

COVER SHEET

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S.E.C. Registration Number

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I	N	C	O	R	P	O	R	A	T	E	D															

(Company's Full Name)

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

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

MARK S. GORRICETA

(02) 8696 - 0988

Contact Person

Company Telephone Number

1	2	3	1
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Month Day
Fiscal Year

Definitive 20 - IS

FORM TYPE

0	6	2	3
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Month Day
Annual Meeting

N/A

Secondary License Type, If Applicable

MSRD

Dept. Requiring this Doc.

N/A

Amended Articles Number/Section

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Total No. of Stockholders

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Total Amount of Borrowings	

Domestic

Foreign

LCU

CASHIER

STAMPS

To be accomplished by SEC Personnel concerned

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of **D.M. WENCESLAO & ASSOCIATES, INCORPORATED** ("**DMWAI**" or "**Company**") will be conducted by remote communication on **June 23, 2023** at 9 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 23, 2022
4. Report of the Chief Executive Officer
5. Election of Directors
6. Appointment of the Company's External Auditor for the year 2023
7. Ratification of all Previous Acts and Resolutions of the Board of Directors, Management, and all Committees from June 24, 2022 up to June 23, 2023
8. Consideration of such other matters as may properly come during the meeting
9. Adjournment

Only stockholders of record at the close of business hours on May 12, 2023 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 Presiding Officer of the meeting as proxy. Duly accomplished proxies shall be submitted by email to the Office of the Corporate Secretary at asm2023registration@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 16, 2023, until 5:00 PM. 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 asm2023registration@dmwai.com on or before June 16, 2023, until 5:00 PM. 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

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 asm2023registration@dmwai.com on or before **June 16, 2023, until 5:00 PM**, subject to the procedure set in Item 18(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 Presiding Officer of the meeting as proxy, or by electronic voting *in absentia*. Stockholders voting by appointing the Presiding Officer 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 16, 2023 until 5:00pm** to the Office of the Corporate Secretary at asm2023registration@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. 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 Presiding Officer 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 asm2023registration@dmwai.com questions or comments to matters that are relevant and of general concern to them on June 23, 2023 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. The recording shall be available for access on DMWAI's website for two (2) weeks 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 23, 2022

The minutes of the annual meeting of stockholders held on June 23, 2022 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 Presiding Officer 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 2022 and the outlook for 2023. The audited financial statements as of December 31, 2022 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 2022 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 Presiding Officer 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, 2023. 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 Presiding Officer of the meeting as proxy.

Ratification of all Previous Acts and Resolutions of the Board of Directors, Management and All Committees from June 24, 2022 up to June 23, 2023

The acts and resolutions of the Board of Directors, Management and all Committees of DMWAI were those adopted from **June 24, 2022** until **June 23, 2023**. 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 Presiding Officer of the meeting as proxy.

Other Matters

The Presiding Officer of the meeting 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 Presiding Officer of the meeting, as my proxy, to act for me and on my behalf, at the 2023 Annual Stockholders’ Meeting of the Company to be held on **June 23, 2023** at **9 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 Minutes of the Annual Meeting of Stockholders held on June 23, 2022 (Agenda Item No. 3)			
II.	Election of Directors for 2023-2024 (Agenda Item No. 5)	NUMBER OF VOTES		
	1. Sylvia C. Wenceslao			
	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			
III.	Appointment of the Company’s External Auditor for 2023 (Agenda Item No. 6)			
IV.	Ratification of all Previous Acts and Resolutions of the Board of Directors, Management, and all Committees from June 24, 2022 up to June 23, 2023 (Agenda Item No. 7)			

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 16, 2023, until 5:00 PM** or seven (7) days before the opening of the annual stockholders’ meeting to the Office of the Corporate Secretary at asm2023registration@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 asm2023registration@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.

May 23, 2023

via electronic mail

SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, Philippine International Convention Center Complex
Roxas Boulevard, Pasay City, 1307

Attention: **DIR. VICENTE GRACIANO P. FELIZMENDO JR.**
Director, Markets and Securities Regulation Department

Re: Definitive Information Statement
D.M. Wenceslao & Associates, Incorporated

via PSE Edge

PHILIPPINE STOCK EXCHANGE, INC.

Philippine Stock Exchange Tower, 5th Ave.
Cor. 28th St., Bonifacio Global City, Taguig City

Gentlemen:

Please find attached the SEC Form 20-IS (Definitive Information Statement) of **D.M. Wenceslao & Associates, Incorporated** ("Corporation"), in relation to its annual meeting of stockholders to be held on June 23, 2023.

Thank you.

Very truly yours,

D.M. WENCESLAO & ASSOCIATES, INCORPORATED

By:



ATTY. PATRICK I. PENACHOS
Acting Compliance Officer

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: **15th Floor, Aseana 3, D. Macapagal Blvd. corner Asean Ave., Aseana City, Parañaque City**

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

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

Date : June 23, 2023
Time : **9 o'clock in the morning**

Online web address / URL / link: https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZTJhMzQ4NGEtZjhhNS00YjE5LWI0ODItODQ3N2I5YzRhYmFh%40thread.v2/0?context=%7b%22Tid%22%3a%22016c9635-539c-4394-86d4-59e337cafae7%22%2c%22Oid%22%3a%22c5c37417-2057-48cd-a453-9ff339897f1b%22%7d

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **May 22, 2023**

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, 2020
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 2023 Annual Stockholders' Meeting

a.

Date : **June 23, 2023**
Time : **9 o'clock in the morning**
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 2, 2023 at the Corporation's website <http://dmwai.com>.

Approximate Mailing Date of this Information Statement : **May 22, 2023**

Complete Mailing Address : **15th Floor Aseana 3 D. Macapagal Boulevard corner Asean Ave., Aseana City, Parañaque City**

Online web address / URL / link: https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZTJhMzQ4NGEtZjhhNS00YjE5LWI0ODItODQ3N2I5YzRhYmFh%40thread.v2/0?context=%7b%22Tid%22%3a%22016c9635-539c-4394-86d4-59e337cafae7%22%2c%22Oid%22%3a%22c5c37417-2057-48cd-a453-9ff339897f1b%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 May 22, 2023.

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, 2023**, the Corporation has 3,395,864,100 common shares outstanding, and each Stockholder is entitled to one vote for each share of stock held as of the record date. Voting rights are vested on common shares.

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, 2023**. All stockholders of record as of **May 12, 2023** 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, 2023** 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 **asm2023registration@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 **asm2023registration@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, 2023

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, 2023**:

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)	Percentage of Ownership
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						and/or Beneficial)	
Common	Wendel Holdings Co. Inc. ² <i>(Majority Stockholder)</i> 15 th Floor, Aseana 3, Asean Ave. cor Pres. Macapagal Blvd., Brgy. Tambo, Paranaque City,	See Footnote 1 below. Record and Beneficial Owner.		Filipino	2,715,353,627 <i>(Record and Beneficial)</i>		79.96%
Common	PCD Nominee Corporation, ³ <i>(Stockholder)</i> G/F MSE Bldg. Ayala Avenue, Makati City	PCD Participants acting for themselves, or for their customers. ⁴ Record owner.		Filipino	634,912,966 <i>(Record Owner)</i>		18.70%

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, 2023 (Record and Beneficial)

As of May 12, 2023, the security ownership of the Corporation's Management is as follows:

Title of Class	Names of Owner and Position	Amount and Nature of Beneficial Ownership (Direct or Indirect)	Citizenship	Percent of Class
Directors and Officers				
Common	Sylvia C. Wenceslao <i>Chairperson and Director</i>	15,825	Direct	Filipino 0.00%
Common	Carlos Delfin C. Wenceslao	1,583	Direct	Filipino 0.00%

² Wendel Holdings Co. Inc. is the parent company of the Corporation. It is owned by CEPD RESOURCES OPC – 33.27%; BM RESOURCES OPC 16.60%, JDFI RESOURCES OPC 16.60%. DPP RESOURCES OPC 16.60%, AEJ RESOURCES OPC 16.60%, Sylvia J. Wenceslao, Carlos Delfin C. Wenceslao, Edwin Michael C. Wenceslao, Paolo Vincent C. Wenceslao and Delfin Angelo C. Wenceslao – each 0.06%;

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.

	<i>Vice President for Logistics and Director</i>				
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%

(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, 2023, 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, 2023

Nationality	Class of Voting Shares	Number of Shares	Percentage
Filipino	Common	3,392,722,100	99.9080%
Non-Filipino	Common	3,123,000	0.0920%
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 2022 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
Sylvia C. Wenceslao	Filipino	Director, Chairman of the Board	78
Delfin Angelo C. Wenceslao	Filipino	Director and Chief Executive Officer	43
Paolo Vincent C. Wenceslao	Filipino	Director and Chief Operating Officer	46
Carlos Delfin C. Wenceslao	Filipino	Director and Vice President for Logistics	51
Edwin Michael C. Wenceslao	Filipino	Director and Vice President for Treasury and Administration	47
Alberto P. Fenix, Jr.	Filipino	Independent Director	78
Oscar S. Reyes	Filipino	Lead Independent Director	77
Atty. Heherson M. Asiddao, CPA ⁵	Filipino	Chief Finance Officer	45
Atty. Paul Mar M. Quinto	Filipino	Chief Legal Officer and Corporate Secretary	53
Atty. Mark S. Gorriceta	Filipino	Chief Information Officer	45
Atty. Rommel T. Casipe ⁶	Filipino	Compliance Officer	36
Jeffrey Lucero	Filipino	Investor Relations Officer	28

Since the last annual meeting of 2022, 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:

Sylvia C. Wenceslao, *Director and Chairperson of the Board*

Dr. Sylvia C. Wenceslao is the Chairperson of D.M. Wenceslao and Associates, Incorporated. Prior to Dr. Sylvia C. Wenceslao’s appointment as Chairperson, she served as the company’s Treasurer and most recently, Vice President for Corporate Social Responsibility. Concurrently,

⁵ Effective date of cessation of term is October 09, 2022; Replaced by Mr. Benigno A. Tatunay effective October 03, 2022.

