774	42,456,220
Office supplies		24,627,158	18,538,071	8,264,166
Professional fees		29,930,579	139,192,160	101,529,631
Repairs and maintenance		17,379,340	23,242,913	13,101,312
Bond and insurance		19,951,721	13,418,161	7,586,107
Construction materials and spare parts		15,190,908	13,246,474	71,841,745
Corporate affairs		10,028,359	9,527,077	6,501,742
Transportation and travel		6,172,001	10,347,309	3,991,897
Donation		-	-	19,906,877
Others	16.3	66,020,297	47,607,921	38,775,638
		<u>P 1,296,763,795</u>	<u>P 889,514,966</u>	<u>P 913,414,749</u>

Others include gasoline and oil, postage and communication, bid documents, subsistence, low value leases and other incidental expenses under the ordinary course of business.

These expenses are classified in the consolidated statements of profit or loss as follows:

	Notes	2019	2018	2017
Cost of sale of condominium units	10.1, 21.3	P 314,461,056	P 72,875,718	P 30,332,254
Cost of rentals	21.2	267,201,442	212,361,243	135,749,456
Cost of sale of land	11	66,743,881	40,078	141,520,283
Cost of construction contracts	21.1	45,901,447	61,508,781	132,234,603
General and administrative expenses		473,632,491	477,827,022	412,273,915
Selling expenses		128,823,478	64,902,124	61,304,238
		<u>P 1,296,763,795</u>	<u>P 889,514,966</u>	<u>P 913,414,749</u>

The details of general and administrative expenses are shown below.

	<u>Notes</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Salaries and employee benefits	24.1	P 136,952,687	P 112,568,053	P 100,393,268
Taxes and licenses		84,341,615	70,131,456	55,296,250
Impairment loss on financial assets	5.2(b), 26	41,246,758	8,345,199	1,032,217
Representation and entertainment		36,761,781	29,649,513	27,315,681
Association dues	26.7	33,320,380	26,177,767	31,329,646
Depreciation and amortization	14, 15, 16	39,996,169	16,977,248	15,075,622
Professional fees		19,334,981	131,532,807	96,857,663
Office supplies		11,269,435	9,906,356	5,018,990
Corporate affairs		10,028,359	9,527,077	6,501,742
Outside services		7,176,670	5,493,745	5,969,899
Transportation and travel		6,172,001	10,347,309	3,991,897
Utilities		5,236,673	5,088,798	4,940,679
Repairs and maintenance		3,989,074	5,744,527	3,511,376
Bond and insurance		3,926,729	3,925,651	2,311,897
Donation		-	-	19,906,877
Others	16.3	<u>33,879,179</u>	<u>32,411,516</u>	<u>32,820,211</u>
		<u>P 473,632,491</u>	<u>P 477,827,022</u>	<u>P 412,273,915</u>

Others include gasoline and oil, postage and communication, bid documents, subsistence, low value leases and other incidental expenses under the ordinary course of business.

24. EMPLOYEE BENEFITS

24.1 Salaries and Employee Benefits Expense

The details of salaries and employee benefits are presented below.

	<u>Notes</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Short-term employee benefits		P 135,217,751	P 112,335,781	P 108,628,286
Post-employment defined benefit	24.2	<u>2,290,508</u>	<u>2,100,323</u>	<u>1,980,293</u>
	23	<u>P 137,508,259</u>	<u>P 114,436,104</u>	<u>P 110,608,579</u>

Salaries and employee benefits are classified and presented in the consolidated statements of profit or loss as follows:

	<u>Notes</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Cost of construction contracts	21.1	P 555,572	P 1,868,051	P 10,215,311
General and administrative expenses	23	<u>136,952,687</u>	<u>112,568,053</u>	<u>100,393,268</u>
	23	<u>P 137,508,259</u>	<u>P 114,436,104</u>	<u>P 110,608,579</u>

24.2 *Post-employment Defined Benefit Obligation*

(a) *Characteristics of the Post-employment Defined Benefit Plan*

The Group is in the process of establishing a non-contributory post-employment benefit plan that is being administered by a trustee bank that is legally separated from the Group. The trustee bank manages the fund in coordination with the Group's management who acts in the best interest of the plan assets and is responsible for setting the investment policies. The post-employment plan covers all regular full-time employees. As of December 31, 2019, the post-employment benefit plan is subject for approval of the Parent Company's BOD.

The Group conforms to the minimum requirement of Philippine Law wherein it accrues the estimated cost of retirement benefits required by the provisions of R.A. No. 7641. R.A. No. 7641 does not, however, require it to be funded.

(b) *Explanation of Amounts Presented in the Consolidated Financial Statements*

Actuarial valuations are made annually to update the post-employment benefit cost. All amounts presented are based on the actuarial valuation report obtained from an independent actuary in 2019, 2018 and 2017.

The amounts of post-employment defined benefit obligation recognized in the consolidated statements of financial position are determined as follows:

	<u>2019</u>	<u>2018</u>
Present value of the obligation	P 56,916,643	P 70,288,717
Fair value of plan assets	<u>(53,419,139)</u>	<u>(42,644,803)</u>
	<u>P 3,497,504</u>	<u>P 27,643,914</u>

The movements in the present value of the post-employment defined benefit obligation recognized in the books are as follows:

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 70,288,717	P 65,698,627
Current service cost	2,290,508	2,100,323
Interest expense	5,264,625	3,744,822
Actuarial losses (gains)		
arising from:		
- experience adjustments	(28,370,524)	6,822,830
- changes in financial assumptions	8,435,797	(6,205,067)
Benefits paid	<u>(992,480)</u>	<u>(1,872,818)</u>
Balance at end of year	<u>P 56,916,643</u>	<u>P 70,288,717</u>

The movements in the fair value of plan assets are presented below.

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 42,644,803	P -
Remeasurement gain (loss) - return on plan assets (excluding amounts included in net interest)	7,580,240	(24,823,385)
Interest income	3,194,096	1,869,561
Contributions to the plan	<u>-</u>	<u>65,598,627</u>
Balance at end of year	<u>P 53,419,139</u>	<u>P 42,644,803</u>

The composition of the fair value of plan assets at the end of the reporting period by category and risk characteristics is shown below.

	<u>2019</u>	<u>2018</u>
Quoted equity securities	P 53,419,139	P 42,575,520
Unit investment trust fund	<u>-</u>	<u>69,283</u>
	<u>P 53,419,139</u>	<u>P 42,644,803</u>

The fair values of the above equity securities are determined based on quoted market prices in active markets (classified as Level 1 of the fair value hierarchy).

Plan assets include the Parent Company's own financial instruments (see Note 26.4).

The components of amounts recognized in the consolidated statements of profit or loss and in the consolidated statements of comprehensive income in respect of the post-employment defined benefit plan are as follows:

	<u>Notes</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
<i>Recognized in consolidated profit or loss:</i>				
Current service cost	24.1	P 2,290,508	P 2,100,323	P 1,980,293
Net interest expense	22.1	<u>2,070,529</u>	<u>1,875,261</u>	<u>4,005,985</u>
		<u>P 4,361,037</u>	<u>P 3,975,584</u>	<u>P 5,986,278</u>
<i>Recognized in consolidated other comprehensive income:</i>				
Actuarial losses (gains) arising from:				
- experience adjustments		(P 28,370,524)	P 6,822,830	(P 13,003,686)
- remeasurement loss (gain) on plan assets		(7,580,240)	24,823,385	-
- changes in financial assumptions		<u>8,435,797</u>	<u>(6,205,067)</u>	<u>(1,335,833)</u>
	28.2	<u>(P 27,514,967)</u>	<u>P 25,441,148</u>	<u>(P 14,339,519)</u>

Current service cost is recognized as part of Salaries and employee benefits under General and Administrative Expenses account in the consolidated statements of profit or loss (see Note 24.1).

The net interest expense is included as part of Finance costs under Other Income (Charges) account in the consolidated statements of profit or loss (see Note 22.1).

Amount recognized in consolidated other comprehensive income is included and presented as item that will not be reclassified subsequently to consolidated profit or loss.

In determining the amounts of post-employment defined benefit obligation, the following significant actuarial assumptions were used:

	<u>2019</u>	<u>2018</u>
Discount rates	5.19%	7.49%
Expected rate of salary increases	3.00%	3.00%

Assumptions regarding future mortality are based on published statistics and mortality tables. The average remaining working life of an individual retiring at the age of 60 is 22.7 years and 20.5 years as of December 31, 2019 and 2018, respectively, both for males and females. 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 to the terms of the post-employment obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

(c) *Risks Associated with the Post-employment Plan*

The plan exposes the Group to actuarial risks such as interest rate risk and longevity and salary risks.

(i) *Investment and Interest Risk*

The present value of the defined benefit obligation is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of a reference government bonds will increase the plan obligation. However, if the return on plan asset falls below this rate, it will create a deficit in the plan. Currently, the plan has investment in equity securities. Due to the long-term nature of the plan obligation, a level of continuing equity investments is an appropriate element of the Company's long-term strategy to manage the plan efficiently.

(ii) *Longevity and Salary Risks*

The present value of the defined benefit obligation is calculated by reference to the best estimate of 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 and the timing and uncertainty of future cash flows related to the post-employment defined benefit plan are described below and in 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 post-employment defined benefit obligation as of December 31, 2019 and 2018:

<u>Impact on Post-employment Defined Benefit Obligation</u>					
	<u>Change in Assumption</u>		<u>Increase in Assumption</u>		<u>Decrease in Assumption</u>
<u>December 31, 2019</u>					
Discount rate	+/- 1.0%	(P	4,054,228)	P	4,789,393
Salary growth rate	+/- 1.0%		4,849,047	(	4,170,654)
<u>December 31, 2018</u>					
Discount rate	+/- 1.0%	(P	2,774,716)	P	3,245,440
Salary growth rate	+/- 1.0%		3,363,591	(	2,912,317)

The 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 defined benefit obligation 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 sensitivity analysis, the present value of the defined benefit obligation 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 defined benefit obligation 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) *Funding Arrangements and Expected Contributions*

At the end of the reporting period, the Group has not determined yet the additional funding of its post-employment defined benefit obligation. While there are no minimum funding requirement in the country, the size of the underfunding may pose a cash flow risk in about 22.7 years' time when a significant number of employees is expected to retire.

The maturity profile of undiscounted expected benefit payments from the plan as of December 31 follows:

	<u>2019</u>	<u>2018</u>
Within one year	P 23,939,088	P 45,338,438
More than one year to five years	4,539,694	3,546,855
More than five years to 10 years	<u>13,007,844</u>	<u>12,622,476</u>
	<u>P 41,486,626</u>	<u>P 61,507,769</u>

The weighted average duration of the defined benefit obligation at the end of the reporting period is 7.8 years.

25. INCOME TAXES

The components of tax expense reported in the consolidated statements of profit or loss and consolidated statements of comprehensive income are as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
<i>Reported in consolidated profit or loss:</i>			
Current tax expense:			
Regular corporate income tax (RCIT) at 30%	P 965,532,781	P 437,385,496	P 316,700,311
Final tax at 20% and 7.5%	59,723,260	13,251,558	938,556
Minimum corporate income tax (MCIT) at 2%	2,814	25,033	346,670
Capital gains tax at 6%	-	-	24,054,600
	<u>1,025,258,855</u>	<u>450,662,087</u>	<u>342,040,137</u>
Utilization of excess MCIT over RCIT	(61,278)	-	(152,796)
	<u>1,025,197,577</u>	<u>450,662,087</u>	<u>341,887,341</u>
Deferred tax expense relating to origination and reversal of temporary differences	<u>50,035,852</u>	<u>206,856,776</u>	<u>192,833,378</u>
	<u>P 1,075,233,429</u>	<u>P 657,518,863</u>	<u>P 534,720,719</u>
<i>Reported in consolidated other comprehensive income –</i>			
Deferred tax expense (income) relating to remeasurement of retirement benefit obligation	<u>P 8,254,490</u>	<u>(P 7,632,344)</u>	<u>P 4,301,856</u>

The reconciliation of tax on pretax profit computed at the applicable statutory rates to tax expense reported in the consolidated statements of profit or loss is as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Tax on pretax profit at 30%	P 998,161,184	P 773,494,560	P 627,752,805
Adjustment for income subjected to lower tax rates	(29,559,371)	(4,611,353)	(51,599,352)
Tax effects of:			
Non-deductible expenses and other taxable income eliminated during consolidation	612,064,445	9,306,915	9,247,827
Excess of optional standard deduction (OSD) over itemized deductions	(447,627,912)	(122,029,220)	(50,510,106)
Non-taxable income	(60,441,740)	(3,914,058)	(2,398,142)
Unrecognized deferred tax on net operating loss carryover (NOLCO) and other temporary differences	2,748,326	4,840,404	2,266,996
Applied MCIT	(61,278)	-	-
Utilization of previously unrecognized DTA on NOLCO	(29,459)	-	-
Applied NOLCO	(20,766)	(199,309)	(39,309)
Derecognition of deferred tax asset on expired NOLCO and MCIT	-	630,924	-
	<u>P 1,075,233,429</u>	<u>P 657,518,863</u>	<u>P 534,720,719</u>

The net deferred tax liabilities relate to the following as of December 31:

	<u>2019</u>	<u>2018</u>
Net deferred tax assets:		
Excess deferred gross profit on sale of condominium units	P 170,306,215	P 47,941,716
Allowance for impairment of receivables	<u>629,774</u>	<u>-</u>
	<u>170,935,989</u>	<u>47,941,716</u>
Net deferred tax liabilities:		
Accrued rent income based on PFRS 16 (previously PAS 17)	(1,104,421,225)	(941,236,396)
Advance rentals	134,591,368	181,272,921
Allowance for impairment on receivables	28,021,475	14,348,222
ROU and lease liabilities	22,720,110	-
Retirement benefit obligation	22,247,937	28,533,631
Revaluation increment on land	(5,714,368)	(5,714,368)
Unrealized foreign currency loss	293,175	-
NOLCO	-	2,159,164
Unrealized foreign currency gain	-	(884,473)
MCIT	-	544,386
	<u>(902,261,528)</u>	<u>(720,976,913)</u>
Net deferred tax liabilities	<u>(P 731,325,539)</u>	<u>(P 673,035,197)</u>

Movements in net deferred tax liabilities for the years ended December 31, 2019, 2018 and 2017 are as follows:

	<u>Profit or Loss</u>			<u>Other Comprehensive Income</u>		
	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>
Accrued rent income based on PFRS 16 (previously PAS 17)	P 163,184,829	P 215,842,863	P 180,631,343	P -	P -	P -
Excess deferred gross profit on sale of condominium units	(122,364,499)	(25,551,237)	(20,806,819)	-	-	-
Advance rentals	46,681,553	17,161,035	35,839,344	-	-	-
ROU and lease liabilities	(22,720,110)	-	-	-	-	-
Allowance for impairment of receivables	(14,303,027)	(574,560)	(309,665)	-	-	-
NOLCO	2,159,164	2,881,604	295,123	-	-	-
Retirement benefit obligation	(1,968,796)	(1,191,699)	(1,505,911)	8,254,490	(7,632,344)	4,301,856
Unrealized foreign currency loss	(1,177,648)	-	(271,502)	-	-	-
MCIT	544,386	77,182	(17,374)	-	-	-
Deferred gain on sale of land	-	2,670,540	2,670,540	-	-	-
Unrealized foreign currency gains	-	882,128	-	-	-	-
Unrealized gross profit on sale of land	-	-	(3,691,701)	-	-	-
Deferred tax expense (income) – net	<u>P 50,035,852</u>	<u>P 206,856,776</u>	<u>P 192,833,378</u>	<u>P 8,254,490</u>	<u>(P 7,632,344)</u>	<u>P 4,301,856</u>

The Group is subject to MCIT which is computed at 2% of gross income, as defined under the tax regulations or RCIT, whichever is higher. The Group is liable for RCIT in 2019, 2018 and 2017 since RCIT was higher than MCIT, except for R-1 which was subjected to MCIT, ACTTC in 2018, and R-1, FI and BAHF in 2017.

The Group did not recognize deferred tax assets on NOLCO and MCIT of certain subsidiaries as management has assessed that those subsidiaries may not be able to realize their related tax benefits within the prescribed availment period. The total recognized and unrecognized deferred tax assets relating to NOLCO and MCIT is presented below.

	2019		2018	
	<u>Recognized</u>	<u>Unrecognized</u>	<u>Recognized</u>	<u>Unrecognized</u>
NOLCO	P -	P 9,327,847	P 2,159,164	P 7,978,378
MCIT	-	<u>336,851</u>	<u>544,386</u>	<u>262,866</u>
	<u>P -</u>	<u>P 9,664,698</u>	<u>P 2,703,550</u>	<u>P 8,241,244</u>

The details of NOLCO and MCIT related to the Parent Company's certain subsidiaries, which can be claimed as deduction from future taxable income and regular corporate income tax liabilities, respectively, within three years from the year the NOLCO and MCIT were incurred are shown below.

<u>Year Incurred</u>	<u>Amount</u>	<u>Applied</u>	<u>Expired</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
NOLCO:					
2019	P 9,122,820	P -	P -	P 9,122,820	2022
2018	9,621,235	-	-	9,621,235	2021
2017	12,348,767	-	-	12,348,767	2020
2016	<u>16,144,212</u>	<u>(4,391,627)</u>	<u>(11,752,585)</u>	<u>-</u>	
	<u>P 47,237,034</u>	<u>(P 4,391,627)</u>	<u>(P 11,752,585)</u>	<u>P 31,092,822</u>	
MCIT:					
2019	P 2,814	P -	P -	P 2,814	2022
2018	25,033	-	-	25,033	2021
2017	370,282	(61,278)	-	309,004	2020
2016	<u>564,733</u>	<u>(152,796)</u>	<u>(411,937)</u>	<u>-</u>	
	<u>P 962,862</u>	<u>(P 214,074)</u>	<u>(P 411,937)</u>	<u>P 336,851</u>	

In 2019, 2018 and 2017, the Group claimed itemized deductions in computing its income tax due, except for the Parent Company, which opted to claim OSD in 2019, 2018 and 2017; BAHF, which opted to claim OSD in 2019; and, AHI, which opted to claim OSD in 2018 and 2017.

26. RELATED PARTY TRANSACTIONS

The Group's related parties include its Ultimate Parent Company, associates, joint ventures, related parties under common ownership and management, stockholders and key management personnel as described in the succeeding page.

The summary of the Group's significant transactions in 2019, 2018 and 2017 with its related parties and the outstanding balances as of December 31, 2019 and 2018 are presented below and in the succeeding pages.

Related Party Category	Note	Outstanding Balances		Amount of Transactions		
		2019	2018	2019	2018	2017
Ultimate parent company:						
Cash advances granted	26.1	P 436,680,854	P 430,355,411	P 6,325,443	P 29,930,357	P 380,708,845
Advances from purchase of land	26.2	(4,311,708,305)	(4,604,167,018)	292,458,713	40,000,000	-
Transfer of parcels of land	26.10	-	262,230,400	(262,230,400)	(215,909,600)	478,140,000
Right-of-use assets	26.3	158,198,478	-	158,198,478	-	-
Lease liability	26.3	(164,383,712)	-	(164,383,712)	-	-
Depreciation	26.3	-	-	5,649,946	-	-
Interest expense	26.3	-	-	11,299,906	-	-
Associates:						
Cash advances granted	26.1	7,352,828	7,150,430	202,398	367,850	320,257
Rentals	26.3	-	-	-	55,405	198,412
Joint ventures:						
Cash advances granted (collected)	26.1	44,999,065	96,067,379	(51,068,314)	563,814	317,640
Construction contracts	26.5	55,570,424	28,912,993	26,657,431	-	-
Co-joint venturer:						
Cash advances paid (obtained)	26.2	(40,026,017)	-	(40,026,017)	-	-
Related parties under common ownership and management:						
Cash advances granted (collected)	26.1	171,615,532	179,755,559	(8,140,027)	7,484,049	(375,160,772)
Cash advances paid (obtained)	26.2	-	(7,007,796)	7,007,796	(6,578,958)	8,960,439
Association dues	26.7	17,428,870	32,508,043	32,618,698	26,177,767	24,441,174
Contracts of services	26.8	-	-	26,498,598	28,254,600	9,073,066
Other income	26.6	-	-	14,400,000	14,400,000	14,400,000
Rentals	26.3	-	-	58,175	115,795	260,665
Stockholders:						
Cash advances granted (collected)	26.1	84,003,075	74,993,907	9,009,168	22,893,817	(89,077,364)
Cash advances paid (obtained)	26.2	-	-	-	11,461,396	(1,219,082)
Purchase of parcels of land	15(b)	-	-	-	-	67,000,000
Key management personnel –						
Compensation	26.9	-	-	56,202,722	53,507,930	54,300,000
Retirement Fund						
	26.4	53,419,139	42,644,803	10,744,336	42,644,803	-

The outstanding balance of receivables and payables from these transactions are unsecured, noninterest-bearing and due upon demand, unless otherwise stated.

The Group's outstanding receivables with related parties were subjected to impairment. Impairment losses in 2019, 2018 and 2017 are recognized as part of Impairment loss on financial assets under General and Administrative Expenses account in the consolidated statements of profit or loss (see Note 23) while the disclosure on allowance for ECL is fully disclosed in Note 5.2(b).

26.1 Advances to Related Parties

In the normal course of business, the Group grants unsecured and noninterest-bearing cash advances to related parties for working capital requirements and other purposes. The advances have no fixed repayment terms and collectible upon demand.

Certain advances to related parties are secured by an undertaking of another related party to pay in case of default. These advances are presented as Advances to related parties under Receivables account in the consolidated statements of financial position (see Note 9).

	<u>2019</u>	<u>2018</u>
Ultimate parent company	P 436,680,854	P 430,355,411
Related parties under common ownership and management	171,615,532	179,755,559
Stockholders	84,003,075	74,993,907
Joint ventures	44,999,065	96,067,379
Associates	<u>7,352,828</u>	<u>7,150,430</u>
	<u>P 744,651,354</u>	<u>P 788,322,686</u>

The movements in the carrying amount of the advances to related parties in 2019 and 2018 are as follows:

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 788,322,686	P 727,082,799
Additions	376,675,636	126,377,851
Collections	<u>(420,346,968)</u>	<u>(65,137,964)</u>
Balance at end of year	<u>P 744,651,354</u>	<u>P 788,322,686</u>

26.2 Advances from and Due to Related Parties

The Group has outstanding amount due to the Ultimate Parent Company representing a payable for certain land acquired in prior years. The Group also obtains cash advances from other related parties to assist its daily operational and other requirements. These also include the portion of advances owed to ADI, which is presented as part of Advances from a Co-Joint Venturer in the 2019 consolidated statement of financial position.

Advances from and due to related parties and portion of advances owed to ADI, which is presented as current liabilities consist of:

	<u>2019</u>	<u>2018</u>
Ultimate parent company	P 4,311,708,305	P 4,604,167,018
Co-joint venturer	40,026,017	-
Related parties under common ownership and management	<u>-</u>	<u>7,007,796</u>
	<u>P 4,351,734,322</u>	<u>P 4,611,174,814</u>

Advances from and due to related parties and the portion of advances owed to arise from and are considered as financing activities. The reconciliation of the carrying amounts of these accounts with movements during the reporting periods as presented in the consolidated statements of cash flows is shown in the succeeding page.

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 4,611,174,814	P 4,656,057,252
Repayments	(323,999,539)	(44,882,438)
Advances assumed due to consolidation of ABCC	<u>64,559,047</u>	<u>-</u>
Balance at end of year	<u>P 4,351,734,322</u>	<u>P 4,611,174,814</u>

Outstanding balances with related parties are unsecured, noninterest-bearing, have no fixed repayment and settlement terms, except as disclosed in Note 5.3, and are presented as Advances from and Due to Related Parties account in the consolidated statements of financial position.

26.3 Rentals

The Group leases certain parcels of land and portion of a building to its associates and other related parties under common ownership and management for terms ranging from one to 12 years and with annual escalation rate of 2.00%. Rental income from these transactions amounted to P0.1 million in 2019, P0.2 million in 2018 and P0.5 million in 2017 and included as part of Rentals under Revenues account in the consolidated statements of profit or loss. There were no outstanding receivables from these transactions as of December 31, 2019 and 2018.

The Group entered into a lease agreement with the Ultimate Parent Company for certain parcels of land with lease term of 30 years. In 2019, in accordance with PFRS 16 (see Note 16), the Group recognized right-of-use asset and lease liability amounting to P163.8 million for this lease arrangement. The Group incurred depreciation expense and interest expense amounting to P5.6 million and P11.3 million, respectively, in 2019.

26.4 Transactions with the Retirement Fund

As discussed in Note 24.2, the Group is in the process of establishing a non-contributory post-employment benefit plan that is being administered by a trustee bank. The quoted equity securities included in the plan assets pertain to the shares of the Parent Company measured at its fair value as of December 31, 2019.

26.5 Contract Revenues and Receivables

The Group and BRADCO entered into certain construction contracts in 2016 and prior years whereby the Group undertook to complete the design and construction of the roads and drainage system of certain lots situated at ABP. The construction was completed in 2017. The related contract receivable, which is unsecured, noninterest-bearing and payable in 90 days, amounting to P50.9 million and P27.1 million and retention receivable amounting to P4.7 million and P1.8 million as of December 31, 2019 and 2018, respectively, are included as part of Contract receivables and Retention receivables under Receivables account in the consolidated statements of financial position (see Note 9).

26.6 Other Income from Rendering of Administrative Services

The Group recognized income amounting to P14.4 million in 2019, 2018 and 2017 from rendering of various administrative services to its related parties and are included as part of Other Operating Income account in the consolidated statements of profit or loss (see Note 22.3). There are no outstanding receivables related to these transactions.

26.7 Association Dues

The Group incurred association dues amounting to P32.6 million, P26.2 million and P24.4 million in 2019, 2018 and 2017, respectively, as member of Aseana Business Park Estate Association and Aseana Power Station Association, Inc. which are presented as part of Association dues under General and Administrative Expenses account in the consolidated statements of profit or loss (see Note 23). Outstanding payables, which are due upon demand, related to these transactions amounting to P17.4 million and P32.5 million as of December 31, 2019 and 2018, respectively, are included as part of Trade payables under Trade and Other Payables account in the consolidated statements of financial position (see Note 19).

26.8 Contracts of Services

On October 13, 2010, the Group renewed its contract of services with a certain related party under common ownership and management. Under such contract, the same related party will provide consultancy, management and labor services to the Group upon the latter's request. Total costs incurred related to these contracts amounted to P26.5 million, P28.3 million, and P9.1 million for the years ended December 31, 2019, 2018 and 2017, respectively, and are shown as part of Cost of construction contracts under Costs of Services and Sales account in the consolidated statements of profit or loss (see Note 21.1). There was no outstanding liability related to this transaction as of December 31, 2019 and 2018.

26.9 Key Management Personnel Compensation

Compensation paid to key management personnel consist of short-term benefits, which include among others, salaries and allowances, bonuses and other employee benefits amounting to P56.2 million, P53.5 million, and P54.3 million in 2019, 2018 and 2017, respectively. There are no outstanding liabilities arising from this transaction.

26.10 Transfer of Land to ARHC

In 2016, the Group was under negotiation with WHI to purchase its property to be used for the Group's residential project. The purchase transaction was completed in 2017. The property is presented as part of Property Development Costs account and the outstanding liability, which is due upon demand, is presented as part of Trade payables under Trade and Other Payables account in the 2017 consolidated statement of financial position.

27. EARNINGS PER SHARE

Basic and diluted earnings per share were computed as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Net profit attributable to the equity holders of the Parent Company	P 2,374,037,110	P 1,911,245,490	P 1,558,462,597
Divided by weighted average number of outstanding common shares*	<u>3,395,864,100</u>	<u>3,056,277,650</u>	<u>2,716,691,200</u>
Basic and diluted earnings per share	<u>P 0.699</u>	<u>P 0.625</u>	<u>P 0.574</u>

*The Group has no potential dilutive common shares as of December 31, 2019, 2018 and 2017.

28. EQUITY

28.1 Capital Stock

The Parent Company's capital stock consists of:

	<u>Shares</u>		<u>Amount</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Common shares – P1.00 par value in 2019 and 2018				
Authorized – 4,000.0 million shares in 2019 and 2018				
Issued and outstanding:				
Balance at beginning of year	3,395,864,100	2,716,691,200	P 3,395,864,100	P 2,716,691,200
Issuances during the year	<u>-</u>	<u>679,172,900</u>	<u>-</u>	<u>679,172,900</u>
Balance at end of year	<u>3,395,864,100</u>	<u>3,395,864,100</u>	<u>P 3,395,864,100</u>	<u>P 3,395,864,100</u>

On March 6, 2018, the Parent Company filed its application with the PSE for the listing of its common shares, which was approved by the PSE on May 23, 2018. Also on March 6, 2018, the Parent Company filed a Registration Statement covering the Initial Public Offering (IPO) of its common shares with the PSE, in accordance with the provisions of the SEC's Securities Regulation Code. Pursuant to its filing with the PSE, on June 29, 2018, the Parent Company issued through the IPO the additional 679,172,800 common shares at P12.00 price per share generating offering proceeds of P8,150.1 million. The related additional paid-in capital arising from the IPO, after deducting transaction costs associated with the issuance of shares, amounted to P6,964.6 million. The common share price closed at P9.9 per share as of December 31, 2019.

In 2015, the Parent Company issued 3,216,910 common shares at par value of P100.00 per share to a certain individual stockholder pursuant to a deed of exchange (see Note 15).

As of December 31, 2019, there are 11 holders of the listed common shares owning at least one board lot of 100 shares. The public float lodged with PCD Nominee is counted as one stockholder only.