⁶ Atty. Rommel T. Casipe resigned as the Corporation’s Compliance Officer effective April 19, 2023 and was replaced by Atty. Patrick I. Penachos in an Acting capacity.

she also serves as Vice Chairman of Wendel Construction Company Inc., Director and Vice President of Fabricom, Inc., Treasurer of Philippine Ecopanel Inc., Wendel Holdings Company Inc. and Director of Aseana Holdings, Inc.

Dr. Sylvia C. Wenceslao holds a Doctor of Medicine from the University of Santo Tomas.

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. 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 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.

Benigno A. Tatunay, *Chief Finance Officer*

Mr. Benigno Tatunay is Certified Public Accountant (CPA) and a licensed real estate broker. He is a seasoned Finance Executive with over two (2) decades of experience in the real estate industry. Most recently, Mr. Tatunay served as the Chief Finance Officer (CFO) of a real estate company for over a decade. He also held positions in treasury, accounting, and audit in various companies.

Mr. Tatunay earned his Bachelor of Science in Accountancy from Pamantasan ng Lungsod ng Maynila, graduating Magna Cum Laude. He earned his Master in Business Administration from De La Salle University, graduating with distinction.

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.

Atty. Mark S. Gorriceta, Chief Information Officer

Atty. Mark S. Gorriceta, is the Managing Partner of Gorriceta Africa Cauton & Saavedra. He heads the Corporate Group and Technology Media & Telecommunications Group of the Firm. With over 17 years in private practice, Atty. Gorriceta has developed an extensive expertise in complex corporate transactions, commercial contracts and regulatory matters in a range of areas that impact businesses.

A member of the Philippine Bar, Atty. Gorriceta graduated law with honors and holds a Bachelor of Arts - Political Science degree from the Ateneo de Manila University. He completed certificate courses in Finance at the Asian Institute of Management. He completed a certificate course in Corporate Finance at Harvard University's Extension School. He also completed several Masterclasses on Blockchain, Distributed Ledger & Smart Contracts in Singapore and Hong Kong. Atty. Gorriceta is a faculty member of the Ateneo de Manila University's Center for Continuing Education, and he teaches Mergers & Acquisitions for the Advanced Module Diploma Course in Corporate Finance. Atty. Gorriceta is currently a Board Trustee, Corporate Secretary and Chief Legal Officer of the Fintech Philippines Association. Mark is Vice Chairman of the ICT Committee of the Financial Executives Institute of the Philippines.

Jeffrey Lucero, Investor Relations Officer

Mr. Jeffrey Lucero is the Investor Relations Officer of the Company. Prior to joining the Company, he was an Equity Analyst in a local trust and asset management group and in a local stock brokerage firm. He was also part of the Investor Relations team of one of the largest conglomerates in the country.

Mr. Lucero graduated Cum Laude from De La Salle University with a Bachelor's Degree in Business Management.

Atty. Rommel T. Casipe, Compliance Officer⁷

Atty. Rommel T. Casipe is the Compliance Officer of our Corporation since 10 March 2022. Before joining the Company, he worked as an associate lawyer specializing in Labor Law and Trademark Law.

He obtained his bachelor's degree in Sports Science from University of the Philippines and Law degree from Far Eastern University. He became a member of the Integrated Bar of the Philippines in 2019.

⁷ Atty. Rommel T. Casipe resigned as the Corporation's Compliance Officer effective April 19, 2023 and was replaced by Atty. Patrick I. Penachos, albeit in an Acting capacity on April 20, 2023.

Atty. Patrick I. Penachos, Acting Compliance Officer⁸

Atty. Patrick I. Penachos is the Acting Compliance Officer of our Corporation since 20 April 2023. He has been a member of the Integrated Bar of the Philippines since 2015. Before joining the Company, he worked as a Senior Associate in a law firm in Ortigas and served as Political Affairs Officer in Congress. He obtained his Bachelor of Arts major in Legal Studies at the Lyceum of the Philippines University and his law degree at the Arellano School of Law.

Period of Directorship in the Corporation

Name	Term of Office
Sylvia C. Wenceslao	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
Oscar S. Reyes	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 2022 is as follows:

Name	No. of Meetings Attended / Held⁹	Percent Present
Sylvia C. Wenceslao	6/6	100%
Delfin Angelo C. Wenceslao	6/6	100%
Paolo Vincent C. Wenceslao	6/6	100%
Carlos Delfin C. Wenceslao	6/6	100%
Edwin Michael C. Wenceslao	6/6	100%
Alberto P. Fenix, Jr.	6/6	100%
Oscar S. Reyes	6/6	100%

Board Performance Assessment

The Board recognizes the importance of regular performance assessments, individually and collectively as part of their accountability. In this regard, the Board adopts a self-assessment system to measure the performance of the Board and Management in accordance with the criteria provided for in the Revised Code of Corporate Governance issued by the Securities and Exchange Commission.

The annual self-assessment of the Board's performance includes the performance of the Chairman, individual members and committees. Every three (3) years, the assessment shall be supported by an external facilitator.

⁸ Atty. Patrick I. Penachos was appointed as the Corporation's Acting Compliance Officer on April 19, 2023.

⁹ In 2022 and during the incumbency of the director.

The Board, as a body, evaluated its performance by filling out a self-assessment questionnaire to be used for benchmarking its practices against the expectations set out in the Charter of the Board of Directors and leading corporate governance practices.

The Board used the results of the self-assessment as its guide in formulating and implementing plans to prove its performance including but not limited to the identification of relevant training intended to keep the members up-to-date with corporate governance leading practices, accounting and auditing standards, risks and controls, as well as specific areas of concern. The results were validated by the Company's Compliance Officer.

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 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 Committee¹⁰ 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 Committee¹¹

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

¹⁰ Function is currently performed by the Compensation & Remuneration and the Nomination & Election Committees.

¹¹ Function is currently performed by the Compensation & Remuneration and the Nomination & Election Committees.

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 Stockholders' 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 Stockholders 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

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 Stockholders 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 Dr. Sylvia C. Wenceslao 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. Sylvia C. Wenceslao
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 Sylvia C. Wenceslao)	None
Oscar S. Reyes	Wendel Holdings Co. Inc. (through Sylvia C. Wenceslao)	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 Ms. Sylvia C. Wenceslao, 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

Dr. Sylvia C. Wenceslao is the widow of Mr. Delfin J. Wenceslao, Jr. (“**Spouses Wenceslao**”). Spouses Wenceslao are the parents of Messrs. Carlos Delfin, Edwin Michael, Paolo Vincent and Delfin Angelo, all surnamed Wenceslao.

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 Stockholders 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.

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 Stockholders.

Related Parties	Nature of Transaction
WHI	<p>We have and may continue to acquire land in Aseana City from our majority shareholder, WHI. As of December 31, 2022, we had outstanding purchase payments to WHI amounting to P3,990.1 million, which are represented as advances from and due to related parties in our consolidated financial statements.</p> <p>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 P485.0 million and is presented as Advances to related parties under Receivables account in the consolidated statements of financial position.</p> <p>The Group entered into a lease agreement with the Ultimate Parent Company for certain parcels of land with lease term of 30 years. As of December 31, 2022, 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 P478.6 million and P524.5 million, respectively, for this lease arrangement. The Group incurred depreciation expense and interest expense amounting to P21.1 million and P42.1 million, respectively, in 2022.</p> <p>In 2022, the Parent Company also entered into a contract with WHI to render certain performance obligations relative to the management and administration of the latter's real estate properties, including portions leased to a third party. Revenue recognized from this arrangement amounted to P43.7 million and presented as part of Other Revenues from Rentals under the Revenues section of the 2022 consolidated statement of profit or loss. The outstanding balance amounting to P21.8 million, which is unsecured and noninterest-bearing, is presented as part of Receivables – net in the 2021 consolidated statement of financial position.</p>

<p>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.</p>	<p>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:</p> <ul style="list-style-type: none"> • 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, drainage system and underground utilities of certain lots situated at Aseana City. The construction was completed in 2017. The related contract receivable and retention receivable amounted to P8.3 million as of December 31, 2022. Also, the company has granted cash advance to BRADCO for its working capital requirements. Outstanding balance as of December 31, 2022 amounted to P37.6 million. • 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, 2022, total advances to these related parties amounted in the aggregate to P146.1 million.
<p>ABPEA</p>	<p>As a member of ABPEA and Aseana Power Station Association, Inc., we incur association dues. For the period ended December 31, 2022, the Group incurred association dues amounting to P39.1 million. The Group recognized income amounting to P26.7 million in 2022 from rendering of</p>

	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.
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 P59.4 million for the year ended December 31, 2022.

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, 2022.

Resignation of directors

No director has resigned from the Board during the period of June 24, 2022 to June 23, 2023.

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, 2022:

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

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, 2021, 2022 and projected total annual compensation for 2023:

Name and Principal Position	Year	Salary(P)	Bonus	Other Annual Compensation
CEO and the three most highly	Actual 2021	22 M	2 M	-

compensated executive officers, namely: 1. Delfin Angelo C. Wenceslao 2. Paolo Vincent C. Wenceslao 3. Edwin Michael C. Wenceslao 4. Carlos Delfin C. Wenceslao	Actual 2022	36 M	2 M	-
	Projected 2023	37.8 M	2.1 M	-
Aggregate compensation paid to all other officers and Directors as a group unnamed	Actual 2021	53.5 M	4 M	-
	Actual 2022	55.4 M	4 M	-
	Projected 2023	58.17 M	4.2 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, 2017, 2018, 2019, 2020, 2021 and 2022.

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 2023. The re-appointment of Punongbayan & Araullo will be presented to the stockholders for their approval at the 2023 Annual Stockholders' Meeting. John Endel S. Mata will be the partner-in-charge for the year 2023.

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"**
- b. 2022 Annual Report – **Exhibit "B"**
- c. 1st Quarter 2023 Unaudited Consolidated Financial Statements – **Exhibit "C"**
- d. 2022 Annual Stockholders' Meeting Minutes – **Exhibit "D"**¹²

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, 2022.

¹² The 2022 Annual Stockholders' Meeting Minutes provides for the following information, pursuant to Section 49 of the Revised Corporation Code:

- a. A description of the voting and vote tabulation procedures used in the meeting;
- b. A description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given;
- c. The matters discussed and resolutions reached;
- d. A record of the voting results for each agenda item; and
- e. A list of the directors, officers and stockholders who attended the meeting.

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. Other Proposed Actions

- a. Ratification of all previous acts and resolutions of the Board of Directors, Management and All Committees from June 24, 2022 up to June 23, 2023.
- 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 18. 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. 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.

Each stockholder will be given a Registration Form with a ballot, which will enable the stockholder to vote in writing on each item or proposal for approval of the stockholders in the Agenda. The Registration Form with the ballot shall be submitted by the stockholder to asm2023registration@dmwai.com. All votes cast in the ballots submitted by the stockholders will be counted and tabulated by the Election Committee. The Election Committee is 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 asm2023registration@dmwai.com beginning June 2, 2023 at 8:00am until June 16, 2023 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 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 21, 2023.
- (4) 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 in the City of Parañaque on May 18, 2023.

By:

A handwritten signature in black ink, appearing to read 'Penachos', with a long, sweeping horizontal stroke extending to the right.

ATTY. PATRICK I. PENACHOS / Acting Compliance Officer

ANNEX A
D.M. WENCESLAO & ASSOCIATES, INCORPORATED
INTERNAL PROCEDURES FOR ELECTRONIC VOTING IN ABSENTIA AND/OR
BY PROXY ON STOCKHOLDERS' 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 23, 2023 and who have: (a) appointed the Presiding Officer 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, 2023.
2. **When to Register**- Registration period for Stockholders who intend to appoint the Presiding Officer of the meeting as Proxy, or to electronically vote in absentia shall start on June 2, 2023 at 8:00am until June 16, 2023 at 5:00pm, Philippine time (“Registration Period”). Beyond this date and time, Stockholders may no longer avail of the option to electronically vote in absentia.
3. **How to Register** - The Stockholder 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 asm2023registration@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; and
- c. Contact number of the Stockholder.

Stockholders with Joint Accounts –

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

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; and
- 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 meeting 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 will 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 asm2023registration@dmwai.com by **June 16, 2023, until 5:00 PM**, 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) contact number and (iv) the required documents as listed above.

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 Voting 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 electronically vote during the Annual Stockholders' Meeting provided they have validly registered within the Registration Period.

Upon successful registration, registered Stockholders will receive an electronic mail (through the email address provided in their Registration Form) with a link, through which they can cast their vote.

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 21, 2023.

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 link to the live webcast of the Annual Stockholders' Meeting at least two (2) business days prior to the date of the Meeting.

For any technical assistance, Stockholders may send their questions or concerns prior to the date of the meeting via email to asm2023@dmwai.com with the subject "Technical Assistance". The IT Team of the Company shall assist the Stockholders on their questions and concerns.

VII. Stockholders' Questions/Comments During the Meeting

Stockholders may send their questions and/or comments during the meeting at asm2023@dmwai.com. The Corporate Secretary, or his designated representative, 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 Stockholders' 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 Stockholders' Meeting conducted.

For any clarifications, Stockholders may contact the Company's Office of the Investor Relations Officer at iro@dmwai.com or the Office of the Corporate Secretary at asm2023@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
15th Floor Aseana 3 D. Macapagal Boulevard corner
Asean Ave., Aseana City, Parañaque City**

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

**MARKET FOR ISSUER’S COMMON EQUITY AND
RELATED STOCKHOLDER MATTERS**

A. Market Information

The Company’s shares of stock are officially listed in the Philippine Stock Exchange on June 29, 2018.

As of December 31, 2022, the closing price of the Company’s shares of stock is P6.70/share.

	Philippine Stock Exchange								
	Prices (in Php/Share)								
	<u>2023</u>			<u>2022</u>			<u>2021</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	6.96	6.71	6.80	7.00	6.50	6.86	7.60	6.55	6.90
Second Quarter	-	-	-	6.90	6.73	6.76	7.15	6.71	7.15
Third Quarter	-	-	-	6.88	6.70	6.82	7.19	6.50	6.90
Fourth Quarter	-	-	-	6.81	6.58	6.70	7.00	6.35	6.78

As of May 12, 2023, the closing price of the Company’s shares of stock is P6.70/share.

B. Shareholders

There are 31 registered holders of common shares of the Company as of March 31, 2023.

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 Corp. (Filipino)	634,893,966	18.70%
3 Wendel Holdings Co. Inc.	578,798,847	17.04%
4 High-Viewpoint Minds, Inc.	19,850,399	0.58%
5 Intelli Searchrev Corporation	9,788,400	0.29%
6 Raydine Incorporated	8,000,000	0.23%
7 PCD Nominee Corp. (Non- Filipino)	3,141,999	0.09%
8 Symart Corporation	2,846,500	0.08%
9 La Filipina uy Gongco Corporation	2,077,000	0.06%
10 Intelli Searchrev Corporation	1,152,600	0.03%
11 Serafin U. Salvador, Jr.	240,000	0.007%
12 Serafin U. Salvador, Jr.	166,700	0.004%
13 Ariane Dominique Marie Moreno	142,300	0.004%

	Stockholder Name	No. of Shares	% to Total Shares
14	Sybase Equity Investment Corporation	129,400	0.004%
15	Regina Capital Dev Corp.	68,000	0.002%
16	Serafin U. Salvador	50,000	0.001%
17	Ariane Dominique Marie Moreno	27,000	0.0007%
18	Joselito C. Herrera	5,000	0.0001%
19	Ma. Christmas R. Nolasco	3,000	0.00008%
20	Jaybee C. Baraquel	1,000	0.00002%
21	Jesus San Luis valencia	1,000	0.00002%
22	Gabrielle Claudia F. Herrera	500	0.00001%
23	Nadezhda Iskra F. Herrera	500	0.00001%
24	Milagros P. Villanueva	500	0.00001%
25	Myra P. Villanueva	500	0.00001%
26	Myrna P. Villanueva	500	0.00001%
27	Marietta V. Cabreza	500	0.00001%
28	Alberto Victor P. Fenix Jr.	100	0.000003%
29	Oscar Sison Reyes	100	0.000003%
30	Gerardo Salgado	8	0.00000%
31	Botschaft N. Cheng or Sevilla Ngo	1	0.00000%

C. 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
Common shares	March 3, 2021	159,999,533	March 22, 2021	April 8, 2021
Common shares	March 10, 2022	206,960,938	March 25, 2022	April 8, 2022
Common shares	March 15, 2023	254,600,089	March 30, 2023	April 5, 2023

D. Recent Sales of Unregistered or Exempt Securities including Recent Issuance of Securities Constituting an Exempt Transaction

As of March 31, 2023, the Company has not sold any unregistered or exempt securities nor has the Company issued securities constituting an exempt transaction under the Securities Regulation Code.

E. Corporate Governance

- i. 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.

- ii. 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 Company's Board of Directors, officers, executives and employees shall strive to achieve along with the Company's strategic objectives, create value for all its stakeholders, and sustain its long-term viability.
- iii. The Board recognizes the importance of regular performance assessments, individually and collectively as part of their accountability. In this regard, the Board adopts a self-assessment system to measure the performance of the Board and Management in accordance with the criteria provided for in the Revised Code of Corporate Governance issued by the Securities and Exchange Commission.
- iv. The annual self-assessment of the Board's performance includes the performance of the Chairman, individual members and committees. Every three (3) years, the assessment shall be supported by an external facilitator.
- v. The Board, as a body, evaluated its performance by filling out a self-assessment questionnaire to be used for benchmarking its practices against the expectations set out in the Charter of the Board of Directors and leading corporate governance practices.
- vi. The Board used the results of the self-assessment as its guide in formulating and implementing plans to prove its performance including but not limited to the identification of relevant training intended to keep the members up-to-date with corporate governance leading practices, accounting and auditing standards, risks and controls, as well as specific areas of concern. The results were validated by the Company's Compliance Officer.
- vii. There were no deviations from the Company's Manual. The Company has adopted in the Manual of Corporate Governance the leading practices and principles of good corporate governance, and full compliance therewith has been made since the adoption of the Manual.
- viii. The Company is taking further steps to enhance adherence to principles and practices of good corporate governance.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1Q2023

Net Income Reaches ₱526 Million

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

	Three months ended March 31 (UNAUDITED)				
	2023	% to Revenues	2022	% to Revenues	% Change
Profit & Loss Data					
Revenues	1,097	100%	1,581	100%	-31%
Cost of services and sales	333	30%	230	15%	45%
Gross profit	764	70%	1,351	85%	-43%
Other operating expenses – net	123	11%	133	8%	-7%
Net income	526	48%	961	61%	-45%

	Mar 31, 2023		Dec 31, 2022		% Change
	Amount	% to Total Assets	Amount	% to Total Assets	
	(UNAUDITED)		(AUDITED)		
Balance Sheet Data					
Total Assets	39,596	100%	38,644	100%	2%
Total Liabilities	13,146	33%	12,471	32%	5%
Total Equity attributable to owners of the Parent company	25,823	65%	25,552	66%	1%

	As of the period ended	
	March 31, 2023	December 31, 2022
Other Key Financial Ratios		
Current Ratio	1.58	1.63
Debt to Equity	12%	12%
	March 31, 2023	December 31, 2022
Return on Equity	8%	8%
*Net income ratio	48%	50%
Recurring Income Contribution	55%	52%

**Attributable to parent*

Revenue

Total consolidated revenue decreased by P484.2 million or 30.6%, from P1,580.9 million for the three months ended March 31, 2022 to P1,096.7 million for the same period in 2023, primarily due to the following:

Land sales

The parent Company sold a certain parcel of land amounting to P787.6 million in January 2022 with a land area of 1,790 sqm. No sale was recorded for the same period in 2023.