28.2 Revaluation Reserves

The movements of this account in 2019, 2018 and 2017 are as follows:

	Investment Properties (see Note 2.25)	Retirement Benefit Obligation (see Notes 24.2 and 25)	Financial Assets at FVOCI (see Note 17.2)	Total
Balance as of				
January 1, 2019	<u>P 19,047,893</u>	<u>(P 46,751,853)</u>	<u>(P 820,375)</u>	<u>(P 28,524,335)</u>
Remeasurements of post-employment defined benefit plan	-	27,514,967	-	27,514,967
Fair value gain on financial assets at FVOCI	<u>-</u>	<u>-</u>	<u>1,120,238</u>	<u>1,120,238</u>
Other comprehensive income before tax	-	27,514,967	1,120,238	28,635,205
Tax expense	<u>-</u>	<u>(8,254,490)</u>	<u>-</u>	<u>(8,254,490)</u>
Other comprehensive income after tax	<u>-</u>	<u>19,260,477</u>	<u>1,120,238</u>	<u>20,380,715</u>
Balance as of				
December 31, 2019	<u>P 19,047,893</u>	<u>(P 27,491,376)</u>	<u>P 299,863</u>	<u>(P 8,143,620)</u>
Balance as of				
January 1, 2018	<u>P 19,047,893</u>	<u>(P 28,943,049)</u>	<u>(P 1,040,020)</u>	<u>(P 10,935,176)</u>
Remeasurements of post-employment defined benefit plan	-	(25,441,148)	-	(25,441,149)
Fair value gain on financial assets at FVOCI	<u>-</u>	<u>-</u>	<u>219,645</u>	<u>219,645</u>
Other comprehensive income (loss) before tax	-	(25,441,148)	219,645	(25,221,503)
Tax income	<u>-</u>	<u>7,632,344</u>	<u>-</u>	<u>7,632,344</u>
Other comprehensive income (loss) after tax	<u>-</u>	<u>(17,808,804)</u>	<u>219,645</u>	<u>(17,589,159)</u>
Balance as of				
December 31, 2018	<u>P 19,047,893</u>	<u>(P 46,751,853)</u>	<u>(P 820,375)</u>	<u>(P 28,524,335)</u>

	Investment Properties (see Note 2.25)	Retirement Benefit Obligation (see Notes 24.2 and 25)	Financial Assets at FVOCI (see Note 17.2)	Total
Balance as of January 1, 2017	P 19,047,893	(P 38,980,712)	(P 1,120,135)	(P 21,052,954)
Remeasurements of post-employment defined benefit plan	-	14,339,519	-	14,339,519
Fair value gain on financial assets at FVOCI	-	-	80,115	80,115
Other comprehensive income before tax	-	14,339,519	80,115	14,419,634
Tax expense	-	(4,301,856)	-	(4,301,856)
Other comprehensive income after tax	-	10,037,663	80,115	10,117,778
Balance as of December 31, 2017	P 19,047,893	(P 28,943,049)	(P 1,040,020)	(P 10,935,176)

In 2003, certain parcel of land located in Quezon City, classified as property and equipment, was appraised by independent appraisers and resulted in revaluation increment of P19.0 million. In 2007, upon change of the intention of the management, such parcel of land was transferred from property and equipment to investment property at the appraised amount of P30.4 million. As of December 31, 2019, the parcel of land is held by the management for capital appreciation. The amount of revaluation reserves of the land remains to be recognized under equity until the land is derecognized.

28.3 Unrestricted Retained Earnings

Under the Philippine Corporation Code (the Code), stock corporations are prohibited from retaining surplus profits (or retained earnings) in excess of their paid-in capital, except when justified by any of the reasons mentioned in the Code. The Group plans to declare dividends in 2020.

In meetings held on December 23, 2013 and October 8, 2012, the Parent Company's BOD approved the appropriation of the unrestricted retained earnings of the Parent Company amounting to P500.0 million and P700.0 million, respectively, necessary to cover the business expansion of the Group as part of its long term corporate strategy. Relative to this, the Group was able to complete two additional buildings under similar nature and purpose of its existing investment properties in 2017 and 2018. Also in 2018, the Group commenced the construction of a new building, which is expected to be completed by the end of 2020. Accordingly, the management has retained the appropriation until the expected completion of the on-going development of its most recent building, which shall add to its existing portfolio of investment properties.

As a matter of policy, stockholders may be entitled to receive, upon declaration by the Parent Company's BOD and subject to the availability of unrestricted retained earnings, dividends equivalent to at least 30% of the prior year's net income after tax based on the Parent Company's audited financial statements as of such year, except when: (i) justified by definite corporate expansion projects or programs approved by the Parent Company's BOD; (ii) when the Group is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or (iii) when it can be clearly shown that retention of earnings is necessary under special circumstances obtaining in the Group, such as when there is a need for special reserves for probable contingencies.

In 2019, the Parent Company's BOD approved the declaration of cash dividends of P0.04 per share or equivalent to P120.0 million out of its unrestricted retained earnings as of December 31, 2018 to stockholders of record as of March 4, 2019. Such dividends were fully paid in the same year of declaration. In 2017, the Parent Company's BOD and stockholders declared P1,000.0 million stock dividends from the Parent Company's unrestricted retained earnings (see Note 31).

Also in 2019, BAH's BOD approved the declaration of cash dividends of P200.00 per share to its stockholders of record as of October 31, 2019. Of the total cash dividends, P404.5 million is attributable and fully paid to other shareholders of BAH in the same year of declaration.

28.4 Other Reserves

Other Reserves account in the consolidated statements of financial position includes the excess of the consideration paid by the Group for the additional 40% direct ownership in FI and the excess minority share in net assets of UCTPI over the cost of additional investments acquired by the Group in previous years which amounted to P297.4 million and P21.4 million, respectively.

29. COMMITMENTS AND CONTINGENCIES

The following are the significant commitments and contingencies involving the Group:

29.1 Operating Leases – Group as a Lessee (2018)

The Group is a lessee under non-cancellable operating lease agreement covering certain parcels of land. The lease has a remaining term of 15 years, with renewal options, and includes annual escalation rate of 3% every two years. The future minimum lease payments under these non-cancellable operating lease as of December 31, 2018 are as follows:

Within one year	P 10,764,618
After one year but not more than five years	46,367,978
More than five years	<u>137,514,995</u>
	<u>P 194,647,591</u>

The total rentals from these operating lease amounted to P5.4 million in 2018 which was charged to operating expense under Cost of Rentals account.

29.2 Operating Leases – Group as a Lessor

The Group is a lessor under operating leases covering certain real estate properties presented in the consolidated statements of financial position as Investment Properties. Lease agreements with large tenants have terms ranging from five to 45 years with monthly rental payment on certain rate per square meter of leased area subject to annual escalation rates of 5.00% to 10.00% per annum. Some lease agreements have a term of one year, subject to annual renewal and monthly payment of minimum rental plus additional rental based on certain percentage of the lessee's gross sales.

The future minimum lease collections under these operating leases as of the end of the reporting periods are as follows:

	<u>2019</u>	<u>2018</u>
Within one year	P 1,188,416,411	P 1,051,641,523
After one year but not more than five years	3,656,184,342	3,965,602,534
More than five years	<u>32,319,145,099</u>	<u>32,173,993,819</u>
	<u>P 37,163,745,852</u>	<u>P 37,191,237,876</u>

The total rent income recognized on investment properties amounted to P1,772.5 million, P1,727.4 million and P1,349.1 million, including rent income resulting from the application of the straight-line basis of revenue recognition in accordance with PFRS 16 (previously PAS 17) amounting to P568.1 million, P716.8 million and P605.9 million in 2019, 2018 and 2017, respectively, and are presented as Land and Building Rentals under Revenues account in the consolidated statements of profit or loss.

Variable rent, which pertains to a certain percentage share in the lessees' revenues, is included as part of total rent income amounting to P28.6 million, P13.0 million and P13.1 million in 2019, 2018 and 2017, respectively.

29.3 Legal Claims

There are pending claims and legal actions filed by the Group or against the Group arising from the normal course of its business. Management believes that the ultimate liability, if any, with respect to such litigations, claims and disputes will not materially affect the financial position and results of operations of the Group.

29.4 Deficiency Tax Assessments

The Group has certain final deficiency tax assessment and has received letters of authority from the BIR, pursuant to which the BIR has sought to investigate certain tax periods of the Group and consequently examine certain books, records and accounts that relate to transactions in the ordinary course of business. There are final deficiency tax assessments in the ordinary course of business against the Parent Company that are pending with the BIR covering taxable years 2015, 2013 and 2009. Pursuant to the Group's policy of addressing such actions in line with prudent business practice, the Group has engaged tax counsels and advisors in relation to these matters.

As of December 31, 2019, the final deficiency tax assessments are still under protest. Management believes that the Group has enough legal basis under the law, Supreme Court and Court of Tax Appeals decisions and evidence to support their claim; hence, no provisions were recognized in the consolidated financial statements.

29.5 Capital Commitments in Aseana City

Aseana City is an integrated community currently being developed by the Group, which is situated on the land reclaimed by the Group and home of several entertainment, commercial and residential establishments. The Group has capital commitments pertaining to the estimated development costs (i.e., civic and structural works; power, water and telecommunication distribution systems; roadworks and streetlights; drainage and sewerage systems; and, the estimated restoration costs thereto) of such parcels of land whereby the Group has an unconditional obligation to complete the development of the parcels of land in accordance with the entire estate of Aseana City. The estimated liability for land development costs is based on the estimates of the engineering department of the Parent Company. The details of these capital commitments in Aseana City are shown below.

	Land and Land Development Costs (see Note 11)	Land under Investment Properties (see Note 15)	Investment in joint venture [see Note 13.2(a)]	Total
December 31, 2019:				
Gross valuation	P 3,025,260,857	P14,954,518,464	P -	P 17,979,779,321
Estimated liability for land development costs	(1,012,767,207)	(6,086,976,154)	-	(7,099,743,361)
Net amounts	<u>P 2,012,493,650</u>	<u>P 8,867,542,310</u>	<u>P -</u>	<u>P 10,880,035,960</u>
December 31, 2018:				
Gross valuation	P 3,323,577,493	P13,234,248,653	P 1,850,297,540	P 18,408,123,686
Estimated liability for land development costs	(1,161,368,148)	(4,514,005,193)	(1,723,234,587)	(7,398,607,928)
Net amounts	<u>P 2,162,209,345</u>	<u>P 8,720,243,460</u>	<u>P 127,062,953</u>	<u>P 11,009,515,758</u>

The movements in the estimated land development costs are as follows:

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 7,398,607,928	P 7,606,419,672
Development costs incurred during the year	(298,864,567)	(207,811,744)
Balance at end of year	<u>P 7,099,743,361</u>	<u>P 7,398,607,928</u>

29.6 Reclaimed Land and Others

The Group's existing land holdings in Aseana City, which were obtained pursuant to certain series of agreements involving reclamation and related projects with the Philippine Government, are entirely located on reclaimed foreshore land. Although the Group holds registered titles to these land holdings, Philippine law provides that issuance of titles does not create or vest title, but only constitutes evidence of ownership over such properties. In view of this, the Group's ownership, registration, and possession of titles and actual possession of these land holdings do not negate the possibility that the Philippine Government or third parties may at any time, file lawsuits to challenge the Group's rights to these land holdings. While the PRA and the Philippine Office of the Government Corporate Counsel (OGCC) are of the opinion that the Group's titles can no longer be invalidated, there is no assurance that the Philippine Government or third parties will not challenge the Group's rights to such reclaimed lands in the future. Notwithstanding the foregoing, the Group is not aware of the validity of the Group's titles being questioned, impugned, challenged or invalidated by the Philippine Government or any other third party since the time the Group acquired ownership over these land holdings in Aseana City and up to the audit report date. In addition to the opinions of the PRA and OGCC, management believes that the Group has enough basis in law and in the decisions of the relevant courts, to support the validity of its titles and ownership over these subject properties.

There are other commitments, litigations and contingencies that arise in the normal course of the Group's operations which are not reflected in the consolidated financial statements. As of December 31, 2019, management is of the opinion that losses, if any, from these commitments and contingencies will not have material effects on the Group's consolidated financial statements.

30. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's capital management objectives are to ensure that the Group maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions primarily those current and expected future events that affect or likely to affect the real estate and leasing sector. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, pay-off existing debts, return capital to shareholders or issue new shares.

The Group monitors its capital gearing by measuring the ratio of loans and borrowings to total capital and net loans and borrowings to total capital. Loans include all short-term and long-term borrowings while net interest-bearing loans include all short-term and long-term loans net of cash and cash equivalents.

As of December 31, 2019 and 2018, the Group's ratios of net interest-bearing loans to total capital are as follows:

	Notes	2019	2018
Total loans and borrowings	18	P 511,720,000	P 1,928,920,000
Less: Cash and cash equivalents and short-term placements	8, 12	<u>(7,271,402,211)</u>	<u>(8,949,219,648)</u>
Net loans and borrowings (a)		(6,759,682,211)	(7,020,299,648)
Total equity		<u>20,533,182,994</u>	<u>18,865,978,379</u>
Net loans and borrowings and equity (b)		<u>P13,773,500,783</u>	<u>P11,845,678,731</u>
Gearing ratio (a/b)		<u>-49%</u>	<u>-59%</u>

Certain loans with a local bank are subject to a cross default arrangement wherein if the Group fails to pay or default in the payments of any installment of the principal or interest, the Group's obligation will become due and demandable without the need for notice of demand for payment. Moreover, if the Group fails to comply with or commits breach or violation of any term, condition or stipulation of any other agreement, contract, or document with the lending bank, the Group's obligation to the lending bank and any of the lending bank's related parties will only become due and demandable upon notice of demand for payment.

With regard to the loans of the Group, it has complied with the financial, affirmative and negative covenants except that a subsidiary exceeded the required current ratio in its own financial statements. The Group has been up to date in servicing of the loans and has not received any written notice, as of the date of the issuance of the consolidated financial statements, that the loans are due and demandable, which is also as provided for in the loan covenants as a basis to reclassify the loan to current as discussed above. Moreover, the fair value of the properties used as collaterals exceed the carrying value of the Group's loans and borrowings.

The Group has no other significant loan covenants in 2019 and 2018 (see Note 18).

31. SUPPLEMENTAL INFORMATION ON NON-CASH ACTIVITIES

The following discusses the supplemental information on non-cash activities as presented in the consolidated statements of cash flows for the years ended December 31, 2019, 2018 and 2017:

- In 2019 and 2017, the Group reclassified certain parcels of land which were previously presented under Land and Land Development Costs to Investment Properties amounting to P231.6 million and P54.7 million, respectively (see Notes 11 and 15). There was no similar transaction in 2018.

- In 2019, total advances amounting to P64.6 million were assumed by the Group due to the consolidation of ABCC [see Notes 13.2(b) and 26.2]. There was no similar transaction in 2018 and 2017.
- In 2019, the Group reclassified certain parcels of land amounting to P397.8 million from investment properties to property development costs (see Notes 10.1 and 15). There was no similar transaction in 2018 and 2017.
- In 2019, the Group reclassified a portion of the investment properties amounting to P231.7 million to property and equipment representing the portion of a certain building held for administrative purposes (see Notes 14 and 15). There was no similar transaction in 2018 and 2017.
- In 2019, the Group reclassified Investment in Joint Venture Held for Termination to Land under Investment Properties amounting to P163.3 million [see Note 13.2(b)]. There was no similar transaction in 2018 and 2017.
- In 2019, the Company recognized right-of-use asset and lease liability both amounting to P163.8 million (see Note 16).
- In 2019, 2018 and 2017, the Group capitalized certain portion of depreciation of property and equipment amounting to P36.1 million, P14.6 million and P22.4 million, respectively, as part of land and land development costs [see Notes 2.5(a) and 14].
- In 2018, the Group reclassified its investment in a joint venture which was previously presented under Investments in Associates and Joint Ventures to Investment in Joint Venture Held for Termination amounting to P127.1 million (see Note 13). There was no similar transaction in 2019 and 2017.
- In 2018 and 2017, capitalized borrowing costs to investment properties amounted to P28.3 million and P16.3 million, respectively (see Notes 15 and 18). There was no similar transaction in 2019.
- In 2017, the Parent Company's BOD and stockholders approved the declaration of stock dividends representing 1,000,000,000 common shares or equivalent to P1,000.0 million (see Note 28.3). There was no similar transaction in 2019 and 2018.
- In 2017 and 2016, the Group sold certain investment properties to third parties with selling price amounting to P400.9 million and P713.1 million, respectively (see Note 15). The outstanding receivable from these transactions amounted to P226.1 million as of December 31, 2016, which was collected in full in 2017. There was no outstanding receivable from the 2017 transaction. There was no similar transaction in 2019 and 2018.
- In 2017, the Group purchased parcels of land from a certain stockholder amounting to P67.0 million. There was no outstanding liabilities related to this transaction as of December 31, 2017 as the related liability was offset against the advances granted to the related party [see Note 15(b)]. There was no similar transaction in 2018 and 2019.

32. OTHER INFORMATION REQUIRED BY THE SECURITIES AND EXCHANGE COMMISSION

R.A. No. 11232, *An Act Providing for the Revised Corporation Code of the Philippines* (the Revised Corporation Code) took effect on March 8, 2019. The new provisions of the Revised Corporation Code or any amendments thereof have no significant impact to the Group's consolidated financial statements.

33. EVENT AFTER THE END OF THE REPORTING PERIOD

On February 19, 2020, the Parent Company's BOD approved the appropriation of a portion of the Parent Company's 2019 retained earnings in the amount of P2,400.0 million for the Parent Company's 2020 projects.



P&A
Grant Thornton

An instinct for growth™

**Report of Independent Auditors
to Accompany Supplementary
Information Required by the
Securities and Exchange Commission
Filed Separately from the Basic
Consolidated Financial Statements**

Punongbayan & Araullo

20th Floor, Tower 1
The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines

T +63 2 988 22 88

The Board of Directors and Stockholders
D.M. Wenceslao & Associates, Incorporated and Subsidiaries
(A Subsidiary of Wendel Holdings Co., Inc.)
3rd Floor Aseana Powerstation Building
Pres. Macapagal Avenue
Aseana Business Park, Parañaque City

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of D.M. Wenceslao & Associates, Incorporated and Subsidiaries (the Group) for the year ended December 31, 2019, on which we have rendered our report dated February 19, 2020. 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 the 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: John Endel S. Mata
Partner

CPA Reg. No. 0121347
TIN 257-622-627
PTR No. 8116549, January 2, 2020, Makati City
SEC Group A Accreditation
Partner - No. 121347-SEC (until Dec. 31, 2023)
Firm - No. 0002-FR-5 (until Mar. 26, 2021)
BIR AN 08-002551-040-2019 (until Dec. 15, 2022)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

February 19, 2020

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
LIST OF SUPPLEMENTARY INFORMATION
DECEMBER 31, 2019

<u>Schedule</u>	<u>Content</u>	<u>Page</u>
Schedules Required under Annex 68-J of the Revised Securities Regulation Code Rule 68		
A	Financial Assets Financial Assets at Amortized Cost Financial Assets at Fair Value Through Profit or Loss Financial Assets at Fair Value Through Other Comprehensive Income	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 (Long-term loans from Related Companies)	5
F	Guarantees of Securities of Other Issuers	6
G	Capital Stock	7
Others Required Information		
	Reconciliation of Retained Earnings Available for Dividend Declaration*	8
	Map Showing the Relationship Between and Among the Company and its Related Entities	9

**Information presented herein are based on the separate financial statements of D.M. Wenceslao & Associates, Incorporated*

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule A - Financial Assets

December 31, 2019

(Amounts in Philippine Pesos)

Name of Issuing Entity and Association of Each Issue	Number of Shares or Principal Amount	Amount Shown in the Consolidated Statement of Financial Position	Value Based on Market Quotation at Statement of Condition Date	Income Received and Accrued
FINANCIAL ASSETS AT AMORTIZED COST				
Cash and cash equivalents		P 5,211,402,211	P 5,211,402,211	P 263,751,190
Short-term placements		2,060,000,000	2,060,000,000	33,169,583
Receivables - net		5,276,558,087	5,276,558,087	-
Refundable deposits		<u>47,362,548</u>	<u>47,362,548</u>	<u>-</u>
		<u>12,595,322,846</u>	<u>12,595,322,846</u>	<u>296,920,773</u>
FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS				
Equity Securities				
Petron Corporation	7,500	P 7,702,500	P 7,732,500	P 173,190
Arthaland Corporation	350,000	35,215,000	35,245,000	1,296,814
Debt Security				
P1B Global Holdings PTE Ltd.	5,289,370	<u>5,289,370</u>	<u>5,289,370</u>	<u>-</u>
		<u>48,206,870</u>	<u>48,266,870</u>	<u>1,470,004</u>
FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME				
Equity Securities				
Powersource Philippine Distributed Power Holdings, Inc.	72,453,780	P 72,453,780	P 72,453,780	P -
Tagaytay Highland International Golf Club Inc.	1	1,125,000	700,000	-
Tagaytay Midland Golf Club	1	1,550,000	700,000	-
Quezon City Sport Club	1	292,000	750,000	-
Alphaland City Club	1	450,000	450,000	-
Philippine Long Distance Telephone Company	1	4,363	988	-
Philippine Construction Association	1	<u>1,000</u>	<u>1,000</u>	<u>-</u>
		<u>75,876,143</u>	<u>75,055,768</u>	<u>-</u>
GRAND TOTAL		<u>P 12,719,405,859</u>	<u>P 12,718,645,484</u>	<u>P 298,390,777</u>

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule B - Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)

December 31, 2019

(Amounts in Philippine Pesos)

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Deductions		Ending Balance		Balance at End of Period
			Amounts Collected/Offset	Amounts Written-off	Current	Not Current	
Amounts Receivable from Related Parties							
Wendel Holdings Co., Inc.	P 430,355,411	P 336,325,443	P 330,000,000	P -	P 436,680,854	P -	P 436,680,854
Wendel Vega Marine Carrier	96,542,199	795,536	89,880	-	97,247,855	-	97,247,855
Stockholders	74,993,907	9,009,168	-	-	84,003,075	-	84,003,075
Alphaland Bay City Corporation	51,068,314	1,135,771	52,204,085	-	-	-	-
Bay Resources and Development Corporation	44,999,065	-	-	-	44,999,065	-	44,999,065
Wendel Ground Improvement, Inc.	30,382,162	2,500	-	-	30,384,662	-	30,384,662
Urban Agro Products, Inc.	19,969,897	130,860	-	-	20,100,757	-	20,100,757
European Resources & Technologies, Inc.	7,150,428	202,400	-	-	7,352,828	-	7,352,828
Bay Security Services, Inc.	4,861,598	17,483	-	-	4,879,081	-	4,879,081
10k South Concrete Mix	4,827,265	-	-	-	4,827,265	-	4,827,265
Wendel Osaka Realty Corporation	1,640,612	17,483	-	-	1,658,095	-	1,658,095
Aseana Urban Art Foundation	1,227,143	-	-	-	1,227,143	-	1,227,143
Cagayan Economic Development	750,000	-	-	-	750,000	-	750,000
Wendel Construction Co., Inc.	646,105	28,212,433	28,858,538	-	-	-	-
Cagayan Valley Bio Energy	539,500	-	-	-	539,500	-	539,500
Patriot Log Home Asia, Inc.	27,816	17,483	-	-	45,299	-	45,299
Others	18,341,264	809,076	9,194,465	-	9,955,875	-	9,955,875
TOTAL	P 788,322,686	P 376,675,636	P 420,346,968	P -	P 744,651,354	P -	P 744,651,354

*Includes amounts extinguished as a result of assumption of liability by the Parent Company's stockholder.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule C - Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements

December 31, 2019

(Amounts in Philippine Pesos)

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Deductions		Ending Balance		Balance at End of Period
			Amounts Collected	Amounts Written-off	Current	Not Current	

Amounts Receivable from Related Parties Eliminated During Consolidation:

Aseana Holdings, Inc.	P 98,981,965	P 2,154,042	P 1,779,010	P -	P 99,356,996	P -	P 99,356,996
Bay Area Holdings, Inc.	101,581,885	-	5,006,609	-	96,575,276	-	96,575,276
Boracay International Airport & Dev't Corp.	48,618,101	102,400	-	-	48,720,501	-	48,720,501
Fabricom Realty Development Corporation	6,134,857	65,796	-	-	6,200,653	-	6,200,653
R-1 Consortium, Inc.	5,829,664	70,878	-	-	5,900,542	-	5,900,542
Portal Holdings, Inc.	210,000	2,422	-	-	212,422	-	212,422
Mandaue Land Consortium, Inc.	3,344,404	244,867	3,000,000	-	589,271	-	589,271
Aseana I.T. Plaza, Inc.	730,997	65,846	-	-	796,843	-	796,843
Aseana City Transport & Travel Corp.	6,577,625	8,831	1,075,000	-	5,511,456	-	5,511,456
SHLP BBP Realty, Inc.	203,054	2,400	-	-	205,454	-	205,454
Aseana Residential Holdings Corp.	-	281,910	-	-	281,910	-	281,910
Alphaland Bay City Corporation	-	52,204,085	-	-	52,204,085	-	52,204,085
	<u>P 272,212,552</u>	<u>P 55,203,476</u>	<u>P 10,860,620</u>	<u>P -</u>	<u>P 316,555,408</u>	<u>P -</u>	<u>P 316,555,408</u>

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule D - Long-term Debt

December 31, 2019

(Amounts in Philippine Pesos)

Title of Issue and Type of Obligation	Amount Shown Under Caption "Current Portion of Long-term Debt" in Related Consolidated Statement of Financial Position	Amount Shown Under Caption "Long-term Debt" in related Consolidated Statement of Financial Position
---------------------------------------	--	---

Bank of the Philippine Islands

Term loan

P 114,670,000

P 397,050,000

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule E - Indebtedness to Related Parties (Non-current Liabilities)

December 31, 2019

(Amounts in Philippine Pesos)

Name of Related Party	Balance at Beginning of Period	Balance at End of Period	Purpose
-----------------------	-----------------------------------	-----------------------------	---------

Not Applicable

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule F - Guarantees of Securities of Other Issuers

December 31, 2019

(Amounts in Philippine Pesos)

Name of Issuing Entity of Securities Guaranteed by the Company for which This Statement is Filed	Title of Issue of Each Class of Securities Guaranteed	Total Amount Guaranteed and Outstanding	Amount Owned by Person for which This Statement is Filed	Nature of Guarantee
--	---	---	--	---------------------

Not Applicable

The Group does not have any guarantee of securities of Other Issuers as at December 31, 2019.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule G - Capital Stock

December 31, 2019

(Amounts in Philippine Pesos)

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding as Shown Under the Related Statement of Condition Caption	Number of Shares Reserved for Options, Warrants, Conversion and Other Rights	Number of Shares Held by		
				Related Parties	Directors, Officers and Employees	Others
Common shares, P1.00 Par Value	4,000,000,000	3,395,864,100	-	2,136,554,780	578,881,302	680,428,018

D. M. WENCESLAO & ASSOCIATES, INCORPORATED
3rd Floor, Aseana Powerstation Building
Pres. Macapagal Avenue, Aseana Business Park, Parañaque City

Reconciliation of Retained Earnings Available for Dividend Declaration
As of December 31, 2019

Unappropriated Retained Earnings Available for Dividend Declaration at Beginning of Year	P 4,935,797,686
Rent income based on	
Philippine Accounting Standard (PAS) 17, <i>Leases</i>	(2,865,409,690)
Deferred tax income from deferred tax assets	(186,440,477)
Revaluation increment on land	(<u>19,047,893</u>)
Unappropriated Retained Earnings Available for Dividend Declaration at Beginning of Year (As Adjusted)	<u>1,864,899,626</u>
Net Profit Realized During the Year	
Net profit per audited financial statements	2,315,189,566
Non-actual/unrealized income	
Accrued rent income based on PFRS 16, Leases	(559,653,028)
Deferred tax income from deferred tax assets	(<u>26,674,844</u>)
	<u>1,728,861,694</u>
Other Transactions During the Year	
Cash dividends declared	(<u>119,999,650</u>)
Unappropriated Retained Earnings Available for Dividend Declaration at End of Year	<u>P 3,473,761,669</u>

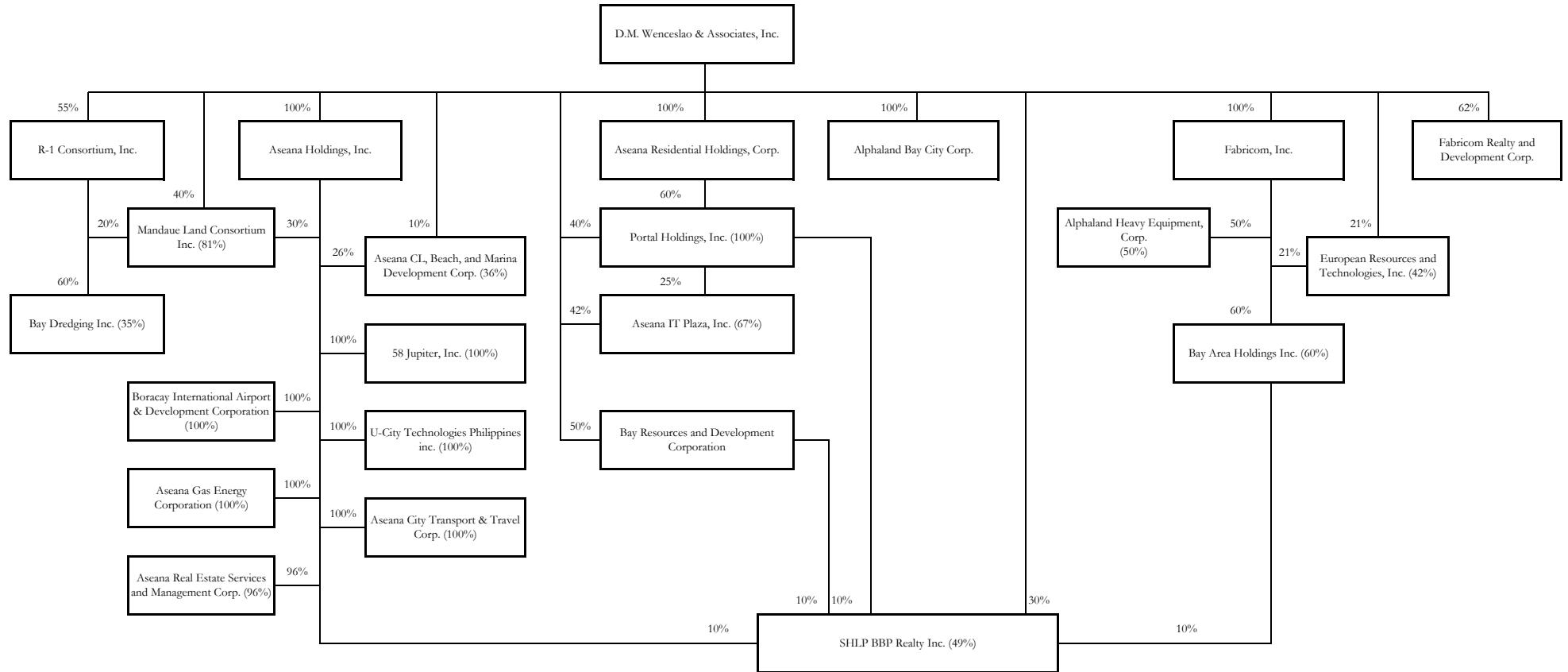
D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES

SEC Released Revised SRC Rule 68

Annex 68-J

Pres. Macapagal Avenue, Aseana Business Park, Parañaque City

December 31, 2019





P&A
Grant Thornton

An instinct for growth™

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 2 988 22 88

The Board of Directors and Stockholders
D.M. Wenceslao & Associates, Incorporated and Subsidiaries
(A Subsidiary of Wendel Holdings Co., Inc.)
3rd Floor Aseana Powerstation Building
Pres. Macapagal Avenue
Aseana Business Park, Parañaque City

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of D.M. Wenceslao & Associates, Incorporated and Subsidiaries (the Group) for the year ended December 31, 2019 and 2018, on which we have rendered our report dated February 19, 2020. Our audit was made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (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, 2019 and 2018 and for each of the two years in the period ended December 31, 2019 and no material exceptions were noted.