Sale of Condominium Units

The revenue from sale of condominium units increased by P194.2 million or 83.3%, from P233.0 million for the three months ended March 31, 2022 to P427.2 million on same period in 2023. This increase was primarily attributable to the increase in incremental percentage of completion for Midpark in 2023 compared to the incremental percentage of completion for the same period in 2022. Also, higher number of units of Midpark was qualified for revenue recognition as it reaches the revenue threshold.

Rentals

The total rental revenue increased by P40.6 million or 7.2%, from P560.3 million for the three months ended March 31, 2022 to P600.9 million on the same period in 2023 . The increase was attributable to the increase in parking income and the new leases the company has secured.

Construction Contracts

The total construction contracts increased by P68.6 million or 100%, for the three months ended March 31 in 2023 . The increase was attributable to construction activities rendered to external parties.

Cost of Services and Sales

Total consolidated cost of services and sales increased by P102.6 million or 44.6%, from P230.2 million for the three months ended March 31, 2022 to P332.8 million for the same period in 2023 primarily due to the following:

Sale of Condominium Units

Cost of sale of condominium units increased by P74.9 million or 74.3%, from P100.8 million for the three months ended March 31, 2022 to P175.7 million for the same period in 2023. As discussed above, increase was primarily attributable to the increase in incremental percentage of completion for Midpark in 2023 compared to the incremental

percentage of completion on the same period in 2022. Also, higher number of units of Midpark was qualified for revenue recognition.

Construction Contracts

Cost of construction contracts increased by P48.9 million or 100%, for the three months ended March 31, 2023. As discussed above, increase was primarily attributable to the increase in construction activities rendered to external parties.

Land Sales

Cost of land sales decreased by P55.2 million or 100% from 2022. As discussed above, there is no land sale for the same period in 2022.

Operating expenses – net

Operating expenses – net decreased by P10.5 million or 7.9% from P133.2 million for the period ended March 31, 2022 to P122.7 million for the same period in 2023 primarily due to decrease in selling expense related to the land sale and decrease in recognized penalty income from forfeited payments of buyers.

Tax Expense

Tax expense decreased by P123.0 million or 49.2%, from P250.0 million in 2022 to P127.0 million in 2023 significantly due to the decrease in current tax expense as a result of the transacted land sale during the first quarter of 2022.

Net Profit Attributable to Parent

Net profit attributable to parent company decreased by P434.9 million or 45.3%, from P960.5 million in 2022 to P525.6 million in 2023, as discussed in details in the revenue, cost of services and sales, operating expenses and taxes portions of this report.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P951.1 million or 2.5%, from P38,644.5 million as of December 31, 2022 to P39,595.6 million as of March 31, 2023 due to the following:

- Contract Asset increased by P283.4 million or 34.5%, from P820.3 million to P1,103.7 million as of December 31, 2022 and March 31, 2023, respectively, primarily due to the increase in number of units that qualified for revenue recognition.

- Investment properties - net increased by P517.4 million or 2.7%, from P18,995.0 million to P19,512.4 million as of December 31, 2022 and March 31, 2023, respectively, because of the cost incurred for the construction of Parqal.
- Receivables increased by P266.6 million or 3.8%, from P7,014.7 million to P7,281.3 million as of December 31, 2022 and March 31, 2023, respectively, primarily due to the recognition of rental receivable based on PAS17.

Total Liabilities

Total liabilities increased by P674.4 million or 5.4%, from P12,471.3 million to P13,145.8 million from December 31, 2022 and March 31, 2023, respectively, due to the following:

- Deferred tax liabilities increased by P56.3 million or 5.1%, from P1,113.5 million to P1,169.8 million as of December 31, 2022 and March 31, 2023, respectively, mainly due to PAS 17 adjustments.
- Trade and other payables increased by P506.9 million or 24.2%, from P2,093.5 million to P2,600.4 million as of December 31, 2022 and March 31, 2023, respectively, significantly due to the billings received from subcontractors of pipeline projects.
- Contract liability decreased by P43.1 million or 11.1%, from P387.2 million to P344.1 million as of December 31, 2022 and March 31, 2023, respectively, because of the decrease in the amount received from real estate customers in excess of the amount that the Group has rights to receive based on the progress of the real estate development.
- Deposit and advances increased by P114.9 million or 10.7%, from P1,075.4 million to P1,190.3 million as of December 31, 2022 and March 31, 2023, respectively, mainly due to additional deposits received.

Total Equity

Total equity increased by P276.6 million or 1.1%, from P26,173.2 million to P26,449.8 million as of December 31, 2022 and March 31, 2023, respectively, primarily due to the results of operation for the three months ended March 31, 2023, net of declaration of cash dividends of P254.6 million.

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 1.58 from 1.63 as of March 31, 2023 and December 31, 2022, respectively, mainly due to the increase in capital expenditures thus, decrease in cash and cash equivalents.

Debt to equity ratio remains at 12% as of March 31, 2023 and December 31, 2022.

Return on equity decreased to 8% from 9% as of March 31, 2023 and December 31, 2022, mainly due to the decrease in results of operation for the current year.

Net income margin decreased to 48% from 62% as of March 31, 2023 and 2022, mainly due to the land sale transacted during 2022.

Recurring income ratio increased to 55% from 51% as of March 31, 2023 and December 31, 2022 mainly due to the land sale in the first quarter of 2022 which diluted the recurring income ratio.

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 statements of financial position. 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 Performance Indicator

	2022	2021	1Q 2023	1Q 2022
Gross Revenue	4.22 Billion	3.45 Billion	1.10 Billion	1.58 Billion
EBIT	2.76 Billion	2.51 Billion	660.55 Million	1.22 Billion
EBITDA	2.98 Billion	2.64 Billion	707.77 Million	1.26 Billion
Net Income	2.12 Billion	2.07 Billion	525.65 Million	960.50 Million
Earnings per share	0.62	0.61	0.15	0.28
Net book value per share	7.71	7.13	7.79	7.36
Current Ratio	1.63:1	1.67:1	1.58:1	1.70:1
Debt to Equity Ratio	0.12:1	0.14:1	0.12:1	0.13:1
Interest coverage ratio	24.3:1	34.6:1	23.05:1	31.70:1
Asset to equity ratio	1.51:1	1.57:1	1.53:1	1.56:1
Operating margin ratio	0.65:1	0.72:1	0.58:1	0.77:1

2022**DMW's Net Income Grows to P2.1 billion.**

Financial and Operational Highlights

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

	Twelve months ended December 31 (AUDITED)				
	2022	% to Revenues	2021	% to Revenues	% Change
Profit & Loss Data					
Revenues	4,220	100%	3,447	100%	22%
Cost of services and sales	975	23%	598	17%	63%
Gross profit	3,245	77%	2,848	83%	14%
Other operating expenses - net	518	12%	362	11%	43%
Other income (expenses)	5	0%	(5)	0%	200%
Net income attributable to owners of the Parent company	2,122	50%	2,070	60%	3%
Core Net Income	2,122	50%	1,882	55%	13%
	Dec 31 2022	% to Total Assets	Dec 31 2021	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	38,645	100%	36,983	100%	4%
Total Liabilities	12,471	32%	12,759	34%	2%
Total Equity attributable to owners of the Parent company	25,552	66%	23,623	64%	8%
As of the period ended					
Other Key Financial Ratios	December 31, 2022	December 31, 2021			
Current Ratio	1.63	1.67			
Debt to Equity	12%	14%			
Return on Equity	9%	9%			
Net income contribution	50%	60%			
Recurring Income Contribution	52%	58%			
As for the period ended					
Key Operating Data	December 31, 2022	December 31, 2021			
Total leased land area (sq.m.)	166,015	150,444			
Total leasable floor area (sq.m.)	162,351	162,351			

Total occupancy rate (leased buildings) (%)	51%	51%
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Revenue

Total consolidated revenue increased by P773.6 million, or 22.44%, from P3,446.7 million in 2021 to P4,220.3 million in 2022, primarily due to the following:

Rentals

Our total revenue from rentals increased by P181.7 million or 9.1%, from P1,992.2 million in 2021 to P2,173.9 million in 2022.

- **Rentals of Land.** Rentals of land increased by P42.5 million or 4.4%, from P967.9 million in 2021 to P1,010.4 million in 2022. The increase was primarily attributable to the addition of St. Luke’s Medical Center, Inc. as a lessee commencing in September 2022, with a leased land area of 13,896.0 sq.m. Our total leased land area as of December 31, 2022 is at 166,015 sq.m.
- **Other revenue.** Other revenue increased by P142.3 million or 66.7%, from P213.2 million in 2021 to P355.5 million in 2022. The increase was primarily attributable to the forfeited security deposits of former tenants, increase in CUSA as a result of escalation and increase in parking collections in 2022.

Land Sales

Land sale revenue amounted to P787.6 million both for December 31, 2021 and December 31, 2022.

Construction Contracts

Total construction revenue decreased by P43.5 million or 84.5%, from P51.5 million in 2021 to P8.0 million in 2022 primarily due to the decrease in construction activities rendered to external parties. Also, in 2022, the Group continues 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 P635.3 million or 103.2%, from P615.4 million in 2021 to P1,250.7 million in 2022. The increase is due to the increase in the number of units for Midpark project that are qualified for revenue recognition in 2022 compared to number of units in 2021. Furthermore, there’s an increase in incremental percentage of completion in 2022 compared to the incremental

percentage of completion in 2021. As of December 31, 2022, Midpark project has a percentage of completion of 52.14%.

Cost of Services and Sales

Our consolidated cost of services and sales increased by P376.5 million or 62.9%, from P598.4 million in 2021 to P974.9 million in 2022.

Rentals

Costs of rentals increased by P101.7 million or 36.9%, from P275.8 million in 2021 to P377.5 million in 2022. The increase was primarily attributable to the recognition of depreciation expense for 8912 Asean Ave and increase in cost of utilities and building maintenance.

Land Sales

Costs of land sales amounted to P55.2 million both for December 31, 2021 and December 31, 2022.

Construction Contracts

Costs of construction contracts decreased by P32.8 million or 82.6%, from P39.7 million in 2021 to P6.9 million in 2022. Most of the Group's construction activities in 2022 are internal projects.

Sale of Condominium Units

Cost of sale of condominium units increased by P307.6 million, or 135.1%, from P227.6 million in 2021 to P535.2 million in 2022. The increase was due to the increase in the number of units that are qualified for revenue recognition and the increase in incremental percentage of completion in 2022 compared to the same period in 2021.

Other Operating Expenses - net

Other operating expenses - net increased by P155.7 million or 43.0%, from P362.0 million in 2021 to P517.7 million in 2022.

Other Operating Income

Other operating income increased by P10.3 million or 9.8%, from P105.5 million in 2021 to P115.8 million in 2022 mainly due to the sheet pile hauling. There was no similar transaction recorded in 2021.

Operating expenses & Selling Expenses

Operating expenses increased by P166.1 million or 35.5%, from P467.5 million in 2021 to P633.5 million in 2022. The increase was attributable primarily due to the increase in

commission for sales agents because of the increase in sales take up and sale of land during the year.

Other Income (net)

Other income increased by P10.0 million or 200.0% from total net other charges of P5.5 million in 2021 to total net other income of P4.5 million in 2022 primarily due to the following:

Finance Income

Finance income increased by P40.4 million or 252.5%, from P16.0 million in 2021 to P56.4 million in 2022. The increase was primarily attributable to the increase in average effective interest rates.

Finance Cost

Finance cost increased by P11.6 million or 21.4%, from P54.2 million in 2021 to P65.8 million in 2022. The increase was mainly to the adoption of PFRS 16.

Tax Expenses

Tax expenses increased by P200.2 million or 51.3%, from P390.0 million in 2021 to P590.2 million in 2022. The increase was primarily due to the current tax expense on increased revenues and deferred tax expense on PAS 17 adjustments net of the effect of CREATE law reducing the income tax rate from 30% to 25% effective June 30, 2020. Moreover, the effect of the new law for 2020 was accounted for and recorded only in 2021 in compliance with existing regulations.

Net Profit

Net profit attributable to parent increased by P52.0 million or 2.5%, from P2,069.7 million in 2021 to P2,121.7 million in 2022.

Core Net Income

Core net income increased by P239.4 million or 12.7%, from P1,882.3 million in 2021 to P2,142.0 million in 2022. Core net income excludes the adjustment of tax expense in 2021 due to effectivity of CREATE Law. The increase is primarily due to the increase in revenue from sale of the condominium units attributable to the percentage of completion and increase in number of units recognized in 2022

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P1,661.0 million or 4.5%, from P36,983.5 million as of December 31, 2021 to P38,644.5 million as of December 31, 2022 due to the following:

- Investment property increased by P1,428.7 million or 8.1%, from P17,566.3 million to P18,995.0 million as of December 31, 2021 and 2022, respectively, primarily due to the cost incurred for 8912 Asean Ave. and Parqal, and reclassification of cost of land leased area from Land and Land Development Cost.
- Receivables decreased by P224.1 million or 3.1%, from P7,238.8 million to P7,014.7 million as of December 31, 2021 and 2022, respectively, because the full payment of the receivable related to the land sale net of the increase in the recognition of rental receivable based on PAS17.
- Cash and cash equivalents decreased by P71.4 million or 1.3%, from P5,665.9 million to P5,594.5 million as of December 31, 2021 and 2022, respectively, primarily due to payments to suppliers and subcontractors, cash dividends, taxes and licenses and other operating expenses.
- Land and land development cost decreased by P376.3 million or 18.1%, from P2,080.2 million to P1,703.9 million as of December 31, 2021 and 2022, respectively, mainly due to reclassification of cost of land leased area to investment properties- net..
- Other current assets increased by P237.2 million or 17.3%, from P1,367.9 million to P1,605.1 million as of December 31, 2021 and 2022, respectively, primarily due to increase in input VAT from supplier's and subcontractor's billings.
- Property development costs increased by P231.6 million or 14.6%, from P1,589.0 million to P1,820.6 million as of December 31, 2021 and 2022, respectively, mainly due to the incurred cost of condominium units.
- Contract asset increased by P676.2 million or 469.3%, from P144.1 million to P820.3 million as of December 31, 2021 and 2022, respectively, primarily due to higher percentage of completion compared to the collection on sold units.
- Other non- current asset decreased by P161.3 million or 20.3%, from P792.3 million to P631.0 million as of December 31, 2021 and 2022, respectively, because of the recoument of advances made to contractors and suppliers.

Total Liabilities

Total liabilities decreased by P288.0 million or 2.3%, from P12,759.3 million as of December 31, 2021 to P12,471.3 million as of December 31, 2022, respectively, due to the following:

- Loans and borrowings decreased by P100.8 million or 3.1%, from P3,282.3 million to P3,181.5 million as of December 31, 2021 and 2022, respectively, due to principal payment of maturing loans..
- Trade and other payables increased by P99.4 million or 5.0%, from P1,994.1 million to

P2,093.5 million as of December 31, 2021 and 2022, respectively primarily due to the increase in billings from subcontractors and suppliers.

- Contract liability decreased by P65.3 million or 14.4%, from P452.5 million to P387.2 million as of December 31, 2021 and 2022, respectively, due to the application of payment of buyers to revenue as the percentage of completion of residential projects increases.
- Deposits and advances decreased by P169.3 million or 13.6%, from P1,244.7 million to P1,075.4 million as of December 31, 2021 and 2022, respectively, mainly due to the application of deposits related to the sale of units of MidPark Towers that reached the 20% revenue threshold and the partial release of retention payable to general contractors.

Total Equity

Total equity attributable to holders of parent company increased by P1,928.7 million or 8.2%, from P23,623.0 million to P25,551.7 million as of December 31, 2021 and 2022, respectively, primarily due to the results of operation of P2,121.7 million for the year ended December 31, 2022, net of the Group's declaration and payment of dividends of P207.0 million.

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 1.63 from 1.67 as of December 31, 2022 and 2021, respectively, mainly due to increase in capital expenditures thus, decrease in cash and cash equivalents.
- Debt to equity ratio decrease to 12% from 14% as of December 31, 2022 and 2021, respectively, due to decrease in loans and borrowings.
- Return on equity is at 9% both for the period ended December 31, 2022 and 2021.
- Net income margin decreased to 50% for the period ended December 31, 2022 from 60% as of the same period in 2021 mainly due to the adjustment in tax expense in 2021 due to the effectivity of CREATE Act.
- Recurring income contribution decreased to 52% in 2022 from 58% in 2021 mainly due to the increase in revenue 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.

2021**DMW's 2021 Core Net Income Increased to P1.88 billion or 44%**

Financial and Operational Highlights

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

	Twelve months ended December 31 (AUDITED)				
	2021	% to Revenues	2020	% to Revenues	% Change
Profit & Loss Data					
Revenues	3,443	100%	2,734	100%	26%
Cost of services and sales	598	17%	663	24%	(10%)
Gross profit	2,845	83%	2,071	76%	37%
Other operating expenses - net	358	10%	364	13%	(2%)
Other income (expenses)	5	0%	1,079	39%	(101%)
Net income attributable to owners of the Parent company	2,069	60%	2,131	78%	(3%)
Core Net Income	1,882	55%	1,310	48%	44%
	Dec 31 2021	% to Total Assets	Dec 31 2020	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	36,983	100%	32,857	100%	13%
Total Liabilities	12,759	35%	10,573	32%	21%
Total Equity attributable to owners of the Parent company	23,623	64%	21,704	66%	9%
Other Key Financial Ratios					
	December 31, 2021		December 31, 2020		
Current Ratio	1.67		1.47		
Debt to Equity	14%		6%		
Return on Equity	9%		10%		
Net income contribution	61%		79%		
Recurring Income Contribution	58%		72%		
Key Operating Data					
	December 31, 2021		December 31, 2020		
Total leased land area (sq.m.)	150,444		158,079		
Total leasable floor area (sq.m.)	162,351		90,712		

Total occupancy rate (leased buildings) (%)	51%	93%
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Revenue

Total consolidated revenue increased by P708.7 million or 25.9%, from P2,734.4 million in 2020 to P3,443.1 million in 2021, primarily due to the following:

Rentals

Our total rental revenue from rentals increased by P28.3 million or 1.4%, from P1,960.3 million in 2020 to P1,988.6 million in 2021.

- Rentals of Land. Rentals of land decreased by P10.6 million or 1.1%, from P978.5 million in 2020 to P967.9 million in 2021. The decrease was primarily attributable to the pre-termination and termination of some contracts during the year.
- Rentals of Building. Rentals of building increased by P1.9 million or 0.2%, from P809.1 million in 2020 to P811.0 in 2021. The increase is primarily attributable to the renewal of contract of lease with a higher lease rate and new tenants. During the year, the Group completed the construction of 8912 Asean Ave and 58 Jupiter. Thus, our total aggregate leasable floor area increased from 90,712 sqm in 2020 to 162,351 sqm in 2021.
- Other revenue. Other revenue increased by P36.9 million or 21.4%, from P172.6 million in 2020 to P209.6 million in 2021. The increase was primarily attributable to the forfeited security deposits as a result of the write off of old accounts, increase in CUSA as a result of escalation and increase in parking collections due to full operation in 2021.

Land Sales

Land sale revenue increased by P787.6 million or 100% in 2021. There is no land sale in 2020.

Construction Contracts

Total construction revenue increased by P26.7 million or 107.7%, from P24.8 million in 2020 to P51.5 million in 2021 primarily due to the increase in construction activities rendered to external parties as the country recovers from pandemic. Also, in 2020, the Group continues to focus its construction resources in completing its on-going internal projects.