PUNONGBAYAN & ARAULLO

By: John Endel S. Mata
Partner

CPA Reg. No. 0121347

TIN 257-622-627

PTR No. 8116549, January 2, 2020, Makati City

SEC Group A Accreditation

Partner - No. 121347-SEC (until Dec. 31, 2023)

Firm - No. 0002-FR-5 (until Mar. 26, 2021)

BIR AN 08-002551-040-2019 (until Dec. 15, 2022)

Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

February 19, 2020

Certified Public Accountants

Punongbayan & Araullo (P&A) is the Philippine member firm of Grant Thornton International Ltd (GTIL).

grantthornton.com.ph

Offices in Cavite, Cebu, Davao
BOA/ PRC Cert of Reg. No. 0002
SEC Accreditation No. 0002-FR-5

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
Supplemental Schedule of Financial Soundness Indicators
December 31, 2019 and 2018
(Amounts in Philippine Pesos)

Ratio	Formula	2019	2018	Ratio	
				2019	2018
Current Ratio	Total Current Assets	13,509,277,300	14,663,438,025	1.61	1.62
	Total Current Liabilities	8,400,854,268	9,048,640,933		
Acid test ratio	[Cash and Cash Equivalents + Receivables - net]	7,388,146,156	9,871,737,542	0.88	1.09
	Total Current Liabilities	8,400,854,268	9,048,640,933		
Debt Ratio	Total Liabilities	10,733,615,215	10,922,737,201	0.34	0.37
	Total Assets	31,266,798,209	29,788,715,580		
Debt-to-Equity Ratio	Total Loans and Borrowings	511,720,000	1,928,920,000	0.03	0.11
	Total Equity Attributable to Owners of Parent Company	19,986,736,113	18,197,464,904		
Assets-to-Equity Ratio	Total Assets	31,266,798,209	29,788,715,580	1.56	1.64
	Total Equity Attributable to Owners of Parent Company	19,986,736,113	18,197,464,904		
Interest rate coverage ratio	Earnings Before Interest and Taxes	3,128,390,639	2,578,643,738	41.59	27.77
	Interest Costs*	75,214,506	92,858,995		
Return on equity	Net profit	2,251,970,516	1,920,796,338	0.12	0.14
	Average Equity Attributable to Owners of the Parent Company	19,092,100,508	13,428,725,385		
Return on assets	Net Profit	2,251,970,516	1,920,796,338	0.07	0.08
	Average Total Assets	30,527,756,895	25,081,275,740		
Net profit margin	Net Profit	2,251,970,516	1,920,796,338	0.64	0.89
	Total Revenues	3,513,391,951	2,152,326,536		
Other ratios:					
Debt Ratio	Total Loans and Borrowings	511,720,000	1,928,920,000	0.02	0.06
	Total Assets	31,266,798,209	29,788,715,580		
Gross Profit Margin	Gross Profit	2,819,084,125	1,805,540,716	0.80	0.84
	Revenues	3,513,391,951	2,152,326,536		
Solvency Ratio	Earnings Before Interest and Taxes	3,128,390,639	2,578,643,738	0.29	0.24
	Total Liabilities	10,733,615,215	10,922,737,201		

* Interest expense for bank loans plus capitalized borrowing costs.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
INDEX TO SUSTAINABILITY REPORTING

FORM 14-A, ITEM 13

Schedule	Content	Page
Consolidated Financial Statements		
	Contextual Information	189
	Materiality Process	190
	Economic	
	Economic Performance	194
	Procurement Practices	201
	Anti-corruption	201
	Environment	
	Resource Management	204
	Environmental Impact Management	209
	Solid and Hazardous Wastes	211
	Environmental Compliance	
	Social	
	Employee Management	216
	Workplace Conditions, Labor Standards, and Human Rights	220
	Supply Chain Management	223
	Relationship and Community	223
	Customer Management	224
	UN Sustainable Development Goals	231

Annex A: Reporting Template

(For additional guidance on how to answer the Topics, organizations may refer to Annex B: Topic Guide)

Contextual Information

Company Details	
Name of Organization	D.M. Wenceslao & Associates, Incorporated (DMWAI)
Location of Headquarters	15th Floor, Aseana 3, Pres. D. Macapagal Blvd., cor. Asean Avenue, Aseana City, Parañaque City 1701
Location of Operations	Philippines
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	This Annex reports on the following properties: Aseana One, Aseana Two, Aseana Three, Aseana Power Station, Aseana Square and DMWAI Field Office, as owned and managed by Aseana Holdings, Inc. and its parent company, D.M. Wenceslao & Associates, Incorporated
Business Model, including Primary Activities, Brands, Products, and Services	D.M. Wenceslao & Associates, Incorporated (“DMWAI or the Company”) is an integrated property developer with expertise in land reclamation, construction and real estate development. Since 1965, we have reclaimed more than 2.4 million square meters (sq.m.) of land, leased or developed 250,000 sq.m. of land and buildings, and completed over 140 construction and infrastructure projects including large, complex government developments throughout the Philippines. Licensed as an “AAAA” contractor, we are the master developer and primary owner of Aseana City—our flagship development project with a total land area of 107.5 hectares located along the coastal waters of Manila Bay bordering the City of Pasay and the City of Parañaque. We are developing Aseana City as a “Next Generation” central business district (CBD) in Metro Manila, anchored by holistic development, mixed-use masterplan, and global infrastructure standards. Aseana City is home to a growing number of recreational and entertainment outlets, commercial and retail developments, prime office space and residential condominiums. We currently have eight investment properties, seven of which are located in Aseana City namely Aseana One, Aseana Two, Aseana Three, Aseana Powerstation Building,

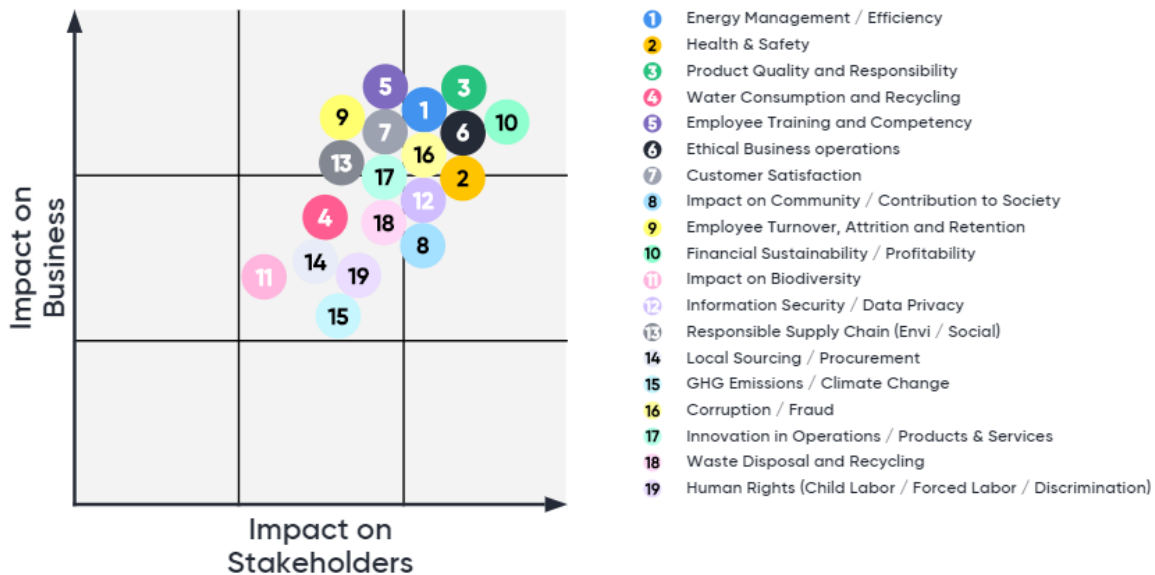
	Aseana Town Center, Aseana Square, and S&R with a total leasable floor area of 89,914 sq.m. In addition, six pipeline projects comprising two residential developments and four commercial developments will be constructed in the next four years with a total leasable and saleable floor area of 402,082 sq.m.
Reporting Period	January 1 to December 31, 2019
Highest Ranking Person responsible for this report	Atty. Heherson M. Asiddao (CFO)

**If you are a holding company, you could have an option whether to report on the holding company only or include the subsidiaries. However, please consider the principle of materiality when defining your report boundary.*

Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics.¹⁴
In preparation for the publication of our first Sustainability Report, the Company officially began the organization-wide process with a Management Kick-Off General Assembly attended by our Senior Management and Executives, together with the heads of various departments. The General Assembly served to underline the principles of Sustainability to ensure common understanding, increase awareness of the goals, and to engage the entire organization in the process. Given the scale of the disclosures required and data needed by the Sustainability Report, a Project Team was formed, composed of representatives from the different departments across the organization, including legal, marketing, finance, human resources, procurement and purchasing, IT, engineering and construction, and estate management. The Project Team was responsible for collecting, assessing and evaluating the materiality of the data needed to complete our maiden report. Their involvement as well as the support from their respective teams ensure that the report is a product of the collective and collaborative efforts of the entire organization. Guided by the Global Reporting Initiative (GRI) framework, the Project Team (composed of professionals with years of experience in the industry) convened for a whole day workshop to discuss the materiality process and its relevance to implementing and incorporating sustainable practices in our business operations and decision-making processes. The workshop helped the Project Team to determine the degree of materiality of topics, assigning to each measure a low, medium, or high criticality depending on the effect and influence of these topics to our business and stakeholders. It also prepared the Team to identify our internal and external stakeholders and monitor our progress in aspects that matter to them.

Topics identified as high and medium level of criticality are reported in this Annex as they are deemed critical in the sustainability of our business; hence, material aspects that stakeholders would find worthy of knowing. Other topics assessed with low level of criticality or as not applicable to our business have not been included in this report.



Each material topic is also aligned with the universal targets of the United Nations Sustainable Development Goals in its plan of action for people, planet and prosperity (see Table A). Through these frameworks, we are determined to achieve sustainable development in its three dimensions – economic, social and environmental.

Following the materiality workshop, the Project Team worked on establishing the standard procedures for data collection, review of relevant and material information, and identification of key areas of improvements and action plans.

Table A. Alignment of Material Topics to GRI Standards and Contribution of Each to the UN SDGs

Criticality	Material Topic	Relevant GRI Standard	Contribution to SDGs
High	Product Quality and Responsibility	GRI 416: Customer Health and Safety GRI 417: Marketing and Labelling	SDG 11: Sustainable Cities and Communities SDG 12: Responsible Consumption and Production
High	Energy Management / Efficiency	GRI 302: Energy	SDG 7: Affordable and Clean Energy

High	Financial Sustainability / Profitability	GRI 201: Economic Performance	SDG 1: No Poverty SDG 8: Decent Work and Economic Growth
High	Ethical Business Operations	GRI 205: Anti-Corruption GRI 206: Anti-Competitive Behavior	SDG 16: Peace, Justice and Strong Institutions
High	Corruption / Fraud	GRI 205: Anti-Corruption	SDG 16: Peace, Justice and Strong Institutions
High	Health and Safety	GRI 403: Occupational Health and Safety	SDG 3: Good Health and Well-Being
High	Employee Training and Competency	GRI 405: Diversity and Equal Opportunities	SDG 4: Quality Education
High	Customer Satisfaction	GRI 102-43: Approach to stakeholder engagement	SDG 16: Peace, Justice and Strong Institutions
High	Employee Turnover, Attrition and Retention	GRI 401: Employment	SDG 8: Decent Work and Economic Growth
Medium	Responsible Supply Chain (Environmental / Social)	GRI 204: Procurement Practices GRI 308: Supplier Environmental Assessment GRI 414: Supplier Social Assessment	SDG 12: Responsible Consumption and Production
Medium	Innovation in Operations / Products & Services	GRI 102-2: Activities, brands, products, and services	SDG 9: Industry, Innovation and Infrastructure
Medium	Waste Disposal and Recycling	GRI 306: Effluents and Waste	SDG 12: Responsible Consumption and Production
Medium	Water Consumption and Recycling	GRI 303: Water and Effluents	SDG 6: Clean Water and Sanitation

Medium	Impact on Community / Contribution to Society	GRI 203: Indirect Economic Impacts GRI 413: Local Communities	SDG 10: Reduced Inequalities SDG 11: Sustainable Cities and Communities
Medium	Local Sourcing / Procurement	GRI 204: Procurement Practices	SDG 12: Responsible Consumption and Production
Medium	Human Rights (Child Labor / Forced Labor/ Discrimination)	GRI 408: Child Labor GRI 409: Forced or Compulsory Labor GRI 410: Security Practices	SDG 10: Reduced Inequalities SDG 16: Peace, Justice and Strong Institutions
Medium	Impact on Biodiversity	GRI 304: Biodiversity	SDG 15: Life on Land
Medium	GHG Emissions / Climate Change	GRI 305: Emissions	SDG 13: Climate Action

¹⁴ See [GRI 102-46](#) (2016) for more guidance.

ECONOMIC

Economic Performance

Direct Economic Value Generated and Distributed

Disclosure	Amount	Units
Direct economic value generated (revenue)	3,513,391,951	PhP
Direct economic value distributed:		
a. Operating costs	772,692,252	PhP
b. Employee wages and benefits	137,508,259	PhP
c. Payments to suppliers, other operating costs	2,815,044,883	PhP
d. Dividends given to stockholders and interest payments to loan providers	218,346,723	PhP
e. Taxes given to government	1,157,052,421	PhP
f. Investments to community (e.g. donations, CSR)	301,841,117	PhP

ECONOMIC VALUE
Impacts Identified and DMWAI's Involvement

Impacts. As a key contributor to the country's drive for national progress and development, we are cognizant that our activities and financial performance have direct and indirect economic impact to the various stakeholders who hold interest in our continued operations such as our employees, service providers (including contractors and subcontractors), suppliers, customers (including tenants, and lot and residential owners), investors as well as broader stakeholders including the government and the society.

Our employees rely on us for full and productive employment, our service providers (including contractors and subcontractors) and suppliers for the success of their business, our customers (including tenants, and lot and residential owners) for the quality of our work and the competitiveness of our prices, our investors for our shareholder returns, the government for the payment of taxes and licenses due to them, and finally our communities for our educational scholarships and various feeding programs through our corporate social responsibility (CSR) programs.

Direct economic value generated and distributed shows the wealth that we create through our operations and the subsequent flow of resources among stakeholders. Our economic value generated in 2019 amounted to P3.5 billion. Approximately P1.1 billion was distributed to the government through payment of business and property taxes, permits and licenses. About P2.8 billion was paid to our subcontractors and suppliers, P301.8 million to our community, P218.3 million to our capital providers (including P112.0 to our shareholders in the form of cash dividends and P98.3 million to our creditors through interest paid), and P137.5 million to our employees. In the context of our investments to the community, it also includes the installation of infrastructure and facilities in Aseana City because we believe the early delivery will foster increased community

engagement and economic activity in the area. It will likewise aid in the successful development of Aseana City, making our future commercial and residential projects more attractive to prospective tenants, homebuyers, and lot owners. In sum, the economic value we distributed to our stakeholders was greater than the amount we have generated during the year. This is because of our ongoing development projects where we pay our sub-contractors in stages upon reaching certain milestones. Once these projects are completed, we typically achieve full occupancy level within a year which will then translate to higher economic value generated (revenues).

Management Approach. The Company's ability to continue delivering and distributing value for stakeholders is key to its sustainability. To this end, we built a diversified earnings base with substantial and recurring revenue streams, comprising of rental income from our investment properties and land leases, and revenue from sales of condominium units and land parcels, and construction contracts. We also maintain a strong financial position based on prudent financial management and effective risk management strategies in order to maintain a strong cash position and a healthy borrowing profile.

We are also fully enabled by our management team that is comprised of highly skilled and dedicated professionals with an average of over 20 years of experience in the construction and real estate industry. They have a deep understanding of the regulations providing us with additional competitive advantages.

Examples of our recent activities in relation to our approaches to stakeholder management include the following:

We have accelerated our efforts in improving our governance practices since we became a publicly listed company in June 2018. We have articulated our corporate strategy more frequently, deepened our conversations with shareholders, assessed our environmental and societal impact, managed our risks, and planned for the future. Through our periodic company announcements, investor relations website, in-person meetings and conference calls, non-deal roadshows (NDRs), investor conferences, analyst briefings, property tours and proactive outreach, we have enabled meaningful shareholder engagement and timely decision making. For example, we have held quarterly results briefing for equity and credit analysts via simultaneous in-person meeting and conference call which our senior management regularly participated. We have also joined NDRs and corporate day events in Hong Kong, Singapore, Malaysia, Bangkok and Tokyo.

In 2019, we formally adopted the Revised Manual of Corporate Governance, and the Material Related Party Transactions Policy, with which we have initiated measures to ensure compliance and integration across the organization. Moreover, we welcomed the election of a new Independent Director—Oscar S. Reyes, who is also a non-executive director of other PSE-listed companies and who brings a wealth of highly relevant, senior-level leadership experience to our Board discussions. We also engaged external consultants to assist us in strengthening our Enterprise Risk Management, and Sustainability Reporting. This engagement is continuing in the current year, but we have already taken steps to implement some recommendations and are gathering pace as the year progressed.

Please see the “Social” section of this Sustainability Report for a detailed discussion of our involvement, identified risks and opportunities, and management approach for our other key stakeholders including employees, customers, suppliers, and community.

Risks Identified

We recognize that we face a wide array of risks which may adversely affect our financial condition and results of operations. These risk factors include the state of the national and regional economies in the Philippines and the property market especially in Metro Manila, changes in government policies leading to changes in market conditions, and political and social developments that may translate into project execution difficulties, and increases in our operating and other expenses such as increase in raw material prices, labor costs, construction costs, rate of inflation, insurance premiums, customs duties, business taxes, property taxes, and other statutory changes, adverse changes in the cost of existing and future debt financing, and other unexpected cost increases.

To help us effectively manage these risks, our Board of Directors, through its Audit and Risk Committee, oversees the development and implementation of a sound Enterprise Risk Management (ERM) framework to effectively identify, assess, manage and monitor material risks. The members of the Audit and Risk Committee possess an adequate understanding of the assessment, management, and mitigation of risks to which the company is or may be exposed.

Our management, on the other hand, is responsible for the development, implementation, and reporting of the Company’s risk management plan, processes, and strategies. As was mentioned, our management team is comprised of highly skilled and dedicated professionals with an average of over 20 years of experience in the construction and real estate industry. They are responsible for the day-to-day operations of the Company. And in the context of risk management, they define and develop a sound risk management practice, which provides a systematic and structured framework of identifying, assessing, communicating, cost-effective managing, and monitoring inherent and emerging risks that could materially affect the achievement of our objectives and goals.

To help achieve this, we engaged the expertise of external consultants to assist us in strengthening our ERM framework. The process integrates our Company’s vision-mission, objectives, risk tolerance, risk definitions, analysis and assessment and action plans through a series of lectures, workshops and consultations. The resulting risk management framework and risk mitigation plans shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.

As part of our ERM process, the Management identifies the risks that could threaten the attainment of the Company’s mission and vision, taking into considerations the economic, environmental, social, and governance (EESG) factors. The identified risks are assessed based on the assessment of impact and likelihood to determine the overall risk rating or materiality. The Management then determines and implements appropriate risk mitigation plans and strategies to

address material risk. Responsibilities, accountabilities, and timelines for the action plans and strategies are defined to ensure implementation of the action plans. The Management periodically monitors and evaluates these risks, including the effectiveness of the risk mitigation plans and strategies.

As part of our business strategy and to further mitigate our material risks, we have diversified our earnings base to reduce our dependency on any single revenue source or particular business segment. We also take a prudent approach to financial management and cost control, closely monitoring our capital and cash positions and maintaining discipline in our capital commitments.

Our diversified our earnings base include rental income from leasing of our investment properties and land as well as revenue from sales of residential condominium units and land, and construction contracts. We also expect to derive future increased revenues from complementary and captive sub-businesses within Aseana City and Common Use Service Area (CUSA) payments as Aseana City develops and as we increase our number of leasable properties. In addition, our Company's conservative financial management practices historically have helped us to sustain our profitability.

For specific risks related to property damage, we maintain comprehensive property and liability insurance policies with coverage features and insured limits that we believe are consistent with market practice in the construction, land and real estate industry in the Philippines. These include construction all-risk and third-party liability insurance for the projects we undertake that typically covers the entire duration of our projects as stated in the contracts, including maintenance period after project completion. We also have insurance for our fixed assets, such as our key equipment, vessels, stock and office buildings, and employer's liability insurance/worker's compensation insurance.

Opportunities Identified

In contrast to our more than 50 years of experience in the construction industry, we entered the real estate development business relatively recently, in 2009. In addition, we also entered into the residential property market for the first time in 2016.

The steady growth in profitability we have achieved in recent years and the success of our first residential development, Pixel Residences, as well as our eight investment properties demonstrate our ability to continuously prosper in this sector. Our experienced sales, leasing and marketing team, which includes several licensed real estate brokers, aided by our accredited third-party brokers and reputable third-party sales agents identify the opportunities we have in this area and find ways to maximize our ability to deliver value.

We have also established our business development group composed of highly skilled professionals in the field of real estate. The group conceptualizes new business opportunities for DMWAI and its allied products and services to help execute the master plan in the most efficient

manner and extract the highest value proposition for our projects. They are also tasked to create new business segments, where possible, as we proceed with our growth plans in catering future demands of our stakeholders.

Climate-related risks and opportunities¹⁵

DMWAI's Governance on Climate-Related Risks and Opportunities

DMWAI Board of Directors and Management recognize and affirm that good corporate governance is a necessary component of what constitutes sound strategic business management. Hence, the Company adopted the Revised Manual on Corporate Governance ("Manual") approved in May 2019.

The Manual institutionalizes the principles of good corporate governance in the entire organization, including climate-related risks and opportunities. It serves as the framework of all rules, systems and processes in the company that governs the performance of the Board of Directors and Management of their respective duties and responsibilities to stockholders and other stakeholders which include, among others, customers, employees, suppliers, financiers, government and community in which it operates.

The Manual provides that the Company shall establish a separate, effective enterprise risk management function to identify, assess and monitor key risk exposures. The risk management function involves the following:

- Defining a risk management strategy;
- Identifying and analyzing key risk exposures relating to economic, environmental, social and governance (EESG) factors and the achievement of the organization's strategic objectives;
- Categorizing and evaluating the materiality of each risk using a defined criteria;
- Establishing a risk register with clearly defined, prioritized and residual risks;
- Developing a risk mitigation plan for the most important risks to the Company, as defined by the risk management strategy;
- Communicating and reporting significant risk exposures including business risks (i.e., strategic, compliance, operational, financial and reputational risks), control issues and risk mitigation plan to the Audit and Risk Committee;
- Monitoring and evaluating the effectiveness of the organization's risk management processes.

Actual and Potential Impacts¹⁶ of Climate-Related Risks and Opportunities on DMWAI's Businesses, Strategy, and Financial Planning Where Such Information is Material

The Philippines has experienced a number of major natural catastrophes over the years, including typhoons, droughts, floods, volcanic eruptions and earthquakes, and most recently a pandemic of global scale. Damage caused by natural catastrophes could result in cancellation of flights,

temporary closure of major roads and highways or other disruptions to transportation, suspension of work and mobility of workers, and disruption on our supply chain, which would prevent us from completing construction of our projects in a timely manner or at all.

Such natural catastrophes could also increase the costs of operating our businesses. Although we maintain third-party insurance covering fire, earthquake, floods and typhoons, we do not maintain full third-party insurance to cover all cases of loss of material property or other catastrophes, and we do not maintain business interruption insurance.

To manage these risks, our construction contracts typically allow us to claim for compensation for losses suffered as a result of adverse weather conditions or natural disasters. However, we do not normally receive full compensation and will bear some portion of the losses.

A possible occurrence of sea level rise may also have severe effects to all our properties in Aseana City. Hence, we are working towards more resilient design of future developments as a strategy in minimizing said risk.

The Philippines may also be subject to outbreaks of contagious diseases, such as Avian flu, Ebola, and Middle East Respiratory Syndrome-Corona Virus (“MERS-CoV”). An example of the disruptive nature of pandemics is the Coronavirus disease 2019 (COVID-19) which saw major regions in the country, including National Capitol Region, placed under quarantine and businesses ordered to temporarily suspend operations. The Company executes a Business Continuity Plan for such situations, but the impact cannot be fully measured until after the situation has been resolved.

Risk Management of DMWAI’s Identified, Assessed, and Managed Climate-Related Risks

Identified risks are recorded through a risk registry wherein all risks are categorized as either political/environmental/regulatory, financial, operational, or strategic. Additionally, each risk is prioritized according to its degree of impact and likelihood. The risk register and risk materiality then become the basis for the risk mitigation plan wherein the risk management strategy for key risks is clearly defined.

The Audit and Risk Committee, created to assist the Board with its risk oversight capability, performs functions which include formulating the risk management plan with following:

- (a) Common language or register of risks,
- (b) Well-defined risk management goals, objectives and oversight,
- (c) Uniform processes of assessing risks and developing strategies to manage prioritized risks,
- (d) Designing and implementing risk management strategies, and
- (e) Continuing assessments to improve risk strategies, processes and measures.

Metrics and Targets DMWAI Used to Assess and Manage Material Relevant Climate-Related Risks and Opportunities

Adverse weather conditions and natural disasters directly impact our operations and are measured through the physical or structural damage to assets and its impact on related costs, business continuity, and project schedule variance. Mitigation strategies will be implemented when appropriate as the Company sets targets aligned with contract commitments, performance measures, pricing considerations, and regulatory guidelines.

¹⁵ Adopted from the Recommendations of the Task Force on Climate-Related Financial Disclosures. The TCFD Recommendations apply to non-financial companies and financial-sector organizations, including banks, insurance companies, asset managers and asset owners.

¹⁶ For this disclosure, impact refers to the impact of climate-related issues on the company.

Procurement Practices

Proportion of spending on local suppliers

Disclosure	Quantity	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers*	99	%

*Suppliers that operate within Metro Manila

SPENDING ON LOCAL SUPPLIERS
Impacts Identified and DMWAI's Involvement

Local procurement also allows us to contribute to the local economy and lessen our carbon footprint as compared with procuring from foreign vendors.

Although we generally do not maintain long-term contracts with our suppliers and typically engage them on a per project basis ranging from one to five years, we have maintained long-standing relationships with the majority of them and worked with them repeatedly for our projects.

Through our centralized purchasing function, the Company has benefited from the flexibility in negotiations offered by our local suppliers. This gives us greater control over prices of raw materials and quality standards that we aim to deliver. Further, our good relationship with local suppliers also allows us to place mass orders of raw materials, to lower supply chain costs, and to standardize the quality and durability of materials used for the construction.

We closely monitor our supply chain and select our suppliers based on the quality of their products and services and the competitiveness of their prices. In addition, we carefully review the background and credibility of our new suppliers. Being our business partners, we make sure that they comply with our requirements and are aligned with our goals.

Risks Identified

Raw materials, such as steel, have been subject to substantial price volatility and, from time to time, shortages of supply in the Philippines. Consistent with our established procurement practices, our project-specific supply contracts usually last only as long as the life of the individual project, and hence the terms of these contracts can range from one to five years.

As such, during times of short supply or price hikes, we may have to pay significantly higher prices to obtain sufficient raw materials or locate alternative suppliers, bearing in mind that the alternate suppliers should provide raw materials of acceptable quality to maintain the quality of our work.

In efforts to manage this, we have made strategic supply investments through joint ventures and affiliates for certain key materials, such as cement, foundation piles and pavement blocks.

Opportunities Identified

We rely on sub-contractors to provide operational support in our construction endeavors. We generally select our third-party providers by conducting tenders and entering into contractual agreements with these third parties, but we have a limited ability to control their ultimate performance.