Sale of Condominium Units

The revenue from sale of condominium units decreased by P133.9 million or 17.9%, from P749.3 million in 2020 to P615.4 million in 2021. The decrease is primarily due to the higher number of turned over units of Pixel in 2020 as compared in 2021.

Cost of Services and Sales

Our consolidated cost of services and sales decreased by P64.8 million or 9.8%, from P663.1 million in 2020 to P598.4 million in 2021.

Rentals

Costs of rentals increased by P38.5 million or 16.2%, from P237.3 million in 2020 to P275.8 million in 2021. The increase was primarily attributable to the increase in cost of utilities and building maintenance due to full operation of tenants as these companies implements return to office set-up in 2021.

Land Sales

Costs of land sales increased by P55.2 million or 100%, from 2020. As discussed in a previous paragraph, there was no land sale in 2020.

Construction Contracts

Costs of construction contracts increased by P23.3 million or 142.7%, from P16.4 million in 2020 to P39.7 million in 2021. Most of the Group's construction activities in 2020 are internal projects.

Sale of Condominium Units

Cost of sale of condominium units decreased by P181.9 million or 44.4%, from P409.5 million in 2020 to P227.6 million in 2021. The decrease was attributable primarily to the recognized construction savings from Pixel Project as the project is already completed

Other Operating Expenses - net

Other operating expenses - net decreased by P5.6 million or 1.5%, from P363.9 million in 2020 to P358.3 million in 2021.

Other Operating Income

Other operating income decreased by P29.0 million or 21.0%, from P138.1 million in 2020 to P109.1 million in 2021 mainly due to the sale of air rights in 2020. There was no similar transaction recorded in 2021.

Operating expenses & Selling Expenses

Operating expenses decreased by P34.5 million or 6.9%, from P502.0 million in 2020 to P467.5 million in 2021. The decrease was attributable primarily to the (i) decrease in commission for sales agents due to decrease in sales take up (ii) decrease in miscellaneous expense.

Other Income (net)

Other income decreased by P1,084.8 million or 100.5% from total net other income of P1,079.4 million in 2020 to total net other income of P5.5 million in 2021 primarily due to the following:

Finance Income

Finance income decreased by P75.5 million or 82.5%, from P91.5 million in 2020 to P16.0 million in 2021. The decrease was attributable primarily to the maturity of short-term placements and decrease in average effective interest rates ranging from 1.00% to 5.10% in 2020 to 0.58% to 1.0% in 2021.

Other Income

In 2020, the Parent Company recorded a one-time gain of P1,000.0 million. The Group reversed the Advances to ADI amounting to P1.0 billion upon the prescription of these advances and the completion of all administrative matters relating to the CA and SA in 2020. Management, in consultation with its legal counsel, believes that full restitution of ADI was already served and no further claims against DMWAI under the JV Agreement is expected. There is no similar gain in 2021.

Tax Expenses

Tax expenses decreased by P232.5 million or 37.4%, from P622.5 million in 2020 to P390.0 million in 2021. The decrease was primarily due to the effect of CREATE law reducing the income tax rate from 30% to 25% effective June 30, 2020. Moreover, the effect of the new law for 2020 was accounted for and recorded only in 2021 in compliance with existing regulations.

Net Profit

Net profit attributable to parent decreased by P61.0 million or 2.9%, from P2,130.7 million in 2020 to P2,069.7 million in 2021.

Core Net Income

Core net income increased by P572 million or 44%, from P1,310 million for December 31, 2020 to P1,882 million for December 31, 2021 which excludes the after-tax impact of one-off gain amounting to P1.0 billion in 2020 related to the termination of a JV agreement as well as the adjustment of tax expense in 2021 due to the effectivity of CREATE law.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P4,126.5 million or 12.6%, from P32,857.0 million as of December 31, 2020 to P36,983.5 million as of December 31, 2021 due to the following:

- Investment property increased by P2,026.8 million or 13.0%, from P15,539.5 million to P17,566.3 million as of December 31, 2020 and 2021, respectively, primarily due to the cost incurred for 8912 Asean Ave., Parqal, 58 Jupiter and Aseana Plaza.
- Receivables increased by P992.0 million or 15.9%, from P6,246.8 million to P7,238.8 million as of December 31, 2020 and 2021, respectively, primarily due to the receivable related to the land sale amounting to P590.7 million and recognition of rental receivable based on PAS17 amounting to P447.7 million.
- Cash and cash equivalents increased by P1,236.5 million or 27.9%, from P4,429.5 million to P5,665.9 million as of December 31, 2020 and 2021, respectively, primarily due to additional loan availments, collections from land sale, rentals and sale of condominium units net of payments to suppliers and subcontractors, cash dividends, taxes and licenses and other operating expenses.
- Land and land development cost decreased by P32.4 million or 1.5%, from P2,112.5 million to P2,080.2 million as of December 31, 2020 and 2021, respectively, primarily due land sale recorded for 2021.
- Other current assets decreased by P505.3 million or 27.0%, from P1,873.2 million to P1,367.9 million as of December 31, 2020 and 2021, respectively, primarily due to maturity of short-term time deposits net of increase input VAT from supplier's and subcontractor's billings.
- Property development costs increased by P520.4 million or 48.7%, from P1,068.6 million to P1,589.0 million as of December 31, 2020 and 2021, respectively, mainly due to the incurred cost of condominium units.
- Deferred tax assets decreased by P93.5 million or 48.6% from P192.3 million to P98.8 million as of December 31, 2020 and 2021, respectively, primarily due to effect of CREATE bill.
- Contract asset increased by P52.1 million or 56.6%, from P92.0 million to P144.1 million as of December 31, 2020 and 2021, respectively, primarily due to the increase in units that qualified for revenue recognition.
- Investment in Associates and Joint Venture increased by P29.7 million or 34%, from P87.9 million to P117.6 million as of December 31, 2020 and 2021, respectively, primarily due to the share in net income from associates and subsidiaries.

Total Liabilities

Total liabilities increased by P2,186.6 million or 20.7%, from P10,572.7 million as of December 31, 2020 to P12,759.3 million as of December 31, 2021, respectively, due to the following:

- Loans and borrowings increased by P1,885.3 million or 135.0%, from P1,397.0 million to P3,282.4 million as of December 31, 2020 and 2021, respectively, due to avaiement of loans to support its on-going projects.
- Trade and other payables increased by P261.1 million or 15%, from P1,733.0 million to P1,994.1 million as of December 31, 2020 and 2021, respectively primarily due to the increase in accrued expenses related to the accrual of importation charges and construction billings.
- Contract liability decreased by P238.3 million or 34.5%, from P690.8 million to P452.5 million as of December 31, 2020 and 2021, respectively, due to the application of payment of buyers to revenue as the percentage of completion of residential projects increases.
- Deposits and advances decreased by P150.3 million or 10.8%, from P1,395.0 million to P1,244.7 million as of December 31, 2020 and 2021, respectively, mainly due to application of advance rental.
- Deferred tax liabilities decreased by P67.6 million or 6.4%, from P1,056.7 million to P989.1 million as of December 31, 2020 and 2021, respectively, due to the effect of CREATE bill.
- Lease liability increased by P368.5 million or 223%, from P165.5 million to P534.0 million as of December 31, 2020 and 2021, respectively, primarily due to the PFRS16 adjustment for 8912 Asean Ave.
- Income Tax Payable increased by P142.8 million or 253%, from P56.4 million to P199.1 million as of December 31, 2020 and 2021, respectively, primarily due to the booked land sale on the last quarter of 2021.

Total Equity

Total equity attributable to holders of parent company increased by P1,918.6 million or 8.8%, from P21,704.4 million to P23,623.0 million as of December 31, 2020 and 2021, respectively, primarily due to the results of operation of P2,069.7 million for the year ended December 31, 2021, net of the Group's declaration and payment of dividends of P160.0 million.

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 1.67 from 1.47 as of December 31, 2021 and 2020, respectively, mainly due to additional loan availments with more than a year term thus, increase in cash and cash equivalents.
- Debt to equity ratio increased to 14% from 6% as of December 31, 2021 and 2020, respectively, due to availment of loans to support capital expenditure.
- Return on equity decreased to 9% from 10% as of December 31, 2021 and 2020, respectively, due to the decrease in results of operation for the current year.
- Net income margin decreased to 61% as of the period ended December 31, 2021 from 79% as of the same period in 2020 mainly due to other income recognized in 2020.
- Recurring income contribution decreased to 58% in 2021 from 72% in 2020. As mentioned above, there were no land sale transaction occurred in 2020 compared to 2021.

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.

2020

DMW's Net Income Reaches P2.13 Billion in 2020

Financial and Operational Highlights

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

	Twelve months ended December 31 (AUDITED)				
	2020	% to Revenues	2019	% to Revenues	% Change
Profit & Loss Data					
Revenues	2,734	100%	3,513	100%	(22%)
Cost of services and sales	663	24%	694	20%	(4%)
Gross profit	2,071	76%	2,819	80%	(27%)
Other operating expenses - net	364	13%	548	15%	(3%)
Other income (expenses)	1,079	39%	1,056	30%	2%
Net income attributable to owners of the Parent company	2,131	78%	2,374	68%	(10%)
	Dec 31 2020	% to Total Assets	Dec 31 2019	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	32,857	100%	31,267	100%	5%
Total Liabilities	10,573	32%	10,734	34%	(1%)
Total Equity attributable to owners of the Parent company	21,704	66%	19,987	64%	9%
	As of the period ended				
Other Key Financial Ratios					
	December 31, 2020	December 31, 2019			
Current Ratio	1.47	1.61			
Debt to Equity	6%	3%			
Return on Equity	10%	12%			
Net income contribution	79%	64%			
Recurring Income Contribution	72%	56%			

Key Operating Data	As of the period ended	
	December 31, 2020	December 31, 2019
Total leased land area (sq.m.)	158,079	158,079
Total leasable floor area (sq.m.)	90,712	89,914
Total occupancy rate (leased buildings) (%)	93%	98%

Revenue

Total consolidated revenue decreased by P779.0 million or 22.2%, from P3,513.4 million in 2019 to P2,734.4 million in 2020, primarily due to the following:

Rentals

Our total rental revenue from rentals increased by P1.5 million or 0.1%, from P1,958.8 million in 2019 to P1,960.3 million in 2020.

- Rentals of Building. Rentals of building increased by P15.6 million or 2.0%, from P793.5 million in 2019 to P809.1 million in 2020. The increase was primarily attributable to the renewal of contract of lease with a higher lease rate. In October 2020, the Group acquired certain property in Makati. Our total aggregate leasable floor area increased from 89,914 sq.m in 2019 to 90,712 sq.m in 2020.
- Other revenue. Other revenue decreased by P13.5 million or 7.3%, from P186.2 million in 2019 to P172.7 million in 2020. The decrease was primarily attributable to the decrease in reimbursable charges and parking collections as an effect of the pandemic.

Land Sales

No sale of land in Aseana City was transacted for the twelve months ended December 31, 2020. Sale of lots in Aseana City amounted to P935.9 million for the same period of 2019.

Construction Contracts

Total construction revenue decreased by P46.3 million or 65.1%, from P71.1 million in 2019 to P24.8 million in 2020 primarily due to the decrease in construction activities rendered to external customers due to pandemic. Also, in 2020, 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 P201.6 million or 36.8%, from P547.7 million in 2019 to P749.3 million in 2020. 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 2020 compared to units for the same period in 2019. Furthermore, there's an increase in incremental percentage of completion in 2020 compared to the incremental percentage of completion for the same period in 2019. As of December 31, 2020, Pixel and Midpark project has a percentage of completion of 92.2% and 16.2%, respectively.

Cost of Services and Sales

Our consolidated cost of services and sales decreased by P31.2 million or 4.5%, from P694.3 million in 2019 to P663.1 million in 2020.

Rentals

Costs of rentals decreased by P29.9 million or 11.2%, from P267.2 million in 2019 to P237.3 million in 2020. The decrease was primarily attributable to decrease in cost of utilities and building maintenance as a result of the pandemic.

Land Sales

Costs of land sales decreased by P66.7 million or 100%, from 2019. As discussed in a previous paragraph, there was no land sale in 2020.

Construction Contracts

Costs of construction contracts decreased by P29.5 million or 64.3%, from P45.9 million in 2019 to P16.4 million in 2020. Most of the Group's construction activities in 2020 are internal projects.

Sale of Condominium Units

Cost of sale of condominium units increased by P95.0 million or 30.2%, from P314.5 million in 2019 to P409.5 million in 2020. 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 Expenses - net

Other operating expenses - net decreased by P197.3 million or 36.0%, from P548.2 million in 2019 to P350.9 million in 2020.

Other Operating Income

Other operating income increased by P93.7 million or 172.7%, from P54.3 million in 2019 to P148.0 million in 2020 mainly due to the sale of air rights and reversal of expected credit loss on receivables previously accrued in prior years.

Operating expenses

Operating expenses decreased by P103.6 million or 17.2%, from P602.5 million in 2019 to P498.9 million in 2020. The decrease was attributable primarily to (i) decrease in commissions of P92.4 million for sales agents due to decrease in sales take up (ii) decrease in depreciation expense due to fully depreciated property and equipment of P7.9 million.

Other Income (net)

Other income increased by P23.1 million or 2.2% from total net other income of P1,056.3 million in 2019 to total net other income of P1,079.4 million in 2020 primarily due to the following:

Finance Income

Finance income decreased by P205.9 million or 69.2%, from P297.3 million in 2019 to P91.5 million in 2020. The decrease was attributable primarily to the maturity of short-term placements.

Other Income

Other Income increased by P150.0 million or 17.6%, from P850.0 million in 2019 to P1,000.0 million in 2020. In 2020, the Group reversed the Advances to ADI amounting to P1.0 billion upon the prescription of these advances and the completion of all administrative matters relating to the CA and SA in 2020. Management, in consultation with its legal counsel, believes that full restitution of ADI was already served and no further claims against DMWAI under the JV Agreement is expected. The advances from co-joint venturer is previously presented as part of current liabilities in the statement of financial position as of December 31, 2019. In the same period of 2019, the Company received a non-refundable portion of P2,050.0 million amounting to P850.0 million in relation to the giving of its consent in favor of a third party to buy from another party certain parcels of land contributed to a joint venture arrangement (see Note 13.2b of the 2020 consolidated financial statements).

Tax Expenses

Tax expenses decreased by P439.7 million or 40.9%, from P1,075.2 million in 2019 to P635.5 million in 2020, representing an effective income tax rate of 30.6% and 23.2% of gross revenue, respectively. The decrease was primarily due to the sale of land in 2019 between subsidiaries which is being eliminated in consolidation. There was no such transaction occurred in the same period in 2020.

Net Profit

Net profit attributable to parent decreased by P243.3 million or 10.2%, from P2,374.0 million in 2019 to P2,130.7 million in 2020.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P1,590.2 million or 5.1%, from P31,266.8 million as of December 31, 2019 to P32,857.0 million as of December 31, 2020 due to the following:

- Receivables increased by P861.0 million or 16.0%, from P5,385.8 million to P6,246.8 million as of December 31, 2019 and 2020, respectively, primarily due to recognition of rental receivable based on PAS17 amounting to P580.1 million and advance payment to suppliers related to the on-going construction amounting to P338.5 million.
- Land and land development cost increased by P100.0 million or 5.0%, from P2,012.5 million to P2,112.5 million as of December 31, 2019 and 2020, respectively, primarily due to the capitalized costs incurred in developing Aseana City.
- Investment property increased by P2,966.8 million or 23.6%, from P12,572.7 million to P15,539.5 million as of December 31, 2019 and 2020, respectively, primarily due to the on-going construction of 8912 Asean Ave., Parqal and Aseana Plaza.
- Cash and cash equivalents decreased by P781.9 million or 15.0%, from P5,211.4 million to P4,429.5 million as of December 31, 2019 and 2020, respectively, primarily due to payments to suppliers and subcontractors, cash dividends, taxes and licenses and other operating expenses net of collections from rentals and sale of condominium units.
- Contract asset decreased by P157.0 million or 63.0%, from P249.0 million to P92.0 million as of December 31, 2019 and 2020, respectively, primarily due to the collection from sale of condominium units already exceeds the cumulative sales based on percentage of completion.
- Property development costs decreased by P99.5 million or 8.5%, from P1,168.1 million to P1,068.6 million as of December 31, 2019 and 2020, respectively, mainly due to the recognized cost of sale from condominium units. As of December 31, 2020, the percentages of completion for Pixel Residences and MidPark Towers are 92.2% and 16.2%, respectively.
- Other current assets decreased by P1,013.2 million or 35.1%, from P2,886.4 million to P1,873.2 million as of December 31, 2019 and 2020, respectively, primarily due to maturity of short-term time deposits net of increase input VAT from supplier's and subcontractor's billings.

- Other non-current asset decreased by P261.4 million or 23.6%, from P1,106.0 million to P844.6 million as of December 31, 2019 and 2020, respectively, primarily due to recoupment of advance payment to suppliers related to the on-going construction.

Total Liabilities

Total liabilities decreased by P160.9 million or 1.5%, from P10,733.6 million as of December 31, 2019 to P10,572.7 million as of December 31, 2020, respectively, due to the following:

- Advances from a co-joint venturer decreased by P1,040.0 million or 100% due to reversal of these advances upon prescription and completion of all administrative matters relating to the CA and SA in 2020 (see Note 13.2b of the 2020 consolidated financial statements).
- Deposits and advances decreased by P154.9 million or 10.0%, from P1,549.9 million to P1,395.0 million as of December 31, 2019 and 2020, respectively, mainly due to application of advance rental.
- Loans and borrowings increased by P885.3 million or 173.0%, from P511.7 million to P1,397.0 million as of December 31, 2019 and 2020, respectively, due to availment of loans to support its on-going projects.
- Contract liability increased by P136.1 million or 24.5%, from P554.7 million to P690.8 million as of December 31, 2019 and 2020, 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.
- Deferred tax liabilities increased by P154.4 million or 17.1%, from P902.3 million to P1,056.7 million as of December 31, 2019 and 2020, respectively, due to recognition of income taxes related to deferred rental income.

Total Equity

Total equity attributable to holders of parent company increased by P1,717.7 or 8.6%, from P19,986.7 million to P21,704.4 million as of December 31, 2019 and 2020, respectively, primarily due to the results of operation of P2,130.7 million for the year ended December 31, 2020, net of the Group's declaration and payment of dividends of P360.0 million.

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 1.47 from 1.61 as of December 31, 2020 and 2019, respectively, mainly due to increase in capital expenditures thus, decrease in cash and cash equivalents.
- Debt to equity ratio increased to 6% from 3% as of December 31, 2020 and 2019, respectively, due to availment of loans to support capital expenditure.
- Return on equity decreased to 10% from 11% as of December 31, 2020 and 2019, respectively, due to the decrease in the results of operation.
- Net income margin increased to 79% as of the period ended December 31, 2020 from 64% as of the same period in 2019 mainly due to land sale recognized in 2019. There was no land sale transaction occurred in 2020.
- Recurring income contribution increased to 72% in 2020 from 56% in 2019. As mentioned above, there were no land sale transaction occurred in 2020 compared on the same period in 2019.

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.

EXTERNAL AUDITOR'S FEES AND SERVICES

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, 2022, 2021 and 2020.

Punongbayan & Araullo has acted as our external auditor since 2010. Endel Mata is our current and prior year audit partner.

The same firm is being recommended for re-appointment as the Corporation's external auditor for the period ended December 31, 2023. The re-appointment of Punongbayan & Araullo will be presented to the stockholders for their approval at the 2023 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 succeeding table sets out the aggregate fees billed for each of the last two fiscal years for professional services rendered by Punongbayan & Araullo.