Although there can be no assurance that the services rendered by any of our sub-contractors will always be satisfactory or match our requirements for quality, we manage this risk by taking into consideration factors such as experience, reputation for quality, track record and the sub-contractor's relationship with us when selecting sub-contractors.

We also take an active role in closely supervising the construction of our projects and monitoring progress of our third-party providers.

Anti-corruption

Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to	100	%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to	100	%
Percentage of directors and management that have received anti-corruption training	100	%
Percentage of employees that have received anti-corruption training	34.60*	%

**Figure includes new employee onboarding programs and employees who have undergone HR Hour in 2019.*

Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption	0	#
Number of incidents in which employees were dismissed or disciplined for corruption	0	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	0	#

ANTI-CORRUPTION
Impacts Identified and DMWAI's Involvement

As stated in our Revised Manual of Corporate Governance, the Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct. Further, the Board drives the dissemination of these policies and programs to employees across the organization through trainings to cultivate in them the Company's culture.

Policies related to anti-corruption are discussed in the New Employee Orientation (NEO) and reinforced through ongoing communications such as Memo for the Record (MFTR). New hires are also given a copy of the Code of Conduct upon onboarding.

Meanwhile, tenured employees who have been with the Company for years are also required to undergo refresher trainings organized by the Human Resources Department to reinforce the Company policies including those that concern anti-corruption and other related policies.

We also make sure suppliers and vendor partners are informed and compliant of our anti-corruption and other related policies.

These policies are aligned to relevant laws, rules and regulations, and codes of best business practices as stated in the provisions of the Anti-Graft and Corrupt Practices, Code of Conduct for Government Officials, and other anti-bribery laws. They are included and written into contracts that the Company executes. Hence, any incidents of suspected violations of these policies are addressed immediately and with due process.

Risks Identified

Even with regular trainings and reminders, full appreciation or awareness of what constitutes a corrupt act may still not be thoroughly understood by all employees. Actions which employees may consider "harmless" may eventually prove to be a corrupt practice that could influence the decision-making or judgment of the suppliers and other parties involved.

Our Procurement/Purchasing department is the most exposed to the risk of corruption incidents due to the nature of their responsibilities which opens opportunities for personal bias that may unduly be either advantageous or disadvantageous to certain entities.

In response, the Company maintains an open channel of communication for employees to voice out their concerns relating to whistleblowing without fear of reprisal. These concerns are duly investigated by the Internal Audit Head, accompanied by the involved department, and are presented through a report which is communicated to the Board for appropriate action.

Across the Company, the potential risk of bribery and corruption incidents is managed through a mix of internal and external approaches. Internally, we seek to build a culture that values integrity which we practice within our processes, certification requirements, and operations, including those followed by suppliers and vendors. For instance, guidelines of Purchasing set a 3-level Fair Value Disclosures. Moreover, we practice due diligence and compliance protocols for all licenses, permits, and franchises applications. Externally, standards such as those required by regulatory bodies support our internal efforts by helping us refine our framework for ethics, business conduct and compliance.

Opportunities Identified

The Board seeks to reinforce the importance of building a culture of integrity that ensures enforcement of the Company's anti-corruption policies.

To do so, the Company understands the need to consider further training especially for managers and department heads where they can review the current practices in negotiation and execution of contracts, best practices, and decision-making, and to strengthen them to place no exemption for corruption or any illegal or unethical activities.

The Company also sees the opportunity to set a level of compliance and risk checking that is separate and distinct from parties involved in transaction and to set a policy on whistleblowing and ethics. The former seeks to achieve oversight and control of any activities or operations that have high likelihood of corruption, while the latter intends to enable the Company to streamline whistleblowing and ethics in its systems and operations, which will also serve as a manual for any case specific to this issue.

ENVIRONMENT

Resource Management

Energy consumption within the organization:

Disclosure	Quantity*	Units
Energy consumption (renewable sources)	N/A	GJ
Energy consumption (gasoline)	N/A	GJ
Energy consumption (LPG)	N/A	GJ
Energy consumption (diesel)	186,190	L
- Aseana One	3,996	L
- Aseana Two	2,648	L
- Aseana Three	2,100	L
- Aseana Power Station	270	L
- Aseana Square	300	L
- DMWAI Field Office	176,876	L
Energy consumption (electricity)	20,716,676.94	kWh
- Aseana One	7,167,846.57	kWh
- Aseana Two	3,219,548.02	kWh
- Aseana Three	8,242,353.35	kWh
- Aseana Power Station	812,320.00	kWh
- Aseana Square	1,235,040.00	kWh
- DMWAI Field Office	39,569.00	kWh

**Figures reflect energy consumption for the entire building operations.*

Reduction of energy consumption

Disclosure	Quantity	Units
Energy reduction (gasoline)	N/A	GJ
Energy reduction (LPG)	N/A	GJ
Energy reduction (diesel)	N/A	GJ
Energy reduction (electricity)	188,800*	kWh
- Aseana One	107,800	kWh
- Aseana Two	81,000	kWh

**Computed based on the difference of energy consumption of LED lights to fluorescent lamps*

ENERGY CONSUMPTION
Impacts and Risks Identified and DMWAI's Involvement

The Philippine energy market remains dependent on traditional sources of energy such as coal, oil and natural gas. As for our energy requirements, we rely to a great extent on our energy contractors for supply. We understand that over-reliance on a single source of energy may pose a threat to the continuous supply and consistent price of our energy needs. Adverse weather conditions such as storms and typhoons and lack of additional sub-stations servicing the area may also cause interruptions in overhead power sources for all our properties. Additionally, shortage

and/or price increase in the fuel and electricity supply may also increase our expenses in the development of projects. Any cost estimates or projected costs may be exceeded in this case.

In order to address the risk of power interruptions, the Company is in the process of transferring to underground power lines and establishing additional sub-station through the estate/power utility Company.

Management Approach to the Impacts and Risks Identified

The energy consumption of our facilities is managed through regular monitoring of total power consumption and load factor. Our Estate Manager and Property Manager work together and oversee consumption in all our properties. As such, uninterrupted supply of electricity, supported with backup generators, enable our efficient operations and basic services in all our properties.

Examples of our approaches to resource management include conversion from fluorescent to LED lighting, maintaining our eco-friendly LPG-powered jeepneys, and utilization of double-glazed curtain wall and variable refrigerant flow air-conditioning. These solutions not only help us manage our carbon footprint, it also provides financial and environmental benefits to our tenants as using these technologies mean they can consume less electricity.

In particular, two of our office buildings namely Aseana One and Aseana Two implemented a conversion from fluorescent to LED lighting starting March 2019 which effectively reduced their electricity consumption by 1-2%. Moving forward, the said properties are expected to be able to further cut down their consumption by approximately 10% individually.

Opportunities Identified

We are continuously designing and developing Aseana City as a resilient, self-contained, and fully enabled community serviced by a centralized electricity, telecommunication facilities, internet providers, and liquefied petroleum gas (LPG). As we proceed with the development of Aseana City, we are implementing key infrastructure such as underground utilities in accordance with Aseana City's master plan. We also plan to negotiate with our energy supplier to give us allocation of energy from clean, sustainable resources and reduce consumption of non-renewable sources.

Water consumption within the organization

Disclosure	Quantity*	Units
Water withdrawal	179,556	Cubic meters
- Aseana One	42,791	Cubic meters
- Aseana Two	9,409	Cubic meters
- Aseana Three	83,748	Cubic meters
- Aseana Power Station	23,610	Cubic meters

- Aseana Square	14,359	Cubic meters
- DMWAI Field Office and Project Site	5,639	Cubic meters
Water consumption	179,556	Cubic meters
- Aseana One	42,791	Cubic meters
- Aseana Two	9,409	Cubic meters
- Aseana Three	83,748	Cubic meters
- Aseana Power Station	23,610	Cubic meters
- Aseana Square	14,359	Cubic meters
- DMWAI Oriole Office and Project Site	5,639	Cubic meters
Water recycled and reused	0	Cubic meters

**Figures reflect the consumption for the whole building*

WATER CONSUMPTION
Impacts and Risks Identified and DMWAI's Involvement

Most of our existing investment properties and development pipeline are situated in Aseana City, an emerging business district along the coast of the Manila Bay. Water resource in the properties is primarily consumed for domestic purposes, specifically for cleaning activities and other general purposes, except for drinking. We recognize that our water consumption and disposal thereof is subject to strict monitoring by the DENR because of its inherent effect on the body of water surrounding our area. Therefore, we take all necessary steps to ensure that we maintain the water quality within our property at an acceptable level.

We also acknowledge the possible occurrence of water shortage due to El Niño phenomenon during summer months. Periodic water interruptions during this phenomenon may cause disturbance to the business operations, including operations of our locators and tenants.

Management Approach to the Impacts and Risks Identified
--

We know that the manner by which we procure, utilize and dispose of our water resources will affect the community in which we operate, our employees, locators and building tenants. We are aware of our responsibility to use and dispose of our water resources sustainably and responsibly. In this regard, we worked with Aseana City Business Park Estate Association (ABPEA), the estate manager of Aseana City, to ensure that no deep well is allowed in the City so that ground water elevation remains normal and no saltwater intrusion and soil subsidence may occur. We also installed auto-shut valves in our properties to regulate the use of water. And we conduct regular monitoring of consumption and possible leaks to help minimize water losses.

In addressing water resource availability and providing central supply, we are considering an alternate supply source through ABPEA. This includes possible joint venture with bulk water service provides for a desalination plant, to help address the lack of supply from Angat Dam.

Opportunities Identified

The Company continues to explore viable green building technologies available for other properties, specifically those that lessen the demand for water extracted from groundwater. Currently, Aseana One and Aseana Two are equipped with two piping system that allows the buildings to recycle wastewater or “grey water” for non-potable uses particularly for flushing the toilets and watering landscaped areas.

Materials used by the organization

Disclosure	Quantity	Units
Materials used by weight or volume		
• Renewable	0	kg
• non-renewable		
Industrial oils	4,000	Kg/liter
Engine Oil	2,800	Liters
Hydraulic Oil	5,600	Liters
Acetylene	159	Tank
Oxygen	332	Tank
Ready-mix Concrete	58,495,200	kg
Deformed Rebars	88,497	kg
Asphalt	8,218,570	kg
Vibro Sand	436,416.90	kg
Gravel	500,442.80	kg
Cement	176,040	kg
Percentage of recycled input materials used to manufacture the organization’s primary products and services	N/A	%

MATERIALS USED

Impacts Identified and DMWAI’s Involvement

Aside from being a real estate developer, the Company is also a general contractor, with projects and undertakings completed not only for the government and private projects, but also for its own properties. We use a considerable amount of building and construction materials, primarily sourced locally, to complete these projects. For our construction operations, we source largely non-renewable raw materials such as steel, cement, sand, concrete and timber which requires high consumption of energy and emissions to produce.

We understand that the extraction and use of these raw materials and resources from the natural environment, may cause its degradation. Processing of raw materials may also cause air, soil and water pollution which will, in turn, potentially result in adverse effects to public health, including those of our employees, nearby communities, suppliers, government, and vulnerable groups.

We therefore closely monitor our usage of raw materials. All materials undergo the procedures of submission, sampling and testing before they are used in our projects. Additionally, we implement measures in promoting environmental protection such as the use of equipment and products that comply with national environmental protection standards. We also support the use of eco-friendly construction materials such as porous materials for internal and secondary roads, and non-permanent and reusable pavement blocks on secondary roads.

Risks Identified

The Company recognizes that natural resources are finite and a shortage of raw materials supply is possible. This has occurred to the supply of steel in the Philippines and may happen again in the future. Furthermore, during times of substantial price volatility, we may have to pay significantly higher prices to obtain sufficient materials, a situation which we have experienced in recent years. Some of our contracts, including most of our construction projects, contain price adjustment clauses. Such clauses allow us to reclaim a portion of any additional costs incurred due to an increase in raw material costs.

We therefore closely monitor our raw materials consumption and market conditions. We look for alternative suppliers in the event of price fluctuations. Moreover, the Company entered into joint ventures and affiliates to lessen the likelihood of shortages of key materials such as cement, foundation piles, and pavement blocks.

Although our supply chain may be interrupted with the recent pandemic, our supply of glass, aluminum, and steel remain adequate.

Opportunities Identified

Aside from porous materials and reusable pavement blocks for roads, the Company continues to explore practical and eco-friendly construction materials that may be used as alternative materials for the development of future projects. As the Company moves forward in its sustainability journey, the opportunity to switch to green building materials and recycled content may be applied and will be further studied for feasibility and viability.

Ecosystems and biodiversity (whether in upland/watershed or coastal/marine)*

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	N/A	
Habitats protected or restored	N/A	ha

IUCN ¹⁷ Red List species and national conservation list species with habitats in areas affected by operations	N/A	
--	-----	--

Our developments in Aseana City are built on reclaimed land that is surrounded by high density commercial and residential areas. Hence, there are no present protected areas and/or lands having high biodiversity value affected by our operations.

¹⁷ International Union for Conservation of Nature

Environmental impact management

Air Emissions

GHG

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions From Diesel consumed from Generator Sets	498.9892	Tonnes CO ₂ e
- Aseana One	10.70928	Tonnes CO ₂ e
- Aseana Two	7.09664	Tonnes CO ₂ e
- Aseana Three	5.628	Tonnes CO ₂ e
- Aseana Powerstation	0.7236	Tonnes CO ₂ e
- Aseana Square	0.804	Tonnes CO ₂ e
- DMWAI Field Office	474.02768	Tonnes CO ₂ e
Energy indirect (Scope 2) GHG Emissions From Electricity consumed (MERALCO)	14,754.4173	Tonnes CO ₂ e
- Aseana One	5,104.94032	Tonnes CO ₂ e
- Aseana Two	2,292.9621	Tonnes CO ₂ e
- Aseana Three	5,870.2041	Tonnes CO ₂ e
- Aseana Powerstation	578.5343	Tonnes CO ₂ e
- Aseana Square	879.5955	Tonnes CO ₂ e
- DMWAI Field Office	28.1810	Tonnes CO ₂ e
Emissions of ozone-depleting substances (ODS)	N/A	Tonnes

Air pollutants

Disclosure	Quantity	Units
Aseana One		
CO (Genset 1)	136	Kg/Nm3
NOx (Genset 1)	373.7	Kg/Nm3
CO (Genset 2)	117.6	Kg/Nm3
NOx (Genset 2)	701.5	Kg/Nm3
Aseana Two		Kg/Nm3
CO (Genset 1)	131	Kg/Nm3
NOx (Genset 1)	407	Kg/Nm3
CO (Genset 2)	125.4	Kg/Nm3
NOx (Genset 2)	370.8	Kg/Nm3
Aseana Three		

CO	N/A	
NOx	N/A	
Aseana Square		
CO	143.6	Kg/Nm3
NOx	138.5	Kg/Nm3
Aseana Powerstation		
CO	144	Kg/Nm3
NOx	564	Kg/Nm3

AIR EMISSIONS
Impacts and Risks Identified and DMWAI's Involvement

The Company's business operations produce emissions from the use of vehicles, generator sets, consumption of power, and other facilities that require fuel and electricity.

Equipment breakdown or maintenance problem on average equipment wear and tear need to be addressed immediately to ensure efficiency, or else emissions may be higher than normal levels. Pollution is an issue that may directly or indirectly contribute environmental and health risks to the public most especially to those living and working in Aseana City, our locators and building owners, and neighboring communities.

Regular maintenance checks are therefore done to verify that all facilities and equipment are functioning properly. In addition, Source Emission Tests (SETs) are being conducted once a year, according to the date specified in the Permit to Operate (PTO) issued by DENR. SETs help monitor our compliance to air quality standards as regulated by DENR.

Opportunities Identified

The Company is exploring alternatives to fuel-based non-renewable sources of electricity to lessen emissions and its carbon footprint. We are looking at feasible green building technologies that can offer better systems for insulation, energy-efficient heating, cooling, ventilation, and refrigeration. We are also looking into other technological options for efficient lighting, maximizing the benefits of natural light, and utilizing innovative appliances and electronics.

Our Pollution Control Officer (PCO) oversees all operations in Aseana One, Two, and Three that are related to air pollution sources and, control and maintain facilities and equipment. It is currently sourcing for a PCO to be designated in Aseana Square and in future developments. As of this report, the Managing Head of the Environmental Compliance Department stands as the current PCO for Aseana Square.

We are also planning to partner with the City Environment and Natural Resources Office (CENRO) of Paranaque City and the DENR to introduce sustainable practices to reduce emissions and carbon

footprint. Our stakeholders can also contribute to the campaign for reduction of energy use and efficient use of resources.

Solid and Hazardous Wastes

Solid Waste

Disclosure	Quantity	Units
Total solid waste generated ¹		kg
Reusable	0	kg
Recyclable	0	kg
Composted	0	kg
Incinerated	0	kg
Residuals/Landfilled	20,029*	bags

**The figure reflects the waste generated from office operations only.*

Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated		
- Aseana One		
Grease wastes	1733.28	kg
Busted lights	0.025	tons
Lead batteries	0.353	tons
- Aseana Two		
Grease wastes	1095.48	kg
Busted lights	0.3165	tons
Lead batteries	0.26	tons
Paint sludge (container)	0.1245	tons
- Aseana Powerstation		
Busted lights	0.3165	tons
Lead batteries	0.26	tons
Paint sludge (container)	0.1245	tons
- Aseana Square		
Grease wastes	4334.44	kg
Busted lights	0.002	tons
Used Oil	0.096	L
- Fabricom (Used Oil)	2,000	L
Total weight of hazardous waste transported	1.8078*	MT

**Total grease wastes transported as per manifesto that is submitted to DENR.*

SOLID AND HAZARDOUS WASTE
Impacts and Risks Identified and DMWAI's Involvement

The Company recognizes that the improper segregation and disposal of its solid and hazardous waste may pose health, sanitation and environmental risks, thereby affecting the community in which it operates, locators, tenants, and also its employees. As such, we implement hazardous wastes management in our buildings as well as closely monitor if the hazardous wastes are being disposed properly and labeled according to their type for proper handling and disposal.

Solid wastes are hauled by a DENR-accredited garbage hauler in accordance to ABPEA rules and regulations. Hazardous waste and construction wastes are separately hauled. Moreover, we strictly implement the labeling of hazardous wastes and the designation of storage area for the wastes. However, the Company cannot monitor accurately if the DENR-accredited garbage hauler also implements proper recycling and segregation of these wastes once collected from our area.

Admittedly, as occupancy grows and activities increase in our properties, the amount of waste generated consequently also increases. In 2019, solid and hazardous waste generated by the Company included grease wastes from kitchen operations and Sewage Treatment Plant grease trap, busted lights, paint containers, used oil and batteries from generator sets. With the operation of new locators in Aseana City, the Company used additional garbage trucks for collecting wastes.

During the year, we also invested in the installation of grease traps per kitchen sink, conducted bioaugmentation per tenant, and ensured timely collection of said wastes. These are initiatives we will continue to implement as we continue to enforce strict observance of proper handling and management of hazardous wastes as stated under RA 6969.

In coordination with the Solid Waste hauler, we are exploring the viability to implement a better segregation system for all developments.

Opportunities Identified

Majority of products, goods, and packaging available in the Philippine market are mostly made from disposable or non-recyclable materials. We understand that this contributes further to the wastes going into landfills. In this context, we plan to explore the feasibility of recycling the wastes we generate and are currently studying the possibility of building a Materials Recovery Facility (MRF) to divert solid waste from waste disposal facilities. This will help lessen the demand for solid waste haulers and will encourage proper segregation of waste in all our properties.

The current events exposing the environmental dangers and risks of unsustainable consumption has opened opportunities for the Company to lessen the amount of solid waste being sent to landfills by using the principles of reduce, reuse, and recycle.

Effluents

Disclosure	Quantity*	Units
Total volume of water discharges**	179,556	Cubic meters
- Aseana One	42,791	Cubic meters
- Aseana Two	9,409	Cubic meters
- Aseana Three	83,748	Cubic meters
- Aseana Power Station	23,610	Cubic meters
- Aseana Square	14,359	Cubic meters
- DMWAI Field Office and Project Site	5,639	Cubic meters
Percent of wastewater recycled	0	%

*Figures are based on the assumption that consumption is similar to discharge. As of 2019, we have no actual effluent measurement and this will be improved as we move forward in our reporting.

**Water discharges of all developments of DMW are directed to seawater as there is no water recycling facility in place.

EFFLUENTS
Impacts Identified and DMWAI's Involvement

The Company's operations and properties are primarily located on a reclaimed land from the Manila Bay. As tenants, locators, visitors and dwellers increase, the activities in the area also increase thereby increasing the amount of water that we and our locators discharge to Manila Bay.

To ensure compliance with DENR's Administrative Order on Water Quality Guidelines & General Effluents Standards, the effluents we discharge first undergoes a treatment process through the Sewage Treatment Plants (STPs) to remove pollutants. This process makes them safe to reuse or discharge to the environment thereby reducing the potential adverse impact it may cause to the environment and to the health and safety of our stakeholders. Further, our buildings and estate has been designed and fitted with STP facilities to meet the DENR's requirements.

Risks Identified

A growing community presents potential risks of non-compliance due to unaware locators and building owners. These incidents are identified and determined through the conduct of regular inspections of effluents. Failed results of laboratory wastewater analysis may be issued with Notice of Violation (NOV) and locators and building owners may be subjected to penalties, even business closure.

We recognize that ineffective effluent management may cause health problems to nearby communities along Manila Bay and, may also, the diverse marine and aquatic life in that ecosystem. Therefore, we proactively work to ensure effluents pass DENR standards through close monitoring of discharges and ensuring that our Sewage Treatment Plants (STPs) are functional through regular preventive maintenance checks.

Opportunities Identified

Educating people about the law and the consequences of non-compliance will go a long way in helping the cause for the benefit of water quality in Manila Bay.

We see this as an opportunity to have information, education and communication campaigns to capacitate our neighboring communities along Manila Bay, locators, and building owners on the importance of maintaining water quality, for the protection of the health of people in the communities and the marine life that make the Manila Bay their home.

Environmental compliance

Non-compliance with Environmental Laws and Regulations

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations*	0	PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations*	0	#
No. of cases resolved through dispute resolution mechanism	0	#

**DMWAI specifically complies with The Philippine Clean Water Act (RA 9275), Clean Air Act (RA 8749), and Toxic Substances and Hazardous and Nuclear Wastes Control Act of 1990 (RA 6969).*

ENVIRONMENTAL COMPLIANCE

Impacts Identified and DMWAI's Involvement

The construction and real estate development industry consumes a large amount of natural resources for raw materials and necessarily moves the land, body of water or other biodiversity for its site. The Company understands the need to comply with all pertinent environmental laws to ensure the protection of the environment as it pursues its activities. Our compliance with such laws, regulations or policies qualifies us to commence and carry out the construction works of our property developments projects on schedule. We understand that non-compliance may cause delays on our projects which can have an adverse financial, reputational and legal impact to the Company, and its stakeholders.

As for our third-party locators and building owners who lease land or building space, the Environmental Compliance Department conducts regular inspections and track their full compliance to environmental laws. Locators and building owners are also requested to submit regular compliance monitoring report as proof of their compliance to environmental laws.

For 2019, we have submitted all requirements and obtained relevant government approvals for our ongoing projects. Similarly, our locators and tenants have no reported non-compliance to environmental laws.

Risks Identified

A growing number of locators and tenants in our properties in addition to extensive local regulations may expose them, particularly new users, to compliance breaches. That is why our Environmental Compliance Department proactively and regularly checks that locators have submitted requirements to the concerned government agencies.

If non-compliance is identified, the locator or building owner will be issued a Notice of Violation (NOV) and required to explain their failure to comply as well as provide measures that they intend to perform to address the non-compliance. Additionally, we use root-cause-analysis in implementing corrective actions for concerned locators or building owners to improve overall compliance performance and to prevent reoccurrence.

Opportunities Identified

The Company is committed to protecting the environment as we continue to pursue our environmental protection measures which include: (1) approved environmental protection procedures for construction and real estate projects; (2) proper management and disposal of pollutants based on local standards, and recycling of wastes where possible; (3) investing in methods and equipment that reduce noise pollution; (4) use of equipment and products that are approved based on national environmental protection standards, and utilization of environmental-friendly resources; (5) trainings on green building practices and ratings system; and (6) use of eco-friendly construction practices as deemed feasible.

SOCIAL

Employee Management

Employee Hiring and Benefits

Employee data

Disclosure	Quantity	Units
Total number of employees ¹⁸	341*	#
a. Number of female employees	113	#
b. Number of male employees	228	#
Attrition rate ¹⁹	10%	Rate
Ratio of lowest paid employee against minimum wage		
- NCR	1:1	Ratio
- Calabarzon	1:1	Ratio

*Figure includes DMWAI subsidiaries

Employee benefits

List of Benefits	Y/N	% of female employees who availed for the Year	% of male employees who availed for the Year
SSS	Y	9%	21%
PhilHealth	Y	1%	1%
Pag-ibig	Y	8%	2%
Parental leaves	Y	2%	1%
Vacation leaves	Y	60%	42%
Sick leaves	Y	62%	43%
Medical benefits (aside from PhilHealth)	Y	70%	54%
Housing assistance (aside from Pag-ibig)	N	N/A	N/A
Retirement fund (aside from SSS)*	N	N/A	N/A
Further education support	N	N/A	N/A
Company stock options	N	N/A	N/A
Telecommuting	N	N/A	N/A
Flexible-working Hours**	Y	77%	39%
Magna Carta Leave for Women	Y	1%	0%
Cash Advances	Y	3%	4%
Car Plan	Y	0%	0%

*Retirement fund offered to employees are in compliance with statutory laws.

**Includes Semi-flexible working hours and Executive Schedule

¹⁸ Employees are individuals who are in an employment relationship with the organization, according to national law or its application ([GRI Standards 2016 Glossary](#))

¹⁹ Attrition are = (no. of new hires – no. of turnover)/(average of total no. of employees of previous year and total no. of employees of current year)

Diversity and Equal Opportunity

Disclosure	Quantity	Units
% of female workers in the workforce	33	%
% of male workers in the workforce	67	%
Number of employees from indigenous communities and/or vulnerable sector*	8 (elderly & solo parents)	#

**Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).*

Labor-Management Relations

Disclosure	Quantity	Units
% of employees covered with Collective Bargaining Agreements	No existing collective bargaining	%
Number of consultations conducted with employees concerning employee-related policies	4*	#

**Conducted quarterly in 2019 through numerous batches to cater concerns from all departments*

EMPLOYEE MANAGEMENT
Impacts Identified and DMWAI's Involvement

We support initiatives towards promoting decent work and economic growth (Sustainable Development Goal 8) by creating opportunities for inclusive growth. We acknowledge that productive employment facilitates equal distribution of opportunities across a diverse group of people, including the vulnerable sector. It also translates into direct economic impact on the lives of those who work with us. As such, we practice an equal opportunity hiring process. Vacancies in the Company were filled through non-discriminatory recruitment process as candidates are screened based on their educational qualifications, skills and talents, relevant work experience, and potential qualities. We examine their capacities rather than their personal background, ensuring that the hiring process adheres to the Labor Code, Code of Conduct and RA 10911 or known as the Anti-Age Discrimination in Employment Act.

In the area of employment quality, we offer our employees a total compensation and benefits package that includes the provision of the following:

- Fair and just wages;
- All government-mandated benefits through defined contribution plans;
- Engagement activities that promote employee welfare such as sports tournaments and social gatherings;
- Continuous learning and development in the workplace; and
- Programs where concerns of employees are being heard of and addressed accordingly.

In addition, all regular employees are entitled to healthcare benefits that are recognized across certain medical centers, to provide them resilience to medical emergencies, aside from paid sick

leaves. Vacation leaves are also provided to enable employees to attain work-life balance. In support of women and mothers in our workforce, our workplace also features safe and private breastfeeding area in compliance with the Expanded Breastfeeding Promotion Act of 2009 (RA 10028). Finally, to foster meritocracy and encourage the active participation of employees in fulfilling their roles responsibly and to the best of their abilities, all employees are provided annual performance appraisals which serve as the basis for financial incentives such as merit salary increase and performance bonus.

In terms of gender balance, the Company's male-female ratio generally reflects the labor market situation in the Philippines, with our female share in the workforce being approximately 33%, or a ratio of two males for every female. There is, however, a better gender balance ratio in management-level positions, aligned with our performance management framework where appraisal and promotion are solely competency-based.

None of our employees are part of a union nor initiated any collective bargaining process. The Company, however, encourages open communications and ensures that employees are given the opportunity to openly raise their concerns without fear of repercussions through the HR Hour as stated in the Company's open-door policy. All discussions or any concerns are directed to the Human Resources and functional heads which, in turn, review and assess concerns and issues raised. The HR Hour complies with the Code of Conduct and Labor Code in ensuring employee concerns are acknowledged and acted upon with due diligence. We believe this practice reinforces a healthy work environment and improves management-employee relations.

Risks Identified

While the company has taken initial steps to benchmark its current compensation and benefits package with its peers in the industry, we recognize that attrition rate may still rise primarily due to better employment opportunities and other various factors or circumstances that we may or may not have control over. Attrition increases the cost for the company to hire and train new recruits. It is for this reason that the Company strives to continuously update, revise and amend its existing level of remuneration.

In normal situations, the Company follows the ISO Standard on the turnover period given to technical and non-technical employees. Technical employees are given 45 days while non-technical should complete the turnover within 30 days. For operational changes affecting business units, we provide a minimum of two to three weeks in disseminating the changes to employees concerned for proper implementation.

Opportunities Identified

We believe that hiring, training and retaining the best talents are valuable to the Company's achievement of its overall long-term goal. It is important to ensure that we have the right people

with the right set of skills to fulfill the many roles in the organization.

Although employee attrition will always be an unwanted cost, especially those unexpected vacancies caused by employees who are absent without leave (AWOL) and failing to undergo the proper separation process and work turnover, we believe a healthy turnover will create an opportunity to hire more competent or capable candidates. Thus, we have taken steps to improve our training and development, by introducing various technical and non-technical seminars and training, increased mentorship and guidance by managers, and periodical review of our total compensation and benefits package.

All our human resource practices and operations are aligned to the Labor Code of the Philippines and other provisions set by the Bureau of Working Conditions (BWC) under DOLE. As we commit to expand work opportunities, we continue to review and audit company policies and activities in order to identify process improvements to further enhance our human resource management.

Employee Training and Development

Disclosure	Quantity	Units
Total training hours provided to employees		
a. Female employees	173	Hours
b. Male employees	158	Hours
Average training hours provided to employees		
a. Female employees	5.41	hours/employee
b. Male employees	4.94	hours/employee

EMPLOYEE TRAINING AND DEVELOPMENT
Impacts Identified and DMWAI's Involvement

To match our growth aspirations, the Company provides training and development programs targeted towards upgrading of knowledge, skills, and abilities. In addition to company-led programs, employees are also encouraged to pursue continuing education that appropriately addresses their professional development.

Functional and leadership trainings and modules are regularly evaluated to confirm efficacy in producing significant improvements in employees' performance. For the year 2019, assessment shows an average of one (1) level improvement on employees' skills, including construction project management, contract management, emotional intelligence, among others.

Risks Identified

There is a possibility of having employees who lack in-depth knowledge or competencies to perform their function in the standards required. To manage such risk, the Human Resources Department monitors employees' performance and their expected competencies based on the

scope of work. The department presents this through an Employees Skills Inventory Manual that becomes the basis for the Annual Training Plan. The manual enables the department to identify employees who need further training to improve their productivity in their respective disciplines.

Opportunities Identified

DMWAI strives to build a corporate culture anchored in our core values. This means we will continue to support our employees in accessing valuable training programs, whether offered internally and externally, which can improve competencies and develop leadership.

One of the opportunities we have in this area is to maximize our awareness campaign so that employees are informed of all the available trainings that they can take advantage of. For example, we plan to regularly provide information on available modules and schedules. For functional and leadership trainings, program details will be disseminated through functional heads who are expected to enroll their employees. For ad hoc trainings, posters will be communicated through email and employees can enroll themselves through online registration. We have begun this practice in 2019 and we intend to intensify our efforts to communicate consistently throughout the organization.

Workplace Conditions, Labor Standards, and Human Rights

Occupational Health and Safety

Disclosure	Quantity	Units
Safe Man-Hours	243,088*	Man-hours
No. of work-related injuries	0	#
No. of work-related fatalities	0	#
No. of work-related ill-health	0	#
No. of safety drills	once a year per building	#

**Computed based on operation from January to December 2019*

OCCUPATIONAL HEALTH AND SAFETY

Impacts Identified and DMWAI's Involvement

We understand that non-observance of occupational and health standards may bring reputational damage, legal liability and financial impact to the Company. Further, our employee engagement, retention and productivity may be hampered by untoward work-related incidents. With this in mind, we have taken immediate and effective measures to secure that existing guidelines are observed and implemented across our projects. As a consequence, there were no cases of work-related injuries, fatalities, and ill-health recorded in 2019. This is attributed to our strict implementation of our Safety policies.

Examples of our standard policies that promote employee health and safety in the workplace include Drug, Alcohol and Smoke Free Working Environment, Hepatitis B, HIV AIDS, Tuberculosis and Sexual Harassment policies. We also instituted toolbox meetings in construction sites every Monday to ensure that everyone on the project site knows how to protect themselves and their coworkers.

We also have a formalized Joint Safety and Health Committee which has two (2) functions: (a) Safety Organization and (b) a team of Medical Professionals. The Safety Organization is present in all properties and acts as the first emergency response units in cases of emergency. Meanwhile, the team of Medical Professionals serves as an on-site health care provider to all employees of the Company, Technical Safety Management Team, and Specialized Groups. The latter is in-charge of advance medical and emergency response, risk reduction and disaster preparedness, ambulatory services and other technical directions and policies of the whole Joint Safety and Health Organization. In sum, the Committee is required to participate in any discussions and to enforce all health and safety programs catered to all employees.

Risks Identified

Many construction activities may expose workers to a variety of potential safety hazards including but not limited to working at height or with heavy equipment, noise and dust, and adverse weather conditions. This is why our more than 50-year track record and expertise in land reclamation and construction is a testament that health and safety is our priority. We hold ourselves to the highest applicable safety standards and ensure all of our personnel, and require all of our sub-contractors' personnel, to comply with such safety standards through consistent training, supervision and monitoring.

In all our properties, from construction sites to high rise buildings, the Safety Organization composed of Division Chairs, safety officers, and certified first aiders, can be reliably relied on to respond and address any emergency occurrences.

Division Chairs are also responsible for providing annual safety reports to the Joint Safety and Health Committee. Any hazards identified are managed immediately, risk assessment results are addressed, and all incidents are attended and/or resolved within 24 to 48 hours. The safety reports are patterned after the format regulated by DOLE and Occupational Safety and Health (OHS) standards. These are available for any external and internal audit.

Additionally, we send employees and workers in trainings to further their knowledge on safety protocols. For example, we hosted a training by the Philippine Red Cross on Basic Life Support, including the use of Automated External Defibrillation (BLS AED) in 2019. The Company now has 14 accredited first aiders to help keep our workplace safe for all.

Opportunities Identified

Prevention is the key to a good OHS program. With a view to promote safe and secure working environments, DMWAI plans to hold trainings and safety orientations on preventive measures in all project sites which will be organized for all Safety Officer 3 personnel.

In the corporate office, we are reviewing the recommendations based on the annual review of our safety policies to further improve existing practices and protocols, including hiring a retainer doctor in the corporate office. Due to the recent pandemic, the Company considers the opportunity to further protect the health of the employees as based on the provisions of DOLE.

*Labor Laws and Human Rights**

Disclosure	Quantity	Units
No. of legal actions or employee grievances involving forced or child labor	0	#

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If Yes, cite reference in the company policy
Forced labor	Y	Labor Code, Code of Conduct
Child labor	Y	Labor Code, Code of Conduct
Human Rights	Y	Labor Code, Code of Conduct

* These topics are expressly provided for under the Philippine Labor Code and other pertinent laws, deemed written automatically in every employment contract, which the Company endures are complied with in all of its operations.

LABOR LAWS AND HUMAN RIGHTS

Impacts Identified and DMWAI's Involvement

We uphold labor standards across our operations, adhering to applicable labor laws and employment regulations including anti-discrimination, anti-forced labor, and anti-child labor which our Company policies and Code of Conduct are aligned with.

Risks Identified

No significant risks identified for 2019 as our human resource practices are in compliance with all pertinent laws and regulations of the Republic of the Philippines.

Opportunities Identified

We support the principles of human rights and believe in the wisdom of the Philippine Constitution

as further reinforced in the different labor laws of the Philippines. In line with this, the Company's Code of Business Conduct and Ethics is being drafted and is anchored to the said laws, and in accordance with good corporate governance, and will be made available in 2020.

Supply Chain Management

At present, the Company does not have a supplier accreditation policy yet. Instead, we require prospective suppliers to submit necessary documents as our basis for the selection. We evaluate suppliers based on the quality of their products and services and the competitiveness of the prices. We also require them to submit all necessary documents i.e. Company Profile, Mayor's Permit, SEC Registration, DTI Certificate of Registration, BIR Registration, Articles of Incorporation, latest audited financial statements, and latest Income Tax Return (ITR) to ensure of their legality to operate.

Relationship with Community

Significant Impacts on Local Communities

The key stakeholders who are part of our community are the people who travel to work daily in ASEANA City, the residents, and the visitors of the recreational and entertainment developments within the City. As part of our community engagement, it part of our responsibility to provide them affordable, accessible and sustainable transport system.

The Company, through Aseana City Transport and Travel Corporation, operates public utility transport services that improves accessibility and interconnectivity within and outside Aseana City. Our eco-jeepneys are airconditioned and fully powered by LPG, an effective alternative automotive fuel that releases lower carbon emission than those of diesel and gasoline. This is aligned with the vision of building Aseana City as an interconnected space that promotes minimal use of energy and produce less pollution in all forms. Our eco-jeepneys catered to around 200 daily passengers in 2019 for a minimal fee.

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable)*	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for the community	Mitigating measures (if negative) or enhancement measures (if positive)
N/A	N/A	N/A	N/A	N/A	N/A

**Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

For operations that are affecting IPs, indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available: **N/A**

Certificates	Quantity	Units
FPIC process is still undergoing	N/A	#
CP secured	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
No significant impacts as it is deemed not applicable on our business operations.	
What are the Risk/s Identified?	Management Approach
No significant risks as it is deemed not applicable on our business operations.	
What are the Opportunity/ies Identified?	Management Approach
No significant opportunities as it is deemed not applicable on our business operations.	

Customer Management

Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
Customer satisfaction	No measurement in place yet.	N/A

CUSTOMER SATISFACTION
Impacts Identified and DMWAI's Involvement

We want to deliver quality products and services based on a detailed understanding of our customers' needs because we believe that it is essential for the overall achievement of the Company's short and long-term goals. We understand that unmet customer concerns may pose reputational, legal, and financial impact to the Company as a relatively new player in the real estate development industry.

We consider our brand and reputation as a leading contractor and developer in the Philippines to be one of our most important assets. With over 50-year operating history, the strength of our brand is based on our long-standing reputation in land reclamation and infrastructure construction as well as expertise in project management and high quality service.

At present, issues raised by customers are addressed by studying and understanding fully the context of their concerns. If deemed valid and achievable, we negotiate with the concerned customer. For queries, our Marketing Department ensures two to three days turnaround time on items that are easy to complete such as replying to Letter of Intent from clients and answering requests for a joint survey. For more complex items, which most, if not all, require coordination with other departments, such as getting approval for additional floor area ratio, and following up for approval of plans, we allow three to five days turnaround time. If the request or concern is deemed not achievable, we inform and work with the client to have a feasible solution.

Risks Identified

The principal competitive factors affecting the property development industry include the location of the developments, the quality, workmanship and variety of designs, the sales and marketing strategies adopted by the developers, branding and the after-sale property management services.

As we strengthen our brand, any construction failures, design flaws, project delays and quality control issues in our real estate, construction and reclamation projects may negatively affect our reputation. Further, we are exposed to risks such as litigation, labor disputes, operational failures, regulatory investigations, negative publicity, founded or unfounded which may hurt our brand and reputation.

To address these risks, we have taken steps to set-up a formal customer complaint channel early in 2020.

Opportunities Identified

The Philippine real estate market is constantly evolving and so does the Company. We are well-positioned to capture business opportunities from increased economic activity in the country and attractive industry growth trends.

At present, majority of our tenants in our commercial building leases are BPOs, POGOs and recreational-related businesses, logistics companies and other traditional occupiers. These sectors of the economy have enjoyed robust growth in recent years and are projected to grow further. In this regard, we continue to pattern our strategies as we target these industries for our commercial developments. Moreover, we conduct regular market study and research to keep abreast with the latest market trends and design concepts.

Health and Safety

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*	No formal data for 2019	#
No. of complaints addressed		#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

HEALTH AND SAFETY

Impacts Identified and DMWAI's Involvement

We understand that addressing the health and safety concerns raised by our customers directly impacts their satisfaction. Our clients usually send us emails, letters or request for meetings for any concerns they have. Working with those records, which are continuously updated, allows us to better help them with their needs and requirements. For 2019, the usual concerns were on facilities maintenance, mobile network coverage and complaints against other tenants.

Over the course of the year, we were involved in the following actions to resolve the said customer pain points:

- a. Monitoring of building maintenance and coordination with contractors to address concerns
- b. Coordination with telecommunication companies to boost the mobile network coverage
- c. Monitoring of tenants who have been reported for security and sanitary issues. For instance, the Property Administration issued citations for violations on premises and imposed corresponding penalties. Moreover, the Building Administration adopted more stringent entry requirements involving stricter inspection of company identification cards and belongings. Such efforts sent a clear message to the concerned tenants and established the standard of behavior expected in the community.

The Company provided additional phone lines where clients will have convenient and faster means to reach us, including landline **8-854-5711 loc. 143** and mobile **0917 578 2499**.

Risks Identified

Any defects in the quality of our construction work and properties may have a negative impact to our reputation, business, financial condition, and results of operation.

The Company invests in a comprehensive management and supervision system to have efficient oversight and control over every stage of the project's development. We also impose stringent guidelines in maintaining the overall design quality and environment of Aseana City. For example, businesses that are industrial in nature, create too much pollution, or are non-urban uses are not permitted.

The Company also has a designated estate operations team in maintaining the quality of common areas and facilities such as roads, parks and landscape grounds. Further, we partner with third-party contractors for services such as landscaping and security, to ensure professional and committed resources for our development.

Opportunities Identified

It is the nature of the construction business to remain in a constant state of readiness when it comes to ensuring the safety of property users. As a brand that cares for its customers, there is a quality of care that it maintains.

This quality of care includes inspections that are conducted before turning over the units to our clients to ensure quality and timely delivery. In post-delivery, our estate officer and utilities manager work together with the outsourced property manager in attending to our tenants' needs. Additionally, they conduct preventive check and maintenance of all facilities and equipment used in all business lines and properties to minimize the likelihood of identified risks to occur.

Marketing and labelling

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labelling*	No formal data for 2019	#
No. of complaints addressed		#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

MARKETING AND LABELLING
Impacts Identified and DMWAI's Involvement

We adopt a standardized branding and marketing strategy for ads, slogans, and other public materials which enabled us to uniformly promote the concept of living in Aseana City and, most importantly, positively impacts our brand image. We maximize our marketing efforts using print media and social media.

Prior to the distribution of marketing materials, the sales, leasing and marketing department, in coordination with the project development team, takes charge in performing market analysis to identify the target customer base. This helps determine advertising and sales plans for a particular property development and for a phase of the sales cycle.

Risks Identified

The fierce competition in the Philippine real estate market presents risks of limiting the success of our marketing efforts. An increase in the number of competing properties by developers in close proximity, such as SM Development Corporation, Filinvest Land Inc., Megaworld Corp., and Federal Land Incorporated, all of which operate in the Manila Bay area, could increase competition for purchasers and tenants, and force us to reduce rent or sale prices or incur additional costs to make our properties more attractive.

A number of proposed reclamation projects in the Manila Bay area, which are at early stages of approval, may increase the supply of nearby land and could affect the value of our properties. Moreover, competition among real estate developers may result in an increase in costs or a shortage of raw materials, an oversupply of properties, an inability to sell such properties, or an increase in administrative costs for hiring or retaining qualified personnel, any of which may adversely affect our business, financial condition and results of operations.

Opportunities Identified

Entering new market segments present opportunities for DMWAI. But given that the residential property development market in the Philippines is highly competitive, the Company has entered this market with open eyes and heightened alertness for risks, expenses and challenges that typically face new entrants.

Compared to our other lines of business, there are limited historical financial results with respect to our residential development operations, which investors can use to make an evaluation of this new business line and its prospects. Venturing into this new business segment, we have deepened our understanding of the market through performing competitive analysis and conducting a detailed review of the current trends in this segment.

Our first residential development is Pixel Residences, which commenced construction in November 2017 and was completed in October 2019. We began pre-selling units in Pixel Residences in July 2016 and sold out the units by June 2017. We have two additional residential projects in our project pipeline.

Customer privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*	No formal data for 2019	#
No. of complaints addressed		#
No. of customers, users and account holders whose information is used for secondary purposes		#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	No formal data for 2019	#

CUSTOMER PRIVACY AND DATA SECURITY

Impacts Identified and DMWAI's Involvement

We value the privacy of the information that our customers share with us knowing that they have put their trust and confidence in us to keep their personal information safe. As such, we adhere to the Data Privacy Act and the guidelines set upon the regulation. We have a Data Privacy Officer (DPO) who oversees all operations and addresses concerns on data privacy and security. Additionally, through our contracts, we provide our customers an assurance of their privacy as stated in the Confidentiality Clause.

The Company invests in security data security controls such as implementation of active directory, latest antivirus program and deployment of industry standard firewall. Our local IT teams conduct daily monitoring of firewall, system availability and connectivity logs which are being reported and reviewed by the IT Manager.

Risks Identified

Hacking, internal sabotage and social engineering is a continuous threat to data security. In preventing these risks, we carry out an overall assessment of the Company's system security and formulate necessary contingencies.

In the event of a violation, DMWAI follows due process in resolving the issue. We inform the concerned customer on the cause of the issue, investigate and update the customer on the results of the investigation.

Opportunities Identified

The Company will be drafting its Data Privacy Manual to further streamline data privacy measures in our current IT management systems. It also considers conducting regular data security information drive to teach end users how to handle, store and secure customer data. This is to establish a concrete roadmap for further improving the data security of the organization. Additionally, we intend to designate a Document Controller to safeguard the access of documents within and outside the department.

UN SUSTAINABLE DEVELOPMENT GOALS

Product or Service Contribution to UN SDGs

Key products and services and its contribution to sustainable development.

Construction

8 DECENT WORK AND ECONOMIC GROWTH



Since 1965, we have reclaimed more than 2.4 million square meters of land and completed over 140 construction and infrastructure projects including large, complex government developments throughout the Philippines. Our established track record in land reclamation and construction equip us with ready-to-use, easily deployed capabilities and expertise, as well as in-house resources and personnel for our own real estate projects and our implementation of Aseana City's master plan.

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE



Construction as well as real estate development is a long and complicated process generally requiring large amounts of capital and involving numerous parties, including material suppliers, contractors, and other service providers. Reflecting these factors, approximately P2.8 billion was distributed to our subcontractors and suppliers, and 99% of our procurement budget was spent on local suppliers in 2019.

12 RESPONSIBLE CONSUMPTION AND PRODUCTION



17 PARTNERSHIPS FOR THE GOALS



Potential Negative Impact of Contribution

We acknowledge the potential negative impacts of our construction activities to the environment, as most works require significant amount of energy, in the form of fuel and electricity, as well as water that may contribute to many forms of pollution. We may also increase wastes generated that are mostly transported to landfills.

What We Do to Minimize Potential Negative Impact

Air Pollution. Source Emission Tests (SETs) are being conducted once a year, according to the date specified in the Permit to Operate (PTO) issued by DENR which measures the compliance with emission limits set by DENR. Additionally, all facilities and equipment undergo maintenance to determine if their operations pass the local emission standard parameters.

Wastes. Feasibility of building a Materials Recovery Facility (MRF) is currently being studied as means for diverting solid wastes from landfills. This may also encourage for proper segregation of wastes in all properties and project sites.

Leasing / Residential

8 DECENT WORK AND ECONOMIC GROWTH



Located along the coastal waters of Manila Bay bordering the City of Pasay and the City of Parañaque, Aseana City is our development project with an approximate total land area of 107 hectares including our existing land holdings. It is positioned to become the next major mixed-use central business district in Metro Manila, anchored by tourism, recreational developments and retail malls.

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE



We entered the real estate development business relatively recently, in 2009. Over the years, we have focused on strengthening our recurring income sources to provide us with higher earnings visibility. These include leasing from land, building and other revenues related to rentals. Our commercial property developments are primarily office buildings targeted at traditional companies, outsourcing and offshore gaming firms, logistics and tourism-related companies.

11 SUSTAINABLE CITIES AND COMMUNITIES



In 2016, we engaged into the residential property market for the first time. The success of our first residential development, Pixel Residences, demonstrates customers' growing confidence in our ability to deliver quality residential products. With the increased activity in the Manila Bay area arising from major high-end integrated casinos as well as local and foreign nationals who are working for gaming and hospitality outlets in the area, we are complementing the speed of development with residential products in the mid- and upper-income categories.

Our customers seek out self-contained communities where residences, office buildings and facilities, retail outlets and even schools are located in close proximity to one another to facilitate access by residents and workers. They want to live in a walkable and well-connected progressive community. They look for a combination of public spaces, innovative entertainment and retail concepts and an environment that is both pedestrian-friendly and transit-oriented.

Potential Negative Impact of Contribution

As Aseana City continues to develop into a vibrant central business district, it will attract more residents and workers, as well as leisure and tourist traffic in the area. And it will increase the demand for residential and commercial developments which require natural resources and input materials, thereby increasing our environmental impacts.

What We Do to Minimize Potential Negative Impact

Examples of our approaches to sustainability challenges include conversion from fluorescent to LED lighting, maintaining our eco-friendly LPG-powered jeepneys for our community, and utilization of double-glazed curtain wall and variable refrigerant flow air-conditioning, installation of dual piping system, and cross ventilation in residential hallways. These solutions not only help us manage our carbon footprint, it also provides financial and environmental benefits to the users of our properties as using these technologies means improved comfort, and savings on electricity and water. Moving forward, we are studying the feasibility of additional energy-saving and water-recycling technologies for our other properties.

COVER SHEET

SEC Registration Number

						2	6	9	8	6
--	--	--	--	--	--	---	---	---	---	---

Company Name

D	.	M	.		W	E	N	C	E	S	L	A	O		&		A	S	S	O	C	I	A	T	E	S	,		
I	N	C	O	R	P	O	R	A	T	E	D																		

Principal Office (No./Street/Barangay/City/Town/Province)

3	/	F		A	S	E	A	N	A	P	O	W	E	R	S	T	A	T	I	O	N		B	L	D	G	.		
D	.	M	A	C	A	P	A	G	A	L		B	L	V	D	.		C	O	R	.		B	R	A	D	C	O	
A	V	E	.	,		A	S	E	A	N	A		C	I	T	Y	,		P	A	R	A	N	A	Q	U	E		
C	I	T	Y																										

Form Type

1	7	-	Q	
---	---	---	---	--

Department requiring the report

--	--	--	--

Secondary License Type, If Applicable

--	--	--	--

COMPANY INFORMATION

Company's Email Address

iro@dmwai.com

Company's Telephone Number/s

8854 - 5711

Mobile Number

--

No. of Stockholders

11

Annual Meeting
Month/Day

--

Fiscal Year
Month/Day

March 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

ATTY. HEHERSON M.

Email Address

--

Telephone Number/s

854 - 5711

Mobile Number

--

Contact Person's Address

--

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

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

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 **March 31, 2020**
2. Commission identification number **26986**
3. BIR Tax Identification No **000-846-618-000**
4. Exact name of issuer as specified in its charter **D.M. Wenceslao & Associates, Incorporated**
5. Province, country or other jurisdiction of incorporation or organization **Philippines**
6. Industry Classification Code (SEC Use Only)
7. Address of issuer's principal office and postal Code
3/F Aseana Powerstation Building D. Macapagal Blvd.
Cor. Bradco Ave., Aseana City, Parañaque City
8. Issuer's telephone number, including area code: **(632) 854-5711**
9. Former name, former address and former fiscal year, if changed since last report: **Not applicable**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

As of March 31, 2020

<u>Title of each class</u>	<u>Number of shares issued and outstanding and amount of debt outstanding</u>
Capital Stock, P1 par value	3,395,864,100

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

Yes ☒ No ☐

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Stock Exchange: **Philippine Stock Exchange**

Securities listed: **Common shares**

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections

26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes ☒ No ☐

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes ☒ No ☐

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
MARCH 31, 2020 AND DECEMBER 31, 2019
(Amounts in Philippine Pesos)

	Notes	March 31, 2020 (UNAUDITED)	December 31, 2019 (AUDITED)
<u>A S S E T S</u>			
CURRENT ASSETS			
Cash and cash equivalents	7	P 6,517,323,343	P 5,211,402,211
Receivables - net	8	2,463,169,257	2,176,743,945
Contract asset		172,794,394	54,191,980
Land and land development costs	10	2,025,326,287	2,012,493,650
Property development costs	9	1,003,851,858	1,168,060,707
Other current assets	11	<u>1,324,041,082</u>	<u>2,886,384,807</u>
Total Current Assets		<u>13,506,506,221</u>	<u>13,509,277,300</u>
NON-CURRENT ASSETS			
Receivables	8	3,388,934,389	3,209,017,185
Contract Asset		194,820,970	194,820,970
Investments in associates and joint ventures	12	69,622,446	61,871,150
Property and equipment - net	13	428,940,204	442,141,052
Investment properties - net	14	12,995,337,876	12,572,688,197
Deferred tax assets		162,237,876	170,935,989
Other non-current assets	16	<u>1,086,173,350</u>	<u>1,106,046,366</u>
Total Non-current Assets		<u>18,326,067,111</u>	<u>17,757,520,909</u>
TOTAL ASSETS		<u>P 31,832,573,332</u>	<u>P 31,266,798,209</u>

	Notes	March 31, 2020 (UNAUDITED)	December 31, 2019 (AUDITED)
<u>LIABILITIES AND EQUITY</u>			
CURRENT LIABILITIES			
Loans and borrowings	17	P 114,670,000	P 114,670,000
Trade and other payables	18	1,750,317,339	1,695,401,377
Contract liability		210,267,345	130,492,147
Advances from a co-joint venturer		1,000,000,000	1,000,000,000
Advances from related parties	23	4,353,038,959	4,351,734,322
Deposits and advances	19	1,019,672,527	1,097,274,022
Lease Liability		11,282,400	11,282,400
Total Current Liabilities		8,459,248,570	8,400,854,268
NON-CURRENT LIABILITIES			
Loans and borrowings	17	378,300,000	397,050,000
Estimated liability for land development costs		-	-
Contract Liability		424,242,984	424,242,984
Deposits and advances	19	466,525,204	452,607,619
Deferred tax liabilities		949,450,678	902,261,528
Lease Liability	15	153,379,113	153,101,312
Retirement benefit obligation		3,497,504	3,497,504
Total Non-current Liabilities		2,375,395,483	2,332,760,947
Total Liabilities		10,834,644,053	10,733,615,215
EQUITY			
Equity attributable to holders of the parent company			
Capital stock	26	3,395,864,100	3,395,864,100
Additional paid-in capital		6,964,649,807	6,964,649,807
Revaluation reserves - net		(8,143,620)	(8,143,620)
Other Reserves		(275,974,845)	(275,974,845)
Retained earnings		10,355,717,290	9,910,340,671
Total equity attributable to holders of the parent company		20,432,112,732	19,986,736,113
Noncontrolling interest		565,816,547	546,446,881
Total Equity		20,997,929,279	20,533,182,994
TOTAL LIABILITIES AND EQUITY		P 31,832,573,332	P 31,266,798,209

See Notes to Consolidated Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE PERIODS ENDED MARCH 31, 2020 AND 2019
(Amounts in Philippine Pesos)
(UNAUDITED)

	Notes	January 1 to March 31, 2020	January 1 to March 31, 2019
REVENUES			
Rentals:			
Land	14	P 256,409,458	P 255,243,279
Building	14	208,759,236	193,518,445
Other revenues		<u>47,512,606</u>	<u>45,112,440</u>
		512,681,300	493,874,164
Construction contracts		15,643,101	1,745,622
Sale of condominium units	9	<u>498,057,069</u>	<u>100,003,999</u>
		<u>1,026,381,470</u>	<u>595,623,785</u>
COSTS OF SERVICES AND SALES			
Rentals	20	63,396,566	62,331,563
Construction contracts	20	7,996,463	801,709
Sale of condominium units	9	<u>299,352,986</u>	<u>57,386,837</u>
		<u>370,746,015</u>	<u>120,520,109</u>
GROSS PROFIT		<u>655,635,455</u>	<u>475,103,676</u>
OTHER OPERATING INCOME (EXPENSES)			
General and administrative	22	(129,522,857)	(114,766,269)
Selling	22	(13,799,727)	(31,039,824)
Other Operating Income		<u>75,654,111</u>	<u>12,959,473</u>
		(<u>67,668,473</u>)	(<u>132,846,620</u>)
OPERATING PROFIT		<u>587,966,982</u>	<u>342,257,056</u>
OTHER INCOME (CHARGES)			
Finance costs	17, 21	(10,329,094)	(20,335,134)
Finance income	7, 21	25,467,213	71,922,068
Share in net losses of associates and joint ventures		7,751,297	4,282,567
Dividend Income		735,002	-
Other income	21	<u>-</u>	<u>300,000,000</u>
		<u>23,624,418</u>	<u>355,869,501</u>
PROFIT BEFORE TAX		611,591,400	698,126,557
TAX EXPENSE		<u>146,845,115</u>	<u>186,926,436</u>
NET PROFIT		<u>P 464,746,285</u>	<u>P 511,200,121</u>
Net profit attributable to:			
Equity holders of the parent company		P 445,376,619	P 507,094,028
Noncontrolling interest		<u>19,369,666</u>	<u>4,106,093</u>
		<u>P 464,746,285</u>	<u>P 511,200,121</u>
Earnings Per Share - Basic and Diluted	25	<u>P 0.13</u>	<u>P 0.15</u>

See Notes to Condensed Consolidated Interim Financial Statements.

- 4 -
D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIODS ENDED MARCH 31, 2020 AND 2019
(Amounts in Philippine Pesos)
(UNAUDITED)

Note	Attributable to Owners of the Parent Company								Noncontrolling Interest	Total Equity									
	Capital Stock	Additional Paid-in Capital	Revaluation Reserves - Net	Other Reserves	Retained Earnings		Total												
					Unappropriated	Appropriated													
Balance at January 1, 2020	P	3,395,864,100	P	6,964,649,807	(P	8,143,620)	(P	275,974,845)	P	8,710,340,671	P	1,200,000,000	P	19,986,736,113	P	546,446,881	P	20,533,182,994	
Effect of change in ownership								-		-								-	
Cash dividends declared								-		-								-	
Total comprehensive income for the period								445,376,619		-								464,746,285	
Balance at March 31, 2020	26	P	3,395,864,100	P	6,964,649,807	(P	8,143,620)	(P	275,974,845)	P	9,155,717,290	P	1,200,000,000	P	20,432,112,732	P	565,816,547	P	20,997,929,279
Balance at January 1, 2018			3,395,864,100		6,964,649,807	-	28,524,335	-	275,974,845		6,941,450,177		1,200,000,000		18,197,464,904		668,513,475		18,865,978,379
Issuances during the year	26		-		-		-		-	(	119,999,650)		-	(	119,999,650)		-	(P	119,999,650)
Total comprehensive income for the period											507,094,028		-		507,094,028		4,106,093		511,200,121
Balance at March 31, 2019	26	P	3,395,864,100	P	6,964,649,807	(P	28,524,335)	(P	275,974,845)	P	7,328,544,555	P	1,200,000,000	P	18,584,559,282	P	672,619,568	P	19,257,178,850

See Notes to Condensed Consolidated Interim Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2020 AND 2019
(Amounts in Philippine Pesos)
(UNAUDITED)

	Notes	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		P 611,591,400	P 698,126,558
Adjustments for:			
Depreciation and amortization	13,14	49,084,942	40,530,761
Finance costs	21	10,302,628	20,253,958
Interest income	21	(25,389,182)	(71,899,163)
Share in net losses (earnings) of associates and joint ventures		(7,751,296)	(4,282,567)
Unrealized foreign currency loss - net		(78,031)	(22,905)
Operating profit before working capital changes		637,760,461	682,706,642
Increase in receivables		(449,752,510)	(169,770,913)
Increase in contract asset		(118,602,414)	(100,341,591)
Increase in land and land development costs		(12,832,637)	(11,063,119)
Decrease (increase) in property development costs		164,208,849	(73,868,490)
Decrease (increase) in other assets		1,582,216,741	(4,507,734)
Increase (decrease) in trade and other payables		(520,970,416)	76,460,024
Increase in contract liability		79,775,198	49,866,389
Increase (decrease) in deposits and advances		(63,683,910)	193,691,352
Decrease in retirement benefit obligation		-	(241,650)
Cash generated from operations		1,298,119,362	642,930,910
Cash paid for income taxes		484,928,526	(31,271,607)
Interest received		25,389,182	71,899,163
Net Cash From Operating Activities		1,808,437,070	683,558,466
CASH FLOWS FROM INVESTING ACTIVITIES			
Investment in short-term placements	11	-	1,400,000,000
Construction in progress and development costs of investment properties	10, 14	(449,863,682)	(435,910,336)
Additional advances to related parties	23	(16,590,006)	-
Acquisitions of property and equipment	13	(8,670,091)	(18,810,032)
Net Cash From Investing Activities		(475,123,779)	945,279,632
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividend paid	24	-	(119,999,650)
Repayments of interest-bearing loans and borrowings	17	(18,750,000)	(9,925,000)
Repayments of lease liabilities	15	(2,820,600)	-
Finance costs paid	21	(7,204,227)	(20,253,958)
Repayments of advances from related parties	23	1,304,637	400,542
Net Cash From (Used in) Financing Activities		(27,470,190)	(149,778,066)
Effect of Changes in Foreign Exchange Rate on Cash and Cash Equivalents	21	78,031	22,905
NET INCREASE IN CASH AND CASH EQUIVALENTS		1,305,921,132	1,479,082,937
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		5,211,402,211	7,549,219,648
CASH AND CASH EQUIVALENTS AT END OF PERIOD		P 6,517,323,343	P 9,028,302,585

See Notes to Consolidated Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
NOTES TO CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS
MARCH 31, 2020 AND 2019
(UNAUDITED)
(With Comparative Audited Figures as of December 31, 2019)
(Amounts in Philippine Pesos)

1. CORPORATE INFORMATION

1.1 Incorporation and Operations

D.M. Wenceslao & Associates, Incorporated (DMWAI or the Parent Company) was incorporated in the Philippines on April 7, 1965. DMWAI is presently engaged in the trade and business of general builders and contractors and related activities such as acting as specialty construction contractors, supervisors or managers in all cases of constructions, erections and works both public and private, real estate business and leasing.

On June 29, 2018, the Parent Company's shares of stock were listed at the Philippine Stock Exchange (PSE) (see Note 26).

DMWAI holds certain investments in entities that are either subsidiaries, associates or joint ventures and all are incorporated in the Philippines (see Notes 1.2 and 12).

DMWAI is a subsidiary of Wendel Holdings Co., Inc. (WHI or Ultimate Parent Company), a company incorporated and domiciled in the Philippines. WHI is presently engaged in raising investments either through borrowings, sale or lease of its capital assets. The effective percentage of ownership of WHI in DMWAI aggregates to 62.92% as of March 31, 2020 and December 31, 2019.

DMWAI's registered office is located at 3rd Floor Aseana Powerstation Building, D. Macapagal Blvd. cor. Bradco Ave. Aseana City, Parañaque City while its principal place of business is located at 15th Floor, Aseana 3 Bldg., D. Macapagal Blvd. cor. Asean Avenue, Aseana City, Parañaque City. The registered office of WHI, which is also its principal place of business, is at 306 E. Rodriguez Sr. Boulevard, Quezon City.

1.2 Subsidiaries, Associates and Joint Ventures

The Parent Company holds effective ownership interests in certain subsidiaries (together with the Parent Company, collectively hereinafter referred to as the "Group"), associates, and joint ventures, that are currently operating or are established to engage in businesses related to the main business of the Parent Company, in these consolidated financial statements.

As of March 31, 2020 and December 31, 2019, the following summarizes the effective percentage of ownership or interest of DMWAI over these entities:

Name of Subsidiaries/Associates/Joint Ventures	Explanatory Notes	Effective Percentage of Ownership	
		March 31, 2020	December 31, 2019
Subsidiaries:			
<i>Direct:</i>			
Aseana Residential Holdings Corp. (ARHC),	(a)	100.00%	100.00%
Aseana Holdings, Inc. (AHI)	(b)	99.98%	99.98%
Fabricom, Inc. (FI),	(c)	99.98%	99.98%
Fabricom Realty Development Corporation (FRDC)	(d)	62.20%	62.20%
R-1 Consortium, Inc. (R-1)	(e)	55.45%	55.45%
Alphaland Bay City Corporation (ABCC)	(f)	100.00%	100.00%
<i>Direct and Indirect:</i>			
Portal Holdings, Inc. (PHI)	(g)	100.00%	100.00%
Mandaue Land Consortium, Inc. (MLCI)	(h)	81.00%	81.00%
Aseana I.T. Plaza, Inc. (AITPI)	(i)	66.97%	66.97%
SHLP BBP Realty, Inc. (SBRI)	(j)	55.96%	55.96%
<i>Indirect:</i>			
58 Jupiter, Inc. (formerly Reine, Inc.) (58 Jupiter) – <i>Accounted for as Asset Acquisition</i>	(k)	100.00%	100.00%
Boracay International Airport & Dev’t Corp. (BIADC)	(l)	99.98%	99.98%
U-City Technologies Philippines, Inc. (UCTPI)	(m)	99.98%	99.98%
Aseana City Transport & Travel Corp. (ACTTC)	(n)	99.98%	99.98%
Aseana Gas Energy Corp. (AGEC)	(o)	99.98%	99.98%
Aseana Real Estate Services Management Corp. (ARESM)	(p)	95.98%	95.98%
Bay Area Holdings, Inc. (BAHI)	(q)	59.98%	59.98%
Aseana Resi Rent Corp. (ARRC)	(r)	99.98%	-
Associates:			
Alphaland Heavy Equipment, Corp. (AHEC)	(s)	50.00%	50.00%
European Resources and Technology, Inc. (ERTI)	(t)	42.00%	42.00%
Aseana CL, Beach and Marina Development Corporation (ACBMDC)	(u)	36.00%	36.00%
Aseana Ground Floor Holdings Corp. (AGFHC) (formerly Aseana Infra, Inc.)	(v)	29.92%	29.92%
Joint ventures:			
Bay Resources and Development Corporation (BRADCO)	(w)	50.00%	50.00%

Notes:

- (a) Established to purchase, acquire and own, hold, use, assign, transfer, mortgage, pledge, exchange or otherwise dispose of, subject to limitations imposed by law, real and personal property, including but not limited to, land, buildings, condominiums, shares of stock, bonds and other securities.
- (b) Established to engage in the business of owning, holding, exchanging, or otherwise disposing such items as real and personal properties, and securities such as stocks, bonds and to take part and assist in any legal matter for the purchase and sale of any securities as may be allowed by law without acting as or engaging in the business of an investment house, mutual fund or broker or dealer in securities.
- (c) Established to engage in the business of importation and marketing of heavy equipment, industrial equipment or any commercial products, which may be the object of commerce for the attainment of corporate objectives.
- (d) Established to engage in housing and real estate development and selling and engaging in other related activities.
- (e) Established to engage in general construction and other allied businesses including constructing, enlarging, repairing, removing, developing, or otherwise engaging in any work upon building roads, highways, manufacturing plants, bridges, airfields, piers, docks, mines, masonry and earth construction, and to make, execute, bid for and take or receive any contracts or assignment of contracts in relation thereto.
- (f) ABCC was established to own, use, improve, develop, subdivide, sell, exchange, lease and hold for investment or otherwise, real estate of all kinds, including buildings, houses, apartments and other structures.
- (g) DMWAI's effective interest is derived from its 40.00% direct ownership and 60.00% indirect holdings through ARHC. PHI was established to purchase, subscribe for, or otherwise acquire and own, hold, use, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property, including but not limited to, land, buildings, condominiums, shares of stock, bonds and other securities.
- (h) DMWAI's effective interest is derived from its 40.00% direct ownership and 41.00% indirect holdings through AHI and R-1 which own 30.00% and 20.00%, respectively. MLCI was established to engage in general realty and other allied businesses including owning, improving, subdividing, developing, reclaiming, enlarging, repairing, constructing, exchanging, leasing and holding investment or otherwise, real estate and lands of all kinds and any buildings, houses and other structures.
- (i) DMWAI's effective ownership interest is derived from its 41.98% direct ownership and 24.99% indirect holdings through PHI. AITPI was established to engage in the business of owning, using, improving, developing, selling, exchanging, leasing, and holding for investment or otherwise, real estate of all kinds, including building houses, apartments and other structures, and related activities.
- (j) DMWAI's effective ownership is derived from its 29.98% direct ownership and 25.98% indirect holdings through AHI, BAHI and PHI which each owns 9.99% of SBRI. SBRI was established to engage in real estate development and engaging in other related activities.
- (k) 58 Jupiter was acquired in 2017 and indirectly owned through AHI; established to acquire by purchase, lease, donation, or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop, and hold for investment or otherwise, real estate of all kinds, whether improve, manage or otherwise dispose of buildings, houses, apartments, and other structures of whatever kind, together with their appurtenances.
- (l) Indirectly owned through AHI; established to build an international airport in Boracay, Municipality of Malay and/ or Carabao Island, San Jose, Romblon, Philippines.
- (m) Indirectly owned through AHI; established to install and provide electronic security apparatus and products to industrial, commercial and other establishments whether public or private for the purpose of securing or protecting properties and other related services. In 2016, AHI acquired through cash consideration the entire 40.00% minority interest of the other stockholder resulting in 100.00% direct ownership by AHI in UCTPI,
- (n) Indirectly owned through AHI; established to engage in the business of transportation of passengers by means of public utility vehicles for the general public and to lease out or rent its public utility vehicles for special trips.
- (o) Indirectly owned through AHI; established to engage in, conduct and carry on the business of buying, selling, distributing, marketing of liquefied petroleum gas and other fuel products at wholesale or retail and to construct a reticulation network in strategically located tank to enable safe and sufficient distribution of piped gas to end users in Aseana City.
- (p) Indirectly owned through AHI; established to acquire and manage properties such as commercial, residential, office condominium and industrial real estate.
- (q) Indirectly owned through FI; established to purchase, acquire, or otherwise own and hold, use, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, real and personal property, including land, buildings, condominiums and engaging in other related activities.
- (r) Established to engage in realty business

- (s) Indirectly owned through FI; established to purchase, import, or otherwise acquire, lease, sell, distribute, market, convey or otherwise dispose heavy equipment, machinery and related implements. As of March 31, 2020, AHEC is currently in the process of liquidation.
- (t) Established to engage in collecting, segregating, recycling, composting, filling, disposing, treating or otherwise managing household, industrial and other kinds of garbage for local, or other government units and private persons and firms as well as extended guidance and education for proper waste management.
- (u) DMWAP's effective interest is derived from its 10.00% direct ownership and 26.00% indirect holdings through AHI. ACBMDC was established to engage in real estate business with marinas, cruise liner facilities and beach resorts in all its aspects; to acquire, rent or otherwise deal in and dispose of all kinds of real estate objects, involving commercial, industrial, urban, residential or other kinds of real property.
- (v) Established to purchase, acquire, own, lease except financial leasing, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.
- (w) BRADCO was established to acquire, develop and market real estate properties.

As of March 31, 2020, FRDC, R-1, MLCI, AITPI, SBRI, BIADC, AGECE, ACBMDC, ARRC, AGFHC and ABCC have not yet started commercial operations.

1.3 Approval of Condensed Consolidated Interim Financial Statements

The condensed consolidated interim financial statements of the Group as of and for the three months ended March 31, 2020 (including the comparatives as of December 31, 2019 and for the three months ended March 31, 2020) were approved and authorized for issue by the Parent Company's Chief Executive Officer (CEO) on May 14, 2020.

2. BASIS OF PREPARATION OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

2.1 Basis of Preparation of Interim Condensed Consolidated Interim Financial Statements

The condensed consolidated interim financial statements have been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*. This condensed consolidated interim financial statements do not include all of the information required for annual consolidated financial statements, and should be read in conjunction with the annual consolidated financial statements of the Group as of and for the year ended December 31, 2019, which have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS are adopted by the Financial Reporting Standards Council from the pronouncements issued by the International Accounting Standards Board, and approved by the Philippine Board of Accountancy.

This condensed consolidated interim financial statements are presented in Philippine pesos, the Group's functional and presentation currency, and all values represent absolute amounts except when otherwise indicated.

2.2 Adoption of New and Amended PFRS

The Group's accounting policies adopted in the preparation of these condensed consolidated interim financial statements are consistent with those applied in the preparation of the Group's annual consolidated financial statements as of and for the year ended December 31, 2019 and the corresponding interim reporting period, except for the following amendments which the Company has adopted starting January 1, 2019. These

new PFRSs and amendments did not have significant impact on the Group's condensed consolidated interim financial statements.

- (i) PAS 1 (Amendments), *Presentation of Financial Statements* and PAS 8 (Amendments), *Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Material* (effective from January 1, 2020). The amendments provide a clearer definition of ‘material’ in PAS 1 by including the concept of ‘obscuring’ material information with immaterial information as part of the new definition, and clarifying the assessment threshold (i.e., misstatement of information is material if it could reasonably be expected to influence decisions made by primary users, which consider the characteristic of those users as well as the entity’s own circumstances). The definition of material in PAS 8 has been accordingly replaced by reference to the new definition in PAS 1. In addition, amendment has also been made in other Standards that contain definition of material or refer to the term ‘material’ to ensure consistency.
- (ii) Revised Conceptual Framework for Financial Reporting (effective from January 1, 2020). The revised conceptual framework will be used in standard-setting decisions with immediate effect. Key changes include (a) increasing the prominence of stewardship in the objective of financial reporting, (b) reinstating prudence as a component of neutrality, (c) defining a reporting entity, which may be a legal entity, or a portion of an entity, (d) revising the definitions of an asset and a liability, (e) removing the probability threshold for recognition and adding guidance on derecognition, (f) adding guidance on different measurement basis, and, (g) stating that profit or loss is the primary performance indicator and that, in principle, income and expenses in other comprehensive income should be recycled where this enhances the relevance or faithful representation of the financial statements.

No changes will be made to any of the current accounting standards. However, entities that rely on the framework in determining their accounting policies for transactions, events or conditions that are not otherwise dealt with under the accounting standards will need to apply the revised framework from January 1, 2020. These entities will need to consider whether their accounting policies are still appropriate under the revised framework.

- (iii) PFRS 10 (Amendments), *Consolidated Financial Statements*, and PAS 28 (Amendments), *Investments in Associates and Joint Ventures – Sale or Contribution of Assets Between an Investor and its Associates or Joint Venture* (effective date deferred indefinitely). The amendments to PFRS 10 require full recognition in the investor’s financial statements of gains or losses arising on the sale or contribution of assets that constitute a business as defined in PFRS 3, between an investor and its associate or joint venture. Accordingly, the partial recognition of gains or losses (i.e., to the extent of the unrelated investor’s interests in an associate or joint venture) only applies to those sale of contribution of assets that do not constitute a business. Corresponding amendments have been made to PAS 28 to reflect these changes. In addition, PAS 28 has been amended to clarify that when determining whether assets that are sold or contributed constitute a business, an entity shall consider whether the sale or contribution of those assets is part of multiple arrangements that should be accounted for as a single transaction.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The Group's consolidated financial statements prepared in accordance with PFRS require management to make judgments and estimates that affect the 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 differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied in the Group's last annual consolidated financial statements as of and for the year ended December 31, 2019.

4. SEGMENT REPORTING

4.1 *Business Segments*

The Group's operating businesses are recognized and managed separately according to the nature of services provided (primary segments) and the different markets served (secondary segments) with a segment representing a strategic business unit. The Group's business segments follow:

- (a) *Construction* – principally refers to general construction business which involves site development, earthworks, structural and civil works, masonry works, architectural finishes, electrical works, plumbing and sanitary works, fire protection works and mechanical works.
- (b) *Sale of Land and Condominium Units* – involve the development and sale of industrial and other parcels of land and residential condominium units.
- (c) *Rentals* – refers to leasing of real estate properties, including land and building and other structures.

The Group has not identified any segment based on geographical location (see Note 4.4).

4.2 *Segment Assets and Liabilities*

Segment assets are allocated based on their physical location and use or direct association with a specific segment and they include all operating assets used by a segment and consist principally of operating cash, receivables, contract asset, land and land development cost, property development costs, property and equipment, and investment properties. Similar to segment assets, segment liabilities are also allocated based on their use or direct association with a specific segment. Segment liabilities include all operating liabilities and consist principally of loans and borrowings, trade and other payables, contract liability and deposits and advances. Segment assets and liabilities do not include deferred taxes.

4.3 *Intersegment Transactions*

Segment revenues, expenses and performance include sales and purchases between business segments. Such sales and purchases are eliminated in consolidation.

4.4 Analysis of Segment Information

Segment information is analyzed as follows for the three months ended March 31, 2020 and 2019 (in thousands):

	<u>Rentals</u>		<u>Construction</u>		<u>Sale of Land and Condominium Units</u>		<u>Total</u>	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
REVENUES								
Sales to external customers	P 512,681	P 493,874	P 15,643	P 1,746	P 498,057	P 100,004	P 1,026,381	P 595,624
Intersegment sales	<u>47,412</u>	<u>46,673</u>	<u>84,210</u>	<u>207,347</u>	<u>-</u>	<u>-</u>	<u>131,622</u>	<u>254,020</u>
Total revenues	<u>560,093</u>	<u>540,547</u>	<u>99,853</u>	<u>209,093</u>	<u>498,057</u>	<u>100,004</u>	<u>1,158,003</u>	<u>849,644</u>
COSTS AND OTHER OPERATING EXPENSES								
Cost of sales and services excluding depreciation and amortization	35,850	34,842	7,964	802	299,353	57,387	343,167	93,031
Depreciation and amortization	27,546	27,264	33	-	-	-	27,579	27,264
Other expenses	<u>42,168</u>	<u>47,444</u>	<u>1,298</u>	<u>2,379</u>	<u>19,162</u>	<u>32,141</u>	<u>62,628</u>	<u>81,964</u>
	<u>105,564</u>	<u>109,550</u>	<u>9,295</u>	<u>3,181</u>	<u>318,515</u>	<u>89,528</u>	<u>433,374</u>	<u>202,259</u>
SEGMENT OPERATING PROFIT (LOSS)	<u>P 454,529</u>	<u>P 430,997</u>	<u>P 90,558</u>	<u>P 205,912</u>	<u>P 179,542</u>	<u>P 10,476</u>	<u>P 724,629</u>	<u>P 647,385</u>

Segment assets and liabilities are allocated to each segment as follows (in thousands):

	<u>Rentals</u>		<u>Construction</u>		<u>Sale of Land and Condominium Units</u>		<u>Total</u>	
	<u>Total Assets</u>	<u>Total Liabilities</u>	<u>Total Assets</u>	<u>Total Liabilities</u>	<u>Total Assets</u>	<u>Total Liabilities</u>	<u>Total Assets</u>	<u>Total Liabilities</u>
March 31, 2020	P 23,263,868	P 10,170,425	P 5,055,490	P 641,884	P 6,280,377	P 3,507,910	P 34,599,735	P 14,320,219
December 31, 2019	22,757,082	10,097,799	4,333,560	665,661	5,963,834	2,966,258	33,054,476	13,729,718

Currently, the Group's operation is concentrated in one location; hence, it has no geographical segment (see Note 4.1).

Rental revenues from a single lessee account for 17.88% and 31.93% of the consolidated revenues for the three months ended March 31, 2020 and 2019, respectively.

Rentals segment assets include certain real estate assets (i.e., parcels of land) held as investment properties for capital appreciation or future lease.

4.5 Reconciliations

The total segment balances presented for the Group's operating segments reconciled to the Group's consolidated balances as presented in the condensed interim consolidated financial statements are as follows (in thousands):

	March 31, 2020		March 31, 2019
	<u>(Unaudited)</u>		<u>(Unaudited)</u>
Revenues			
Total segment revenues	P 1,158,003	P	849,644
Elimination of intersegment revenues	(131,622)	(	254,020)
Revenues as reported in the condensed consolidated statements of comprehensive income	<u>P 1,026,381</u>	P	<u>595,624</u>
Profit or loss			
Segment operating profit	P 724,629	P	647,385
Elimination of intersegment revenues	(131,622)	(	254,020)
Other unallocated expenses	(5,040)	(	51,108)
Operating profit as reported in the condensed consolidated statements of comprehensive income	P 587,967	P	342,257
Finance costs	(10,251)	(	20,335)
Finance income	25,389		71,922
Share in net income of associates and joint ventures	7,751		4,283
Dividend income	735		-
Other unallocated income	<u>-</u>		<u>300,000</u>
Profit before tax as reported in the condensed consolidated statements of comprehensive income	<u>P 611,591</u>	P	<u>698,127</u>

	March 31, 2020 <u>(Unaudited)</u>	December 31, 2019 <u>(Audited)</u>
Assets		
Segment assets	P 34,599,735	P 33,054,476
Deferred tax assets – net	162,238	170,936
Other unallocated assets**	7,938,818	8,381,596
Elimination of intercompany accounts	(10,868,218)	(10,340,210)
Total assets reported in the condensed consolidated statements of financial position	<u>P 31,832,573</u>	<u>P 31,266,798</u>
Liabilities		
Segment liabilities	P 14,320,219	P 13,729,718
Deferred tax liabilities - net	949,451	902,262
Other unallocated liabilities**	1,436,619	1,434,478
Elimination of intercompany accounts	(5,871,645)	(5,332,843)
Total liabilities as reported in the condensed consolidated statements of financial position	<u>P 10,834,644</u>	<u>P 10,733,615</u>

***Other unallocated assets and liabilities mostly pertain to intercompany advances to and/or from related parties not eliminated in the consolidation.*

5. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to risk in relation to its operating, investing, and financial activities, and the business environment in which it operates. Generally, the Group's objectives in risk management are to ensure that it identifies, measures, monitors, and controls the various risks that arise from its business activities and that it adheres strictly to the policies, procedures, and control systems which are established to address these risks. In managing financial instruments, the Group is exposed to financial risk such as market risk (including foreign currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), liquidity risk and credit risk.

The condensed consolidated interim financial statements do not include all financial risk management information and disclosures required in the annual consolidated financial statements; hence, they should be read in conjunction with the Group's annual consolidated financial statements as of and for the year ended December 31, 2019.

There have been no significant changes in the risk management structure of the Group or in any risk management policies since the previous annual period.

6. FAIR VALUE MEASUREMENT AND DISCLOSURES

6.1 *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 has the following levels:

- 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 an 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 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.

6.2 *Financial Instruments Measurement at Fair Value*

The Group's financial assets at fair value through other comprehensive income (FVOCI) include proprietary golf club shares, which are categorized within Level 2 as their prices are not derived from market considered as active due to lack of trading activities among market participants at the end or close to the end of the reporting period. Moreover, equity security held in a private company is included in Level 3 since its market value is not quoted in an active market, hence, measured using the market approach by reference to the fair value of a comparable instrument adjusted for inputs (i.e., financial forecast of cash flows or profit or loss) internally developed by management to consider the differences in corporate profile and historical performance of the entity. As of March 31, 2020 and December 31, 2019, the Group's financial assets measured at FVOCI amounted to P75.9 million (see Note 16).

The Group has no financial liabilities measured at fair value as of March 31, 2020 and December 31, 2019.

There were neither transfers between Levels 1, 2 and 3 instruments in both periods.

6.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed

The tables below summarize the fair value hierarchy of the Group's financial assets and financial liabilities which are not measured at fair value in the condensed consolidated statements of financial position but for which fair value is required to be disclosed.

		March 31, 2020 (Unaudited)			
		Level 1	Level 2	Level 3	Total
Financial Assets					
Cash and cash equivalents		P 6,517,323,343	P -	P -	P 6,517,323,343
Short-term placement (presented as part of Other Current Assets)		410,000,000	-	-	410,000,000
Receivables – net		-	-	5,430,989,778	5,430,989,778
Contract asset				172,794,394	172,794,394
Refundable deposits (presented as part of Other Non-current Assets)		-	-	39,465,975	39,465,975
		<u>P 6,927,323,343</u>	<u>P -</u>	<u>P 5,643,250,147</u>	<u>P 12,570,573,490</u>
Financial Liabilities					
Loans and borrowings		P -	P -	P 457,825,961	P 457,825,961
Trade and other payables		-	-	678,183,676	678,183,676
Advances from and due to related parties		-	-	4,353,038,959	4,353,038,959
Advances from a co-joint venturer		-	-	1,000,000,000	1,000,000,000
Rental deposits		-	-	269,332,235	269,332,235
Construction bond		-	-	51,198,997	51,198,997
		<u>P -</u>	<u>P -</u>	<u>P 6,809,579,828</u>	<u>P 6,809,579,828</u>
		December 31, 2019 (Audited)			
		Level 1	Level 2	Level 3	Total
Financial Assets					
Cash and cash equivalents		P 5,211,402,211	P -	P -	P 5,211,402,211
Short-term placement (presented as part of Other Current Assets)		2,060,000,000	-	-	2,060,000,000
Receivables – net		-	-	5,276,558,087	5,276,558,087
Contract asset	10	-	-	249,012,950	249,012,950
Refundable deposits (presented as part of Other Non-current Assets)		-	-	47,362,548	47,362,548
		<u>P 7,271,402,211</u>	<u>P -</u>	<u>P 5,572,933,585</u>	<u>P 12,844,335,796</u>
Financial Liabilities					
Loans and borrowings	18	P -	P -	P 455,729,822	P 455,729,822
Trade and other payables	19	-	-	680,247,107	680,247,107
Advances from and due to related parties	26.2	-	-	4,351,734,322	4,351,734,322
Advances from a co-joint venturer	13.2	-	-	1,000,000,000	1,000,000,000
Rental deposits	20	-	-	263,430,553	263,430,553
Construction bond	20	-	-	51,053,388	51,053,388
		<u>P -</u>	<u>P -</u>	<u>P 6,802,195,192</u>	<u>P 6,802,195,192</u>

The fair values of financial assets and financial liabilities included in Level 3, which are not traded in an active market, are determined based on the expected cash flows of the underlying net asset or liability base of the instrument where the significant inputs required to determine the fair value of such instruments are not based on observable market data.

6.4 Fair Value Disclosures for Investment Properties Carried at Cost

The table below shows the levels within the hierarchy of non-financial assets that are not measured at fair value but for which fair values are disclosed as of March 31, 2020 and December 31, 2019.

	Note	Level 1	Level 2	Level 3	Total
<u>March 31, 2020 and December 31, 2019</u>					
Land	P	-	P 119,127,072,049	P -	P119,127,072,049
Buildings and improvements		-	-	4,352,561,244	4,352,561,244
Construction in progress		-	-	1,270,510,090	1,270,510,090
	14	<u>P -</u>	<u>P 119,127,072,049</u>	<u>P 5,623,071,334</u>	<u>P124,750,143,383</u>

The above fair value information is determined on the basis of the appraisals performed by an independent appraiser with appropriate qualifications and recent experience in the valuation of similar properties in the relevant locations. To some extent, the valuation process was conducted by the appraiser in discussion with the Group's management with respect to the determination of the inputs such as the size, age, and condition of the land and buildings, and the comparable prices in the corresponding property location. In estimating the fair value of these properties, management takes into account the market participant's ability to generate economic benefits by using the assets in their highest and best use. Based on management assessment, the best use of the Group's investment properties is their current use.

7. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Short-term placements	P 2,265,181,865	P 4,296,870,346
Cash on hand and in banks	<u>4,252,141,478</u>	<u>914,531,865</u>
	<u>P 6,517,323,343</u>	<u>P 5,211,402,211</u>

Cash in banks generally earn interest based on daily bank deposit rates. Short-term placements are made for varying periods of between 30 to 90 days and earn effective interest ranging from 3.20% to 4.02% during the three months ended March 31, 2020 and 4.68% to 5.40% during the three months ended March 31, 2019. Interest income from cash in banks and short-term placements amounting to P25.4 million and P71.9 million in 2020 and 2019 respectively, are included as part of Finance Income in the consolidated statements of profit or loss. (see Note 21.2).

8. RECEIVABLES

This account is composed of the following:

	Note	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Current:			
Rental receivables		P 529,334,121	P 541,494,152
Advances to:			
Related parties	23.1	761,241,361	744,651,354
Suppliers		421,113,868	109,203,043
Officers and employees		11,053,073	9,350,613
Contracts receivables		689,589,849	696,339,500
Retention receivables		105,456,794	107,793,640
Others		<u>40,884,355</u>	<u>63,415,807</u>
		2,558,673,421	2,272,248,109
Allowance for impairment		(95,504,164)	(95,504,164)
		<u>2,463,169,257</u>	<u>2,176,743,945</u>
Non-current:			
Rental receivables		<u>3,388,934,389</u>	<u>3,209,017,185</u>
		<u>P 5,852,103,646</u>	<u>P 5,385,761,130</u>

Receivables that are past due but not impaired as at the end of the three months reporting period are shown below:

	March 31, 2020	December 31, 2019
Not more than three months	P 106,717,197	P 150,050,714
More than three months but not more than one year	331,331,204	352,063,441
More than one year	<u>1,890,711,099</u>	<u>1,871,428,909</u>
	<u>P 2,328,759,499</u>	<u>P 2,373,543,064</u>

9. PROPERTY DEVELOPMENT COSTS AND REAL ESTATE TRANSACTIONS

The Group capitalized certain costs as property development costs representing properties under development and construction. Costs incurred comprise of actual costs of land, construction and related engineering, architectural and other consultancy fees related to the development of its residential condominium projects, "Pixel Residences" and "MidPark Towers", both located in Aseana City, 1702 Parañaque City, Metro Manila. It also includes certain parcels of land which will be developed for the Group's other residential projects.

The accumulated balance of Property Development Costs as presented in the condensed consolidated statements of financial position amounted to as follows:

	March 31, 2020	December 31, 2019
MidPark Residences	P 528,159,148	P 525,006,783
Raw Land	397,831,294	397,831,294
Pixel Residences	70,745,345	245,222,630
One Parq Suites	<u>7,116,071</u>	<u>-</u>
	<u>P 1,003,851,858</u>	<u>P 1,168,060,707</u>

Cost of condominium units sold amounted to P299.4 million and P57.4 million for the three months ended March 31, 2020 and 2019, respectively (see Note 20.3).

Percentage of completion of Pixel Residences as at March 31, 2020 and 2019 is 82.33% and 46.71%, respectively. Percentage of completion of MidPark Residences as at March 31, 2020 and 2019 is 13.42% and 11.82%, respectively.

10. LAND AND LAND DEVELOPMENT COSTS

This account pertains to the cost of land available for sale located in Aseana City, Parañaque City; Ciudad Nuevo Park, Cavite City; and Lunzuran Heights Subdivision, Zamboanga City with a total lot area of 238,009 square meters as of March 31, 2020 and December 31, 2019.

The analysis of the movements of the balance of Land and Land Development Costs is as follows:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Balance at beginning of period	P 2,012,493,650	P 2,162,209,345
Additions during the year	12,832,637	148,600,941
Reclassification	-	(231,572,755)
Sales during the period	<u>-</u>	<u>(66,743,881)</u>
Balance at end of period	<u>P 2,025,326,287</u>	<u>P 2,012,493,650</u>

Management has estimated that the net realizable value of Land and Land Development Costs is higher than its carrying value as of March 31, 2020 and December 31, 2019. As of March 31, 2020 and December 31, 2019, certain portion of the parcels of land owned by the Group with a total lot area of 2,777 and carrying amounts of P44.2 million, is used as collateral to secure certain peso denominated interest-bearing loans (see Note 17). The loans do not contain any restriction on the sale of the land except that the mortgage is annotated in the titles of the said properties.

11. OTHER CURRENT ASSETS

This account consists of the following:

	March 31, 2020 <u>(Unaudited)</u>	December 31, 2019 <u>(Audited)</u>
Short-term placement	P 410,000,000	P 2,060,000,000
Deferred input value-added tax (VAT)	406,339,444	403,429,605
Input VAT	270,780,464	218,067,900
Prepayments	139,357,851	114,751,348
Financial assets at FVTPL	48,206,870	48,206,870
Contract acquisition costs	33,056,434	32,934,611
Creditable withholding tax	<u>16,300,019</u>	<u>8,994,473</u>
	<u>P 1,324,041,082</u>	<u>P 2,886,384,807</u>

12. INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

This account consists of the following:

	<u>Notes</u>	March 31, 2020 <u>(Unaudited)</u>	December 31, 2019 <u>(Audited)</u>
Investments in:			
Associates	12.1	P 48,998,753	P 49,043,168
Joint ventures	12.2	<u>20,623,693</u>	<u>12,827,982</u>
		<u>69,622,446</u>	<u>P 61,871,150</u>

12.1 Investments in Associates

The movements in the carrying amount of investments in associates, which is accounted for under the equity method in the condensed consolidated financial statements of the Group, are shown below.

	March 31, 2020 <u>(Unaudited)</u>	December 31, 2019 <u>(Audited)</u>
Acquisition costs	<u>P 56,913,213</u>	<u>P 56,913,213</u>
Accumulated share in net losses:		
Balance at beginning of period	(7,870,045)	(7,744,653)
Share in net losses	<u>(44,415)</u>	<u>(125,392)</u>
Balance at end of period	<u>(7,914,460)</u>	<u>(7,870,045)</u>
	<u>P 48,998,753</u>	<u>P 49,043,168</u>

12.2 Investments in Joint Ventures

The Group's joint ventures only includes BRADCO. The movements in the carrying amount of investments in joint ventures, which is accounted for under the equity method in the condensed consolidated financial statements of the Group, are shown below.

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Acquisition costs	P 2,000,000	P 2,000,000
Accumulated share in net losses:		
Balance at beginning of period	10,827,982	4,665,905
Share in net gains (losses)	<u>7,795,711</u>	<u>6,162,077</u>
Balance at end of period	<u>18,623,693</u>	<u>10,827,982</u>
	<u>P 20,623,693</u>	<u>P 12,827,982</u>

13. PROPERTY AND EQUIPMENT

The gross carrying amounts and the accumulated depreciation and amortization of property and equipment at the beginning and end of the three months ended March 31, 2020 and the year ended December 31, 2019 are shown below.

	<u>Land</u>	<u>Land Improvements</u>	<u>Leasehold Improvements</u>	<u>Machinery and Construction Equipment</u>	<u>Transportation Equipment</u>	<u>Furniture and Office Equipment</u>	<u>Other Equipment</u>	<u>Building and Improvements</u>	<u>Total</u>
March 31, 2020									
Cost	P 9,291,800	P 4,034,354	P 37,831,686	P 471,172,704	P 52,052,629	P 158,282,460	P 14,244,402	P 239,649,209	P 986,559,244
Accumulated depreciation and amortization	<u>-</u>	<u>(2,972,510)</u>	<u>(28,002,903)</u>	<u>(399,599,575)</u>	<u>(38,165,197)</u>	<u>(56,855,273)</u>	<u>(14,049,891)</u>	<u>(17,973,691)</u>	<u>(557,619,040)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 1,061,844</u>	<u>P 9,828,783</u>	<u>P 71,573,129</u>	<u>P 13,887,432</u>	<u>P 101,427,187</u>	<u>P 194,511</u>	<u>P 221,675,518</u>	<u>P 428,940,204</u>
December 31, 2019									
Cost	P 9,291,800	P 4,034,354	P 37,831,686	P 467,104,401	P 48,127,629	P 157,605,672	P 14,244,402	P 239,649,209	P 977,889,153
Accumulated depreciation and amortization	<u>-</u>	<u>(2,906,319)</u>	<u>(26,344,443)</u>	<u>(389,301,114)</u>	<u>(37,472,421)</u>	<u>(49,708,981)</u>	<u>(14,038,209)</u>	<u>(15,976,614)</u>	<u>(535,748,101)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 1,128,035</u>	<u>P 11,487,243</u>	<u>P 77,803,287</u>	<u>P 10,655,208</u>	<u>P 107,896,691</u>	<u>P 206,193</u>	<u>P 223,672,595</u>	<u>P 442,141,052</u>
January 1, 2019									
Cost	P 9,291,800	P 4,034,354	P 36,447,238	P 437,985,422	P 44,372,629	P 37,711,745	P 14,244,402	P -	P 584,087,590
Accumulated depreciation and amortization	<u>-</u>	<u>(2,641,557)</u>	<u>(20,668,782)</u>	<u>(351,706,232)</u>	<u>(34,804,802)</u>	<u>(29,736,852)</u>	<u>(13,871,780)</u>	<u>-</u>	<u>(453,430,005)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 1,392,797</u>	<u>P 15,778,456</u>	<u>P 86,279,190</u>	<u>P 9,567,827</u>	<u>P 7,974,893</u>	<u>P 372,622</u>	<u>P -</u>	<u>P 130,657,585</u>

A reconciliation of the carrying amounts at the beginning and end of the three months ended March 31, 2020 and the year ended December 31, 2019 of property and equipment is shown below.

	<u>Land</u>	<u>Land Improvements</u>	<u>Leasehold Improvements</u>	<u>Machinery and Construction Equipment</u>	<u>Transportation Equipment</u>	<u>Furniture and Office Equipment</u>	<u>Other Equipment</u>	<u>Building and Improvements</u>	<u>Total</u>
Balance at January 1, 2020, net of accumulated depreciation and amortization	P 9,291,800	P 1,128,035	P 11,487,243	P 77,803,287	P 10,655,208	P 107,896,691	P 206,193	P 223,672,595	P 442,141,052
Additions	-	-	-	4,068,303	3,925,000	676,788	-	-	8,670,091
Depreciation and amortization charges for the year	-	(66,191)	(1,658,460)	(10,298,461)	(692,776)	(7,146,292)	(11,682)	(1,997,077)	(21,870,939)
Balance at March 31, 2020, net of accumulated depreciation and amortization	<u>P 9,291,800</u>	<u>P 1,061,844</u>	<u>P 9,828,783</u>	<u>P 71,573,129</u>	<u>P 13,887,432</u>	<u>P 101,427,187</u>	<u>P 194,511</u>	<u>P 221,675,518</u>	<u>P 428,940,204</u>
Balance at January 1, 2019, net of accumulated depreciation and amortization	P 9,291,800	P 1,392,797	P 15,778,456	P 86,279,190	P 9,567,827	P 7,974,893	P 372,622	P -	P 130,657,585
Additions	-	-	1,384,449	29,118,979	3,755,000	119,893,927	-	-	154,152,354
Reclassification from investment properties [see Notes 3.1(c) and 15]	-	-	-	-	-	-	-	231,660,902	231,660,902
Depreciation and amortization charges for the year	-	(264,762)	(5,675,662)	(37,594,882)	(2,667,619)	(19,972,129)	(166,429)	(7,988,307)	(74,329,789)
Balance at December 31, 2019, net of accumulated depreciation and amortization	<u>P 9,291,800</u>	<u>P 1,128,035</u>	<u>P 11,487,243</u>	<u>P 77,803,287</u>	<u>P 10,655,208</u>	<u>P 107,896,691</u>	<u>P 206,193</u>	<u>P 223,672,595</u>	<u>P 442,141,052</u>

The amount of depreciation and amortization is allocated as follows:

	Notes	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Capitalized as part of land and land development costs		P 10,265,666	P 36,145,587
Cost of construction contracts	20.1		32,798
General and administrative expense	22	11,572,475	36,776,322
		<u>P 12,461,840</u>	<u>P 74,329,789</u>

14. INVESTMENT PROPERTIES

The carrying amount of this account is composed of the following:

	Note	2020	2019
Investment properties – net		P 12,838,551,884	P 12,414,489,719
Right-of-use asset – net	15.1	156,785,992	158,198,478
		<u>P 12,995,337,876</u>	<u>P 12,572,688,197</u>

The gross amounts and the accumulated depreciation of investment properties at the beginning and end of the three months ended March 31, 2020 and the year ended December 31, 2019 are shown below.

	Land	Building and Improvements	Condominium Units	Construction in Progress	Total
March 31, 2020					
Cost	P 8,902,590,314	P 2,797,497,316	P 25,228,650	P 1,685,325,768	P 13,410,624,048
Accumulated depreciation	-	(567,303,293)	(4,768,871)	-	(572,072,164)
Net carrying amount	<u>P 8,902,590,314</u>	<u>P 2,230,176,023</u>	<u>P 20,459,779</u>	<u>P 1,685,325,768</u>	<u>P 12,838,551,884</u>
December 31, 2019					
Cost	P 8,867,542,310	P 2,797,479,316	P 25,228,650	P 1,270,510,090	P 12,960,760,366
Accumulated depreciation	-	(541,754,063)	(4,516,584)	-	(546,270,647)
Net carrying amount	<u>P 8,867,542,310</u>	<u>P 2,255,725,253</u>	<u>P 20,712,066</u>	<u>P 1,270,510,090</u>	<u>P 12,414,489,719</u>
January 1, 2019					
Cost	P 8,720,243,460	P 2,989,677,001	P 25,228,650	P 162,085,268	P 11,897,234,379
Accumulated depreciation	-	(445,344,411)	(3,507,438)	-	(448,851,849)
Net carrying amount	<u>P 8,720,243,460</u>	<u>P 2,544,332,590</u>	<u>P 21,721,212</u>	<u>P 162,085,268</u>	<u>P 11,448,382,530</u>

The reconciliation of the carrying amounts of investment properties at the beginning and end of the three months ended March 31, 2020 and the year ended December 31, 2019 is shown below.

	<u>Land</u>	<u>Building and Improvements</u>	<u>Condominium Units</u>	<u>Construction in Progress</u>	<u>Total</u>
Balance at January 1, 2020, net of accumulated depreciation	P 8,867,542,310	P 2,255,725,253	P 20,712,066	P 1,270,510,090	P 12,414,489,719
Additions	35,048,004	-	-	414,815,678	449,863,682
Depreciation charges for the year	-	(25,549,230)	(252,287)	-	(25,801,517)
Balance at March 31, 2020, net of accumulated depreciation	<u>P 8,902,590,314</u>	<u>P 2,230,176,023</u>	<u>P 20,459,779</u>	<u>P 1,685,325,768</u>	<u>P 12,838,551,884</u>
Balance at January 1, 2019, net of accumulated depreciation	P 8,720,243,460	P 2,544,332,590	P 21,721,212	P 162,085,268	P 11,448,382,530
Additions	150,263,640	3,274,693	-	1,152,601,653	1,306,139,986
Reclassification to property and equipment (see Note 14)	-	(231,660,902)	-	-	(231,660,902)
Reclassification of land to property development costs	(397,831,294)	-	-	-	(397,831,294)
Reclassification from raw land	231,572,755	-	-	-	231,572,755
Reclassification of land from investment in JV held for termination to investment property	163,293,749	-	-	-	163,293,749
Reclassification from CIP to building and improvements	-	44,176,831	-	(44,176,831)	-
Depreciation charges for the year	-	(104,397,959)	(1,009,146)	-	(105,407,105)
Balance at December 31, 2019, net of accumulated depreciation	<u>P 8,867,542,310</u>	<u>P 2,255,725,253</u>	<u>P 20,712,066</u>	<u>P 1,270,510,090</u>	<u>P 12,414,489,719</u>

The amount of depreciation is allocated as follows:

	<u>Notes</u>	<u>March 31, 2020 (Unaudited)</u>	<u>December 31, 2019 (Audited)</u>
Cost of rentals	20.2	P 25,549,230	P 102,187,258
General and administrative expense	22	<u>252,287</u>	<u>3,219,847</u>
		<u>P 25,801,517</u>	<u>P 105,407,105</u>

Land and building rental revenues recognized from investment properties amounted to P465.2 million and P448.8 million for the three months ended March 31, 2020 and 2019, respectively, and are shown as Rentals under Revenues account in the condensed consolidated statements of comprehensive income. Costs incurred related to investment properties, including the depreciation, are presented as Rentals under Costs of Services and Sales account in the condensed consolidated statements of comprehensive income (see Note 20.2).

Management believes that the carrying amounts of investment properties are recoverable in full; hence, no impairment loss is recognized in 2020 and 2019.

Certain investment properties with carrying amount of P301.5 million as of March 31, 2020 and December 31, 2019, are used as collateral for certain loans with local banks (see Note 17).

15. LEASES

The Group leases certain parcels of land from WHI (see Note 26.3). Such lease has original term of 15 years and subject to escalation rate of 3% and enforceable renewal/extension options. The lease with WHI is reflected on the 2019 consolidated statement of financial position as a right-of-use asset under Investment Properties (see Note 15) and a lease liability.

15.1 Right-of-use Asset

The carrying amount of the Group's right-of-use asset as at March 31, 2020 and December 31, 2019 and the movements during the period are shown below.

	<u>Note</u>	<u>March 31, 2020 (Unaudited)</u>	<u>December 31, 2019 (Audited)</u>
Balance at beginning of period		P 158,198,478	P 163,848,424
Depreciation and amortization	20.2	(1,412,486)	(5,649,946)
Balance at end of period		<u>P 156,785,992</u>	<u>P 158,198,478</u>

Depreciation of the Group's right-of-use asset is presented as part of Cost of Rentals in the consolidated statements of profit or loss (see Note 20.2).

15.2 Lease Liability

Lease liability is presented in the consolidated statement of financial position as at March 31, 2020 and December 31, 2019 as follows:

	<u>March 31, 2020 (Unaudited)</u>	<u>December 31, 2019 (Audited)</u>
Current	P 11,282,400	P 11,282,400
Non-Current	<u>153,379,113</u>	<u>153,101,312</u>
	<u>P 164,661,513</u>	<u>P 164,383,712</u>

Interest expense is presented as part of Finance Costs in the consolidated statements of comprehensive income (see Note 21.1).

As of March 31, 2020, the Group has no commitments for leases (as lessee) entered into which had not commenced.

16. OTHER NON-CURRENT ASSETS

This account includes the following:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Advances to suppliers	P 801,867,669	P 814,408,025
Project advances	106,748,441	106,181,626
Financial assets at FVOCI	75,876,143	75,876,143
Deposits for future investment	54,026,935	54,026,935
Refundable deposits	39,465,975	47,362,548
Contract acquisition costs	5,503,473	5,503,473
Others	<u>2,684,714</u>	<u>2,687,616</u>
	<u>P 1,086,173,350</u>	<u>P 1,106,046,366</u>

The reconciliation of the carrying amounts of financial assets at FVOCI is as follows:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Balance at beginning of period	P 75,876,143	P 74,755,905
Unrealized fair value gain	<u>-</u>	<u>1,120,238</u>
Balance at end of period	<u>P 75,876,143</u>	<u>P 75,876,143</u>

Financial assets at FVOCI consist of investment in golf club shares and certain unquoted equity securities. The Group used Level 2 and 3 in determining the fair value of financial assets at FVOCI.

17. LOANS AND BORROWINGS

The Group's short-term and long-term loans and borrowings are classified in the condensed consolidated statements of financial position as follows:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Current	P 114,670,000	P 114,670,000
Non-current	<u>378,300,000</u>	<u>397,050,000</u>
	<u>P 492,970,000</u>	<u>P 511,720,000</u>

Bank loans represent partially secured and unsecured loans from local commercial banks. These loans bear annual interest rates ranging from 5.75% per annum in 2020 and 3.60% to 6.25% per annum in 2019 and are subject to monthly repricing based on prevailing market rate.

In 2020 and 2019, interest costs related to bank loans amounted to P7.2 million and P20.3 million, respectively, and were recognized as part of Finance costs under Other Operating and Non-Operating Income (Charges) account in the condensed consolidated statements of comprehensive income (see Note 21.1).

As of March 31, 2020 and December 31, 2019, bank loans are partially secured by certain assets as follows:

	Notes	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Investment properties	14	P 301,525,742	P 301,525,742
Land and land development costs	10	<u>44,230,441</u>	<u>44,230,441</u>
		<u>P 345,756,183</u>	<u>P 345,756,183</u>

18. TRADE AND OTHER PAYABLES

This account consists of the following:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Trade payables	P 202,107,311	P 204,421,304
Income tax payable	575,844,597	499,824,889
Deferred output VAT payable	496,289,065	515,329,381
Accrued expenses	194,846,531	229,829,333
Retention payable	177,015,129	159,328,216
Other payables	<u>104,214,706</u>	<u>86,668,254</u>
	<u>P 1,750,317,339</u>	<u>P 1,695,401,377</u>

19. DEPOSITS AND ADVANCES

This account consists of:

	March 31, 2020 <u>(Unaudited)</u>	December 31, 2019 <u>(Audited)</u>
Current:		
Reservation deposits	P 565,545,662	P 598,874,586
Advance rentals	335,880,896	386,094,175
Construction bond	51,198,997	51,053,388
Rental deposits	46,316,341	46,376,641
Unearned rent income	16,539,436	8,484,087
Buyers' deposits	1,009,196	1,009,196
Others	<u>3,181,999</u>	<u>5,381,949</u>
	<u>1,019,672,527</u>	<u>1,097,274,022</u>
Non-current:		
Rental deposits	223,015,894	217,053,912
Retention payable	105,599,809	97,644,206
Advance rentals	66,323,127	66,323,127
Unearned rent income	65,758,541	65,758,541
Buyers' deposits	<u>5,827,833</u>	<u>5,827,833</u>
	<u>466,525,204</u>	<u>452,607,619</u>
	<u>P 1,486,197,731</u>	<u>P 1,549,881,641</u>

20. COSTS OF SERVICES

20.1 Cost of Construction Contracts

The details of cost of construction contracts are shown below.

	<u>Notes</u>	<u>2020</u>	<u>2019</u>
Subcontract		P 7,963,665	P 709,565
Depreciation and amortization	13	32,798	-
Salaries and employee benefits		-	78,698
Construction materials		-	7,840
Gasoline and oil		<u>-</u>	<u>5,606</u>
	21	<u>P 7,996,463</u>	<u>P 801,709</u>

20.2 Cost of Rentals

The following are the details of direct costs and expenses of rentals, including common usage and service area charges:

	<u>Notes</u>	<u>2020</u>	<u>2019</u>
Depreciation	14,15.1	P 26,961,716	P 27,263,961
Outside services		11,414,231	11,757,204
Taxes and licenses		10,893,228	6,177,897
Utilities		7,373,157	4,722,090
Office supplies		3,388,736	3,410,398
Professional fees		2,234,617	2,210,037
Repairs and maintenance		<u>1,130,881</u>	<u>6,789,976</u>
	21	<u>P 63,396,566</u>	<u>P 62,331,563</u>

20.3 Cost of Sale of Condominium Units

The following are the details of direct costs and expenses of condominium units sold:

	<u>Notes</u>	<u>2020</u>	<u>2019</u>
Development costs		P 248,874,187	P 47,383,221
Land cost		32,666,587	6,316,544
Others		<u>17,812,212</u>	<u>3,687,072</u>
		<u>P 299,352,986</u>	<u>P 57,386,837</u>

21. OTHER OPERATING AND NON-OPERATING INCOME (CHARGES)**21.1 Finance Costs**

	<u>Note</u>	<u>2020</u>	<u>2019</u>
Interest expense on:			
Bank loans	17	P 7,204,227	P 20,253,958
Lease liabilities	15.2	3,098,401	-
Others		<u>26,466</u>	<u>81,176</u>
		<u>P 10,329,094</u>	<u>P 20,335,134</u>

21.2 Finance Income

	<u>Notes</u>	<u>2020</u>		<u>2019</u>
Interest income	7	25,389,182	P	71,899,163
Foreign currency gains - net		<u>78,031</u>		<u>22,905</u>
		<u>P 25,467,213</u>	P	<u>71,922,068</u>

21.3 Other Operating Income

		<u>2020</u>		<u>2019</u>
Sale of rights		P 65,000,000	P	-
Income from rendering of administrative and other services		9,261,439		10,171,677
Others		<u>1,392,672</u>		<u>2,787,796</u>
		<u>P 75,654,111</u>	P	<u>12,959,473</u>

21.4 Other Income

In January 2018, prior to the termination of the JV Agreements, the Parent Company, together with the Ultimate Parent Company entered into a Memorandum of Agreement with a third party whereby the Parent Company and the Ultimate Parent Company transfer their rights provided for under the JV Agreements, including giving their consent in favor of the third party to be able to buy from ADI certain parcels of land contributed to the joint arrangement. Subject to certain terms and conditions governing the transfer of such rights to the third party, the Parent Company is entitled to consideration totaling P2,050.0 million over two years, of which a non-refundable portion amounting to P300.0 million was received by the Parent Company during the three months ended March 31, 2019.

22. OPERATING EXPENSES BY NATURE

The details of operating expenses by nature are shown below.

	<u>Notes</u>	<u>2020</u>	<u>2019</u>
Development costs		P 248,874,187	P 47,383,221
Taxes and licenses		46,750,585	49,724,241
Depreciation and amortization	13,14	38,819,276	31,392,725
Salaries and employee benefits		33,965,789	27,387,282
Land Cost		32,666,587	6,316,544
Representation and entertainment		12,909,694	11,312,654
Commission		12,537,133	30,181,474
Outside services		12,176,927	12,675,831
Association dues		9,958,935	10,004,200
Subcontract		7,963,665	709,565
Utilities		7,765,871	6,722,743
Professional fees		5,992,745	4,022,466
Office supplies		5,246,314	4,655,127
Repairs and maintenance		2,906,757	7,595,926
Bond and insurance		1,099,389	470,315
Transportation and travel		897,035	2,884,000
Corporate affairs		337,270	703,909
Others		33,200,440	12,183,979
		<u>P 514,068,599</u>	<u>P 266,326,202</u>

These expenses are classified in the condensed consolidated statements of comprehensive income as follows:

	<u>Notes</u>	<u>2020</u>	<u>2019</u>
Cost of sale of condominium units	20.3	P 299,352,986	P 57,386,837
Cost of rentals	20.2	65,393,343	62,331,563
Cost of construction contracts	20.1	7,996,463	801,709
Cost of sale of land		-	-
General and administrative expenses		127,525,780	114,766,269
Selling expenses		13,799,727	31,039,824
		<u>P 514,068,599</u>	<u>P 266,326,202</u>

The details of general and administrative expenses are shown below.

	Notes	2020	2019
Taxes and licenses		P 35,857,357	P 43,546,344
Salaries and employee benefits		33,965,789	27,308,584
Representation and entertainment		12,909,694	11,312,654
Depreciation and amortization	13, 14	11,824,762	4,128,764
Association dues		9,958,935	10,004,200
Professional fees		3,758,128	1,812,429
Office supplies		1,857,578	1,244,729
Repairs and maintenance		1,775,876	805,950
Bond and insurance		1,099,389	470,315
Transportation and travel		897,035	2,884,000
Outside services		762,696	918,627
Utilities		392,714	2,349,238
Corporate affairs		337,270	703,909
Others		14,125,634	7,276,526
		P 129,522,857	P 114,766,269

23. RELATED PARTY TRANSACTIONS

The Group's related parties include its Ultimate Parent Company, associates, joint ventures, related parties under common ownership and management, stockholders and key management personnel as described below.

The summary of the Group's significant transactions in 2020 and 2019 with its related parties and the outstanding balances as of March 31, 2020 and December 31, 2019 are presented below.

Related Party Category	Note	Outstanding Balances		Amount of Transactions	
		March 31, 2020 (Unaudited)	December 31, 2019 (Audited)	2020	2019
Ultimate parent company:					
Cash advances granted	23.1	P 437,207,756	P 436,680,854	P 526,902	P 2,505,688
Advances from purchase of land		(4,320,125,076)	(4,320,125,076)	-	-
Purchase of parcels of land		-	-	-	(128,688,400)
Right-of-use assets		156,785,993	158,198,478	(1,412,485)	-
Lease liability		(164,661,513)	(164,383,712)	(277,801)	-
Depreciation		-	-	1,412,485	-
Interest expense		-	-	3,098,401	-
Associates:					
Cash advances granted	23.1	7,554,928	7,352,828	202,100	137,748
Joint ventures:					
Cash advances granted	23.1	44,999,065	44,999,065	-	734,979
Construction contracts		58,219,213	55,570,424	2,648,789	-
Related parties under common ownership and management:					
Cash advances granted (collected)	23.1	178,204,480	171,615,532	6,588,948	647,096
Cash advances paid (obtained)	23.2	(32,913,883)	(31,609,246)	(1,304,637)	(400,542)
Association dues		22,931,427	17,428,870	8,234,070	8,154,675
Contracts of services		-	-	6,926,590	6,520,500
Other income		-	-	3,600,000	3,600,000
Rentals		-	-	-	34,905
Stockholders:					
Cash advances granted (collected)	23.1	93,275,132	84,003,075	9,272,057	2,566,043
Key management personnel –					
Compensation		-	-	14,492,724	13,582,258
Retirement Fund		53,419,139	53,419,139	-	-

23.1 Advances to Related Parties

In the normal course of business, the Group grants unsecured and noninterest-bearing cash advances to related parties for working capital requirements and other purposes. The advances have no fixed repayment terms and collectible upon demand.

Certain advances to related parties are secured by an undertaking of another related party to pay in case of default. These advances are presented as Advances to related parties under Receivables account in the condensed consolidated statements of financial position (see Note 8).

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Ultimate parent company	P 437,207,756	P 436,680,854
Related parties under common ownership and management	178,204,480	171,615,532
Stockholders	93,275,132	84,003,075
Joint ventures	44,999,065	44,999,065
Associates	<u>7,544,928</u>	<u>7,352,828</u>
	<u>P 761,241,361</u>	<u>P 744,651,354</u>

23.2 Advances from Related Parties and Due to Ultimate Parent Company

The Group has outstanding amount due to the Ultimate Parent Company representing a payable for certain land acquired in prior years. The Group also obtains cash advances from other related parties to assist its daily operational and other requirements.

Advances from and due to related parties, which is presented as current liabilities

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Ultimate parent company	P 4,320,125,076	P 4,320,125,076
Related party under common ownership and management	<u>32,913,883</u>	<u>31,609,246</u>
	<u>P 4,353,038,959</u>	<u>P 4,351,734,322</u>

24. EARNINGS PER SHARE

Basic and diluted earnings per share were computed as follows:

	2020 (Unaudited)	2019 (Unaudited)
Net profit attributable to the equity holders of the Parent Company	P 445,376,619	P 507,094,028
Divided by weighted average number of outstanding common shares*	<u>3,395,864,100</u>	<u>3,395,864,100</u>
Basic and diluted earnings per share	<u>P 0.13</u>	<u>P 0.15</u>

*The Group has no potential dilutive common shares as of March 31, 2020 and December 31, 2019.

25. CAPITAL STOCK

The Parent Company's capital stock consists of:

	Shares		Amount	
	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Common shares – P1.00 par value Authorized – 4,000.0 million shares				
Issued and outstanding:				
Balance at beginning of period	3,395,864,100	3,395,864,100	P 3,395,864,100	P 3,395,864,100
Issuances during the period	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at end of period	<u>3,395,864,100</u>	<u>3,395,864,100</u>	<u>P 3,395,864,100</u>	<u>P 3,395,864,100</u>

On March 6, 2018, the Parent Company filed its application with the PSE for the listing of its common shares, which was approved by the PSE on May 23, 2018. Also on March 6, 2018, the Parent Company filed a Registration Statement covering the Initial Public Offering (IPO) of its common shares with the PSE, in accordance with the provisions of the SEC's Securities Regulation Code. Pursuant to its filing with the PSE, on June 29, 2018, the Parent Company issued through the IPO the additional 679,172,800 common shares at P12.00 price per share generating offering proceeds of P8,150.1 million. The related additional paid-in capital arising from the IPO, after deducting transaction costs associated with the issuance of shares, amounted to P6,964.6 million. The common share price closed at P7.0 per share as of March 31, 2020.

As of March 31, 2020 and December 31, 2019, there are 16 and 11 holders, respectively, of the listed common shares owning at least one board lot of 100 shares.

26. COMMITMENTS AND CONTINGENCIES

The following are the significant commitments and contingencies involving the Group:

26.1 Operating Leases – Group as a Lessor

The Group is a lessor under operating leases covering certain real estate properties presented in the consolidated statements of financial position as Investment Properties. The lease agreements have a term of one year, subject to annual renewal and monthly payment of minimum rental plus additional rental based on certain percentage of the lessee's gross sales. Lease agreements with large tenants have terms ranging from five to 45 years with monthly rental payment on certain rate per square meter of leased area subject to annual escalation rates of 5.00% to 10.00% per annum.

The future minimum lease collections under these operating leases as of the end of the reporting period is as follows:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Within one year	P 1,097,914,848	P 1,188,416,411
After one year but not more than five years	2,575,807,779	3,656,184,342
More than five years	<u>32,159,363,967</u>	<u>32,319,145,099</u>
	<u>P35,833,086,594</u>	<u>P 37,163,745,852</u>

26.2 Legal Claims

There are pending claims and legal actions filed by the Group or against the Group arising from the normal course of its business. Management believes that the ultimate liability, if any, with respect to such litigations, claims and disputes will not materially affect the financial position and results of operations of the Group.

26.3 Deficiency Tax Assessments

The Group has certain final deficiency tax assessment and has received letters of authority from the Bureau of Internal Revenue (BIR), pursuant to which the BIR has sought to investigate certain tax periods of the Group and consequently examine certain books, records and accounts that relate to transactions in the ordinary course of business. There are final deficiency tax assessments in the ordinary course of business against the Parent Company that are pending with the BIR covering taxable years 2015, 2013 and 2009. Pursuant to the Group's policy of addressing such actions in line with prudent business practice, the Group has engaged tax counsels and advisors in relation to these matters.

As of March 31, 2020, the final deficiency tax assessments are still under protest. Management believes that the Group has enough basis in law, Supreme Court and Court of Tax Appeals decisions, and evidence to support their claim; hence, no provisions were recognized in the consolidated financial statements.

26.4 Reclaimed Land and Others

The Group's existing land holdings in Aseana City, which were obtained pursuant to certain series of agreements involving reclamation and related projects with the Philippine Government, are entirely located on reclaimed foreshore land. Although the Group holds registered titles to these land holdings, Philippine law provides that issuance of titles does not create or vest title, but only constitutes evidence of ownership over such properties. In view of this, the Group's ownership, registration, and possession of titles and actual possession of these land holdings do not negate the possibility that the Philippine Government or third parties may at any time, file lawsuits to challenge the Group's rights to these land holdings. While the PRA and the Philippine Office of the Government Corporate Counsel (OGCC) are of the opinion that the Group's titles can no longer be invalidated, there is no assurance that the Philippine Government or third parties will not challenge the Group's rights to such reclaimed lands in the future. Notwithstanding the foregoing, the Group is not aware of the validity of the Group's titles being questioned, impugned, challenged or invalidated by the Philippine Government or any other third party since the time the Group acquired ownership over these land holdings in Aseana City and up to the audit report date. In addition to the opinions of the PRA and OGCC, management believes that the Group has enough basis in law and in the decisions of the relevant courts, to support the validity of its titles and ownership over these subject properties.

There are other commitments, litigations and contingencies that arise in the normal course of the Group's operations which are not reflected in the consolidated financial statements. As of March 31, 2020, management is of the opinion that losses, if any, from these commitments and contingencies will not have material effects on the Group's consolidated financial statements.

27. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's capital management objectives are to ensure that the Group maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions primarily those current and expected future events that affect or likely to affect the real estate and leasing sector. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, pay-off existing debts, return capital to shareholders or issue new shares.

The Group monitors its capital gearing by measuring the ratio of loans and borrowings to total capital and net loans and borrowings to total capital. Loans include all short-term and long-term borrowings while net interest-bearing loans include all short-term and long-term loans net of cash and cash equivalents.

As of March 31, 2020 and December 31, 2019, the Group's ratios of net interest-bearing loans to total capital are as follows:

	March 31, 2020 <u>(Unaudited)</u>	December 31, 2019 <u>(Audited)</u>
Total loans and borrowings	P 492,970,000	P 511,720,000
Less: Cash and cash equivalents and short-term placements	(6,927,323,343)	(7,271,402,211)
Net loans and borrowings (a)	(6,434,353,343)	(6,759,682,211)
Total equity	<u>20,997,929,279</u>	<u>20,533,182,994</u>
Net loans and borrowings and equity (b)	<u>14,563,575,936</u>	<u>P 13,773,500,783</u>
Gearing ratio (a/b)	(<u>44%</u>)	(<u>49%</u>)

28. EVENTS AFTER THE END OF THE REPORTING PERIOD

28.1 Declaration of Dividends

On April 24, 2020, the Parent Company's BOD in the special meeting held approved the declaration of dividends amounting to P0.047116 per share to shareholders as of the record date May 11, 2020. The dividends will be payable on June 4, 2020.

28.2 Impact of COVID-19

Also subsequent to the end of the reporting period, the Group and other Philippine businesses have been significantly exposed to the risks brought about by the outbreak of the new coronavirus disease, COVID-19, which the Group's management has determined to adversely affect the health, safety, logistics and productivity of its employees, and may affect the operations of the Group, particularly on the leases of land and commercial buildings. However, the Group believes that the downside risks caused by the COVID-19 to its operations are modest since its recurring leasing business is stable with diversified large and long-term leases across several industries. As of the report date, the financial impact of COVID-19 in the Group's operations, and ultimately in its consolidated financial statements, is not yet reliably determinable as the current COVID-19 condition rapidly develops. Relative to this, the Group has implemented strict measures (including protocols mandated by the Philippine Government, and business continuity initiatives for its supply chain and construction projects) to mitigate the risks involved and alleviate the impact of COVID-19 to the Group's financial condition and status of operations.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
Schedule of Financial Indicators
As required under SRC Rule 68, as amended
For the Period Ended March 31, 2020 and 2019
(Amounts in Philippine Pesos)

		<u>March 31, 2020</u>	<u>December 31, 2019</u>
I.	Current/liquidity ratios		
a.	Current Ratio		
	$\frac{\text{Total Current Assets}}{\text{Total Current Liabilities}}$	1.60	1.61
b.	Quick Ratio		
	$\frac{[\text{Cash and Cash Equivalents} + \text{Receivables} - \text{net}]}{\text{Total Current Liabilities}}$	1.06	0.88
II.	Solvency ratios		
a.	Solvency Ratio (Annualized)		
	$\frac{\text{Earnings Before Interest and Taxes}}{\text{Total Liabilities}}$	24%	29%
b.	Debt Ratio		
	$\frac{\text{Total Loans and Borrowings}}{\text{Total Assets}}$	2%	2%
c.	Debt-to-Equity Ratio		
	$\frac{\text{Total Loans and Borrowings}}{\text{Total Equity Attributable to Owners of Parent Company}}$	2%	3%
III.	Asset-to-equity ratio		
	$\frac{\text{Total Assets}}{\text{Total Equity Attributable to Owners of Parent Company}}$	1.56	1.56
		<u>March 31, 2020</u>	<u>March 31, 2019</u>
IV.	Interest Coverage Ratio		
	$\frac{\text{Earnings Before Interest and Taxes}}{\text{Interest Costs*}}$	82.8	35.3
V.	Profitability Ratios		
a.	Net Profit Margin		
	$\frac{\text{Net profit}}{\text{Revenues}}$	45.3%	85.8%
b.	Gross Profit Margin		
	$\frac{\text{Gross Profit}}{\text{Revenues}}$	63.9%	79.8%
c.	Return on Equity (Annualized)		
	$\frac{\text{Net profit Attributable to Owners of the Parent Company}}{\text{Average Equity Attributable to Owners of the Parent Company}}$	8.2%	12.6%
d.	Return on Assets (Annualized)		
	$\frac{\text{Net profit Attributable to Owners of the Parent Company}}{\text{Average Total Assets}}$	4.1%	8.2%
e.	Recurring income		
	$\frac{\text{Rental revenue}}{\text{Total revenue}}$	50.0%	82.9%

D. M. WENCESLAO & ASSOCIATES, INCORPORATED
3rd Floor, Aseana Powerstation Building
D. Macapagal Avenue cor Bradco Ave., Aseana City, Paranaque City

Reconciliation of Retained Earnings Available for Dividend Declaration
As of March 31, 2020

Unappropriated Retained Earnings Available for Dividend

Declaration at Beginning of Year	<u>P 7,130,987,602</u>
---	------------------------

Prior Year's Outstanding Reconciling Items

Rent income based on	
Philippine Accounting Standard (PAS) 17, <i>Leases</i>	(3,425,062,718)
Deferred tax income from deferred tax assets	(213,115,321)
Revaluation increment on land	(19,047,893)
	<u>(3,657,225,932)</u>

Unappropriated Retained Earnings Available for Dividend Declaration at Beginning of Year, as Adjusted

	<u>3,473,761,670</u>
--	----------------------

Net Profit Realized During the Year

Net profit per audited financial statements	464,746,285
Non-actual/unrealized income	
Accrued rent income based on PFRS 16, Leases	(127,844,086)
Deferred tax income from deferred tax assets	(16,177,958)
	<u>320,724,241</u>

Unappropriated Retained Earnings Available for Dividend Declaration at End of Year

	<u><u>P 3,794,485,911</u></u>
--	-------------------------------

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS

DMW's Net Income Decreases 9% to P464.7 million in three months ended March 31, 2020

Financial and Operational Highlights

(In Millions Pesos, except for financial ratios and percentages)

	Three months ended March 31 (UNAUDITED)				
	2020	% to Revenues	2019	% to Revenues	% Change
Profit & Loss Data					
Revenues	1,026	100%	596	100%	72%
Cost of services and sales	371	36%	121	20%	207%
Gross profit	655	64%	475	80%	38%
Other operating expenses – net	68	7%	133	22%	- 49%
Other income – net	24	2%	356	60%	- 93%
Net income	465	45%	511	86%	-9%
Net income attributable to owners of the Parent company	445	43%	507	85%	- 12%
	March 31 2020 (UNAUDITED)	% to Total Assets	Dec 31 2019 (AUDITED)	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	31,833	100%	31,267	100%	2%
Total Liabilities	10,835	37%	10,734	34%	1%
Total Equity attributable to owners of the Parent company	20,432	61%	19,987	64%	2%
Other Key Financial Ratios					
	As of the period ended March 31, 2020		December 31, 2019		
Current Ratio	1.60		1.61		
Debt to Equity	2%		3%		
	March 31, 2020		March 31, 2019		
Return on Equity	8%		13%		
Net income ratio	45%		86%		
Recurring Income Contribution	50%		83%		

Revenue

Total consolidated revenue increased by P430.8 million, or 72.3%, from P595.6 million for the three months ended March 31, 2019 to P1,026.4 million for the same period in 2020, primarily due to the following:

Rentals

Our total rental revenue increased by P18.8 million, or 3.8%, from P493.9 million for the three months ended March 31, 2019 to P512.7 million for the same period in 2020.

- Rentals of Building. Rentals of building increased by P15.3 million, or 7.9%, from P193.5 million in 2019 to P208.8 million in 2020. The increase was primarily attributable to the effect of increase in rental rates of Aseana One and Two for the renewal of tenants of their contract of lease. Our total leased floor area is 89,914 sq.m. as of March 31, 2020 and 2019.
- Other revenue. Other revenue increased by P2.4 million, or 5.3%, from P45.1 million in 2019 to P47.5 million in 2020. The increase was primarily attributable to the effect increase in liquefied petroleum gas (LPG) consumptions and parking fee collections.

Construction contracts

Total construction revenue increased by P13.9 million, or 817.6%, from P1.7 million for the three months ended March 31, 2019 to P15.6 million for the same period in 2020 primarily due to increase in construction activities rendered to external customers. In 2019, the Group focused its construction resources to completing its on-going internal projects.

Sale of Condominium Units

The revenue from sale of condominium units increased by P398.1 million, or 398.1%, from P100.0 million for the three months ended March 31, 2019 to P498.1 million for the same period in 2020. This increase was attributable primarily to the increase in the number of units that are qualified for revenue recognition in 2020 compared to units for the same period in 2018. Furthermore, incremental percentage of completion in 2020 increased compared to the incremental percentage of completion for the same period in 2019.

Cost of Services and Sales

Our consolidated cost of services and sales increased by P250.2 million, or 207.6%, from P120.5 million for the three months ended March 31, 2019 to P370.7 million for the same period in 2020 due primarily to the following:

Construction Contracts

Costs of construction contracts increased by P7.2 million, or 900.0%, from P0.8 million for the three months ended March 31, 2019 to P8.0 million in 2020. As discussed in a previous paragraph, the decrease in cost was due primarily to increase in construction activities rendered to external parties.

Sale of Condominium Units

Cost of sale of condominium units increased by P242.0 million, or 421.6%, from P57.4 million for the three months ended March 31, 2019 to P299.4 million for the same period in 2020. As discussed in a previous paragraph, the increase was attributable primarily due to increase in the number of units that are qualified for revenue recognition and incremental percentage of completion in 2020 compared for the same period in 2019.

Other Operating expenses - net

Other operating expenses - net decreased by P65.1 million, or 49.0%, from P132.8 million for the three months ended March 31, 2019 to P67.7 million for the same period in 2020. The decrease was attributable primarily to the income from sale of air rights to a certain customer amounting to P65 million.

Other Income (net of charges)

Other income decreased by P332.2 million, or 93.4% from P355.9 million (net of charges) for the three months ended March 31, 2019 to P23.6 million (net of charges) for the same period in 2020 primarily due to the following:

Finance Income

Finance income decreased by P46.4 million, or 64.5% from P71.9 million in 2019 to P25.5 million in 2020. The decrease was attributable primarily to the decrease in the amount of short term placements and effective interest income rate.

Other Income

Other Income pertains to the non-refundable consideration received in relation to the Company's giving of its consent in favor of a third party to be able to buy from another party certain parcels of land contributed to a joint arrangement (see note 21 to the condensed consolidated financial statements). Subject to certain terms and conditions governing the transfer of such rights to the third party, the Company is entitled to consideration totaling P2,050.0 million over two years, of which a non-refundable portion amounting to P300.0 million was received by the Company for the three months ended March 31, 2019.

Net Profit Attributable to Parent

Net profit attributable to parent company decreased by P61.7 million, or 12.2%, from P507.1 million in 2019 to P445.4 million in 2020.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P565.8 million, or 1.8%, from P31,266.8 million as of December 31, 2019 to P 31,832.6 million as of March 31, 2020 due to the following:

- Cash and cash equivalents increased by P1,305.9 million, or 25.1%, from P5,211.4 million to P6,517.3 million as of December 31, 2019 and March 31, 2020, respectively, primarily due to the maturity of 120-days short-term placement that was previously classified under other current asset account. This movement has no direct impact in the total assets.
- Receivables increased by P466.3 million, or 8.7%, from P5,385.8 million to P5,852.1 million as of December 31, 2019 and March 31, 2020, respectively, primarily due to the deposit advanced to a certain subcontractor for MidPark project amounting to P339.0 million and recognition of rental receivable based on PAS17 amounting to P123.9 million.
- Contract asset increased by P118.6 million, or 47.6%, from P249.0 million to P367.6 million as of December 31, 2019 and March 31, 2020, respectively, primarily due to the increase in units that qualified for revenue recognition and the increase in percentage of completion of Pixel Residences and Midpark Towers.
- Property development costs decreased by P164.2 million, or 14.1%, from P1,168.1 million to P1,003.9 million as of December 31, 2019 and March 31, 2020, respectively, primarily due to recognition of cost of sale of condominium units related to the percentage of completion of Pixel Residences and MidPark Towers. As of March 31, 2020 percentage of completion for Pixel Residences and MidPark Towers is 82.33% and 13.42%, respectively.
- Investment properties - net increased by P422.6 million, or 3.4%, from P12,572.7 million to P12,995.3 million as of December 31, 2019 and March 31, 2020, respectively, primarily due to the cost incurred for 8912 Asean Ave., Parqal, Aseana Plaza and 58 Jupiter.

- Other non-current asset decreased by P19.8 million, or 1.8%, from P1,106.0 million to P1,086.2 million as of December 31, 2019 and March 31, 2020, respectively, primarily due to recoupment of deposits or downpayment on progress billings of subcontractors.

Total Liabilities

Total liabilities increased by P101.0 million, or 0.9%, from P10,733.6 million to P10,834.6 million from December 31, 2019 to March 31, 2020, respectively, due to the following:

- Trade and other payables increased by P54.9 million, or 3.2%, from P1,695.4 million to P1,750.3 million as of December 31, 2019 and March 31, 2020, respectively, primarily due to accrual of income tax payable of P76.0 million, net of decrease in output VAT payable of P19.0 million.
- Contract liability increased by P79.8 million, or 14.4%, from P554.7 million to P634.5 million as of December 31, 2019 and March 31, 2020, respectively, primarily due to the increase in the amount received from real estate customers in excess of the amount the Group has rights to receive based on the progress of the real estate development.
- Deposits and advances decreased by P63.7 million, or 4.1%, from P1,549.9 million to P1,486.2 million as of December 31, 2019 and March 31, 2020, respectively, mainly due to application of deposits related to rentals and the sale of condominium units of Pixel Residences and MidPark Towers.
- Deferred tax liabilities increased by P47.2 million, or 5.2%, from P902.3 million to P949.5 million as of December 31, 2019 and March 31, 2020, respectively, due to recognition of income taxes related to deferred rental income.

Total Equity

Total equity increased by P464.7 million, or 2.3%, from P20,533.2 million to P20,997.9 million as of December 31, 2019 and March 31, 2020, respectively, primarily due to the results of operation for the three months ended March 31, 2020.

Other Key Financial Ratios

The Company's key performance indicators are measured in terms of the following: (a) Current ratio which determines the liquidity of the Company (b) Debt to equity which determines the Company's financial leverage (c) Return on equity which measures the profitability to capital provided by stockholders (d) net income ratio which measures the ratio of net profit to total gross revenue (e) recurring income contribution.

Current ratio decreased to 1.60 from 1.61 as of March 31, 2020 and December 31, 2019, respectively, mainly due to increase in current liabilities as a result of on-going construction of the Group's pipeline projects.

Debt to equity ratio improved to 2% from 3% as of March 31, 2020 and December 31, 2019, respectively, due to payment of maturing loans while increasing the equity as the result of operations.

Return on equity decreased to 8% from 13% as of March 31, 2020 and 2019, respectively, as a result of increase in equity and decrease in net profit.

Net income margin decreased to 45% from 86% as of March 31, 2020 and 2019 mainly due to other income recognized in 2019 related to sale of rights.

Recurring income ratio decreased to 50% from 83% as of March 31, 2020 and 2019 mainly due to increase in revenue from sale of condominium units.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

There are no known trends, events, material changes, seasonal aspects or uncertainties that are expected to affect the Company's continuing operations.

Key Operating Data

On February 20, 2020, 58 Jupiter had its topping-off ceremony. 58 Jupiter is a five (5) storey mixed-use building on a 537 sqm land in Jupiter Street, Makati City. It has a gross floor area (GFA) of 2,355 sq.m, construction floor area (CFA) of 3,055 sqm and a total leasable area 2,355 sqm. The building has a basement parking with mechanical car lifts, ground and second floors for food and non-food merchants, third to fifth floors for offices, roof deck level for an open restaurant/bar and structural provisions for additional two floors of offices.

Designed with a sustainable and innovative approach, the building features: (1) a green wall also known as a vertical garden that works as a natural air-filtration system; (2) retractable louvres for improved air quality and sun shading; (3) rain water harvesting for planters' irrigation; (4) operable pivoted windows for natural and cross ventilation; and (5) LED lightings for energy efficiency. Low e-glass shall also be used for the windows to minimize the amount of heat that can pass through without compromising the amount visible light that is transmitted.

As of March 31, 2020, the Company's largest commercial office building, 8912 Asean Ave. has a percentage of completion of 50% as compared to 15% for the same period last year.

8912 Asean Ave. is a 15-story office building with total gross leasable area of approximately 68,000 sq.m. The project stretches 120 meters along Aseana Ave. with convenient access to retail options at the Ayala Malls Bay Area, connected through an elevated walkway. Commercial retail spaces are located on the first level while offices are located starting on the fifth floor and above.

The Company is currently assessing the effect of COVID-19 on the timeline of the projects

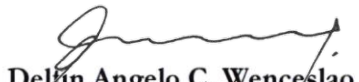
Project and Capital Expenditure

For the year 2020, the Company expects to incur capital expenditures approximately P4 billion which will be funded with internally generated funds and external borrowings.

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of _____ on _____, 20__.

By:


Delin Angelo C. Wenceslao
Chief Executive Officer


Atty. Heherson M. Asiddao
Chief Finance Officer

Date: May 15, 2020

CERTIFICATION

I, **HEHERSON M. ASIDDAO**, is the Chief Finance Officer and duly authorized representative of **D.M. WENCESLAO & ASSOCIATES, INC.** (the "Corporation") with SEC Registration Number 26986 and with principal office at 3/F Aseana Powerstation Bldg., D. Macapagal Blvd. cor. Bradco Avenue, Aseana City, Parañaque City, do hereby certify and state that:

1. The Corporation, will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through the Corporate Governance and Finance Department ("CGFD") issued on March 18, 2020 and March 30, 2020 in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019).
2. The information contained in **SEC Form 17-Q or Quarterly Report** submitted on **May 15, 2020** is **true and correct** to the best of my knowledge.
3. On behalf of the Corporation, I hereby **undertake** to:
 - a. submit hard or physical copies of **SEC Form 17-Q or Quarterly Report** with proper notarization and certification;
 - b. pay the applicable filing fees, if any.

within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours.
4. I am fully aware that the non-submission of hard/physical copies of reports as well as a certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and the resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission.
5. I am executing this certification on **May 15, 2020** to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.


ATTY. HEHERSON M. ASIDDAO
Chief Finance Officer
Passport No: P5573311A

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ALBERTO P. FENIX, JR.**, Filipino, of legal age and a resident of **15E The Biltmore, 102 Aguirre St., Legazpi Village, Makati City 1229, Metro Manila**, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **D.M. Wenceslao & Associates, Incorporated** (the “**Corporation**”) and have been its independent director since **February 23, 2018**.
2. I am/was affiliated with the following companies:

COMPANY/ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Newtech Pulp Inc.	President	1990-2015
Ivoclar Vivadent Inc.	President	1993-2018
SPC Power Corporation	Executive Director	1994-Present
Kepeco SPC Power Corporation	Director	2000-Present
Bohol Light Company Inc.	Director	2009-Present
SPC Island Power Corporation	Director	2010-Present
Fenix Management and Capital Inc.	Chairman and President	2009-Present
Victorias Milling Company Inc.	Director	2012-2017
VC Securities Corporation	Independent Director	2019-Present
AiFEN True Water Inc.	Chairman and President	2019-Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities and Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any of the directors/officers/substantial shareholders of the Corporation, its subsidiaries, and affiliates nor a relative in any other way than the relationship provided under Rule 38 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not an officer or director of any government agencies or Government-Owned and Controlled Corporations.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Manual on Corporate Governance for Publicly Listed Companies and other SEC issuances.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Executed this 5th day of May 2020.

A handwritten signature in black ink, appearing to read "Alberto Fenix, Jr.", with a long, sweeping horizontal line extending from the end of the signature.

ALBERTO P. FENIX, JR.
Affiant

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **OSCAR S. REYES**, Filipino, of legal age and a resident of **58 McKinley Road Forbes Park, Makati City**, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **D.M. Wenceslao & Associates, Incorporated** (the “**Corporation**”) and have been its independent director since **July 29, 2019**.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position	Period of Service
Bank of the Philippine Islands	Independent Director Member, Advisory Council	2003-2016 2016-present
Manila Water Company Inc.	Independent Director	2005-present
PLDT Inc.	Director Member, Advisory Board	2001-2010 2010-present
Basic Energy Corporation	Independent Director Member, Advisory Board	2007-2019 2019-present
Cosco Capital Inc.	Independent Director	2009-present
Pepsi Cola Products Philippines, Inc.	Chairman	2007-present
PXP Energy Inc.	Director	2017-present
PLDT Equity Ventures Inc.	Director	2013-present
Link Edge, Inc.	Chairman	2002-present
Sun Life Financial Plans Inc.	Independent Director	2006-present
Sun Life Prosperity Dollar Advantage Fund, Inc.	Independent Director	2004-present
Sun Life Prosperity Dollar Abundance Fund, Inc.	Independent Director	2002-present
Sun Life Prosperity GS Fund, Inc.	Independent Director	2011-present
Sun Life of Canada Prosperity Bond Fund, Inc.	Independent Director	2011-present
Sun Life Prosperity Money Market Fund, Inc.	Independent Director	2011-present
Sun Life Prosperity Dynamic Fund Inc.	Independent Director	2018-present
Sun Life Prosperity Achiever Fund 2028 Inc.	Independent Director	2018-present
Sun Life Prosperity Achiever Fund 2038 Inc.	Independent Director	2018-present
Sun Life Prosperity Achiever Fund	Independent Director	2018-present

2048 Inc.		
Sun Life Prosperity World Equity Fund	Independent Director	2018-present
Sun Life of Canada Prosp. Balance Fund	Independent Director	2018-present
Sun Life of Canada Prosperity Equity Fund	Independent Director	2018-present
Grepalife Fixed Income Fund Corporation	Independent Director	2011-present
Grepalife Dollar Bond Fund Corporation	Independent Director	2011-present
Grepalife Bond Fund Corporation	Independent Director	2011-present
Petrolift Inc.	Independent Director	2007-present
Eramen Minerals Inc.	Independent Director	2004-present
Phil Dealing System Holdings Corp.	Independent Director	2019-present
Phil. Dealing Exchange Corporation	Independent Director	2019-present
Phil. Depository & Trust Corporation	Independent Director	2019-present
Phil. Securities Settlement Corporation	Independent Director	2019-present
Team Energy Corporation	Independent Director	2019-present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities and Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any of the directors/officers/substantial shareholders of the Corporation, its subsidiaries, and affiliates nor a relative in any other way than the relationship provided under Rule 38 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not an officer or director of any government agencies or Government-Owned and Controlled Corporations.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Manual on Corporate Governance for Publicly Listed Companies and other SEC issuances.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Executed this 5th day of May 2020.

A handwritten signature in black ink, appearing to read "Reyes", with a horizontal line underneath.

OSCAR S. REYES
Affiant

CERTIFICATION

I, **ATTY. PAUL MAR M. QUINTO**, duly incumbent Corporate Secretary of **D.M. WENCESLAO AND ASSOCIATES INC.** (the "Corporation") with SEC Registration Number 26986 and with principal office at 3/F Aseana Powerstation Bldg, D. Macapagal Blvd. cor. Bradco Avenue, Aseana City, Parañaque City, do hereby certify and state that:

1. The Corporation, **D.M. WENCESLAO AND ASSOCIATES INC.**, will comply with the guidelines for the alternative filing of reports and/or documents through electronic mail with the Securities and Exchange Commission through the Corporate Governance and Finance Department ("CGFD") issued on March 18, 2020 and March 30, 2020 in light of the imposition of an Enhanced Community Quarantine and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019).
2. The information contained in **SEC Form 20-ISA** or the **Definitive Information Statement** submitted on **May 21, 2020** is **true and correct** to the best of my knowledge.
3. On behalf of **D.M. WENCESLAO AND ASSOCIATES INC.**, I hereby **undertake** to:
 - a. submit hard or physical copies of **SEC Form 20-ISA** with proper notarization and certification;
 - b. pay the filing fees for **SEC Form 20-ISA**, if any;

within ten (10) calendar days from the date of the lifting of the Enhanced Community Quarantine period and resumption of SEC's normal working hours.
4. I am fully aware that the non-submission of hard/physical copies of reports as well as a certification that they refer to one and the same document submitted online, within ten (10) calendar days from the lifting of the Enhanced Community Quarantine period and the resumption of SEC's normal working hours, shall invalidate the reports, applications, compliance, requests and other documents submitted via email. Hence, the corresponding penalties under existing rules and regulations of the Commission shall apply without prejudice to the imposition of penalties under Section 54 of the Securities Regulation Code and other applicable existing rules and regulations for failure to comply with the orders of the Commission.
5. I am executing this certification on **May 21, 2020** to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.


ATTY. PAUL MAR M. QUINTO
Corporate Secretary and Chief Legal Officer

TIN Number 146-706-377-000