	<u>2022</u>	<u>2021</u>
	(₱ in millions)	
Audit and audit-related fees		
Audit services	3.9	3.8
.....		
Other assurance and related services	0.4	0.4
.....		
All other fees	0.5	0.5
.....		
Total	<u>4.8</u>	<u>4.7</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.

BRIEF DESCRIPTION OF REGISTRANT’S BUSINESS AND SUBSIDIARIES

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 December 4, 2012, the Philippine Securities and Exchange Commission (SEC) approved the Parent Company’s application for the extension of its corporate life. The shares of stock of the Company are officially listed in the 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 79.96% as of December 31, 2022 and 2021, respectively.

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. CBP-BC project, which the Company reclaimed. Aseana City is positioned to become the next major mixed-use or “Next Generation” CBD 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 564,018 sq.m. located in Aseana City. As of December 31, 2022, the Group has eleven (11) existing developed properties with leasable floor area of 162,351 sq.m., eight (8) of which are located in Aseana City. Also, as of December 31, 2022, the Group has already launched two (2) residential projects with total saleable area of 60,151 sq.m. The first residential project namely “Pixel Residences” was fully turned over by the end of 2021.

On April 24, 2020, the Parent Company’s Board of Directors (BOD) approved the change of DMWAI’s registered office address from 3rd Floor Aseana Powerstation Building,

Pres. Macapagal Avenue, Aseana Business Park, Parañaque City to 15th Floor, Aseana 3, D. Macapagal Blvd. corner Asean Ave., Aseana City, Parañaque City. The change in registered office address was approved by the Securities and Exchange Commission (SEC) and Bureau of Internal Revenue (BIR) on January 4, 2021 and March 15, 2021 respectively. DMWAI's principal place of business is located at 15th and 16th 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 15th Floor, Aseana 3, D. Macapagal Blvd. corner Asean Ave., Aseana City, Parañaque 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 Ground Floor Holdings Corp. (AGFHC)	October 22, 1999	82.5%
58 Jupiter Inc. (58 Jupiter)	October 18, 1996	100%
L&B Development Corporation (L&B)	October 18, 1968	100%
Aseana Resi Rent Corporation (ARRC)	February 4, 2020	100%
<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%
Aseana City Transport & Travel Corp. (ACTTC)	December 9, 2010	99.98%

The Company has three business segments, namely, rentals, construction and, sale of land and condominium units and others. The contribution of each of the business segments as of and for the year ended 2022 are as follows (in thousands)

	Rentals	Construction	Sale of Land and Condominium Units	Total
REVENUES				
Sales to external customers	P 2,173,884	P 8,036	P 2,038,345	P 4,220,265
Intersegment sales	<u>156,920</u>	<u>187,141</u>	<u>124,995</u>	<u>469,056</u>
Total revenues	<u>2,330,804</u>	<u>195,177</u>	<u>2,163,340</u>	<u>4,689,321</u>
COSTS AND OTHER OPERATING EXPENSES				
Cost of sales and services excluding depreciation and amortization	184,866	6,955	590,388	783,435
Depreciation and amortization	191,450	-	-	191,450
Other expenses	<u>124,116</u>	<u>6,095</u>	<u>72,374</u>	<u>202,585</u>
	<u>500,432</u>	<u>13,050</u>	<u>662,762</u>	<u>1,177,470</u>
INTEREST EXPENSE ON LEASE LIABILITIES	<u>42,023</u>	<u>-</u>	<u>-</u>	<u>42,023</u>
SEGMENT OPERATING PROFIT (after interest on lease liabilities)	<u>P 1,788,349</u>	<u>P 182,127</u>	<u>P 1,500,578</u>	<u>P 3,469,829</u>

Further details relating to business segment data are disclosed in Note 4 of the attached 2022 consolidated financial statements.

As of December 31, 2022, the Company had a market capitalization of P22.8 billion.

For the year 2023, the Company expects to incur at least P4.4 billion for its capital expenditures.

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)

1 5 / F A S E A N A 3 B U I L D I N G , P R E S . M A C A P A G A L B L V D . C O R . A S E A N A A V E . , A S E A N A C I T Y , 1 7 0 1 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

8854 - 5711

Mobile Number

No. of Stockholders

31

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

BENIGNO A. TATUNAY

Email Address

Telephone Number/s

8854 - 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, 2022**
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
**15th Floor, Aseana 3, D. Macapagal Blvd corner Asean 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, 2022

<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. 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: P4.55 billion as of end 2022

**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:

2022 Audited Consolidated Financial Statements (incorporated as reference for Items 1, 6, 7 & 12 of SEC Form 17-A)

SEC MC No.4 Annex A (Sustainability Report) for item 13.B

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PART I – BUSINESS AND GENERAL INFORMATION

Item 1. Business

Business Development and Principal Products or Services

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Aseana City Transport & Travel Corp. (ACTTC)	December 9, 2010	99.98%

The Company has three business segments, namely, rentals, construction and, sale of land and condominium units and others. The contribution of each of the business segments as of and for the year ended 2022 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 2,173,884	P 8,036	P 2,038,345	P 4,220,265
Intersegment sales	<u>156,920</u>	<u>187,141</u>	<u>124,995</u>	<u>469,056</u>
Total revenues	<u>2,330,804</u>	<u>195,177</u>	<u>2,163,340</u>	<u>4,689,321</u>
COSTS AND OTHER OPERATING EXPENSES				
Cost of sales and services excluding depreciation and amortization	184,866	6,955	590,388	783,435
Depreciation and amortization	191,450	-	-	191,450
Other expenses	<u>124,116</u>	<u>6,095</u>	<u>72,374</u>	<u>202,585</u>
	<u>500,432</u>	<u>13,050</u>	<u>662,762</u>	<u>1,177,470</u>
INTEREST EXPENSE ON LEASE LIABILITIES	<u>42,023</u>	<u>-</u>	<u>-</u>	<u>42,023</u>
SEGMENT OPERATING PROFIT (after interest on lease liabilities)	<u>P 1,788,349</u>	<u>P 182,127</u>	<u>P 1,500,578</u>	<u>P 3,469,829s</u>

Further details relating to business segment data are disclosed in Note 4 of the attached 2022 consolidated financial statements.

As of December 31, 2022, the Company had a market capitalization of P22.8 billion.

For the year 2023, the Company expects to incur at least P4.4 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 down payment 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 down payment 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. The Philippines construction industry is expected to be driven by rising infrastructure demand from various industries such as business process outsourcing, 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 2022, we have secured a land sale transaction during the first quarter of the year with 25% downpayment upon signing of the purchase agreement and the balance to be paid within one year.

As of December 31, 2022, we had completed the following significant land sale transaction for the past three years.

Purchaser	Total Land Area (sq.m.)	Usage of Land	Development Status	Date of Contract to Sell	Economic Interest	% Purchase Price for which Payment Received	Sales (₱ in millions)	Cost of sales (₱ in millions)
Buyer's name confidential	1,790	Commercial Mixed Use	Planning	December 2021	100%	100%	787.6	55.21
Buyer's name confidential	1,790	Commercial Mixed Use	Planning	January 2022	100%	25%	787.6	55.21

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. In December 2021, to strengthen the leasing portfolio within Aseana City, in connection with the interagency agreement we signed with WHI and a Memorandum of Agreement we executed in 2021, a 25-year lease contract with Landers Superstore covering an area of 15,064 sq.m. was signed. St. Luke's Medical Center, Inc.'s 50-year land lease commenced in September 2022. The lease is for an area of 13,896 sq.m. St. Luke's Medical Center, Inc. is recognized as the leading and most respected healthcare institution of the Philippines, this will be its third health care facility, its other two facilities are in Quezon City and Taguig City. Also during the year, we have renewed certain land lease contracts. In 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 and in succeeding page sets forth certain basic information on our top six land lessees, in terms of revenue contribution, as of December 31, 2022.

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, 2022
Ayala Land, Inc.	45 years (option to extend for 45 years)	Mixed-use mall and hotel development	92,317.0	100%	September 2014	72.67%
Ayala Land, Inc.	co-terminus with above	Mixed-use mall and hotel development	9,980.5	100%	January 2017	See consolidated percentage above
Prestige Bay Realty Development Corp.	15 years	Mixed-use	6,967.0	60%	March 2018	6.64%
St. Lukes Medical Center, Inc.	50 years (option to extend for 10 years)	Healthcare Institution	13,896.0	100%	September 2022	3.64%

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, 2022
Singapore Manila Inc.	School 10 years (option to extend for 10 years)	School	4,787.0	100%	March 2014	2.72%
Globeway Ventures, Inc.	Property 10 years (option to extend for 10 years)	Retail / Restaurant	4,897.0	100%	September 2015	2.02%

Rental revenues from a single lessee account for 17.40%, 21.30% and 26.85% of the consolidated total revenues in 2022, 2021 and 2020, respectively. In 2022 and 2021, revenues from sale of land are generated from a single customer, and which account for 18.66% or P787.6 million and 22.85% or P787.6 million of the consolidated revenues, respectively. There were no revenues from sale of land in 2020.

Leased Properties

Our commercial 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 or last 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 3% 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.

In 2021 and 2020, certain concessions were given to certain tenants due to the pandemic. The risk related to COVID 19 and the steps undertaken by our Group to mitigate the same are discussed in the "Risk" section of this report.

Below sets forth certain basic information on our top five commercial space leases, in terms of revenue contribution, as of December 31, 2022.

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, 2022
Itechno Specialist, Inc. (Aseana One)	3 years	BPO	2,504.7	August 2022	10.61%
Rialton Avenue, Inc.	15 years	Educational Institution	5,202.53	January 2022	8.22%
Starfuzion Management Corporation (Aseana Town Center)	10 years (option to extend for 5 years)	Retail	7,646.1	December 2016	7.84%
Genx Sport & Media Production Corp. (Aseana One)	5 years	Gaming	2,504.7	July 2018	7.72%
V Ships Services Oceana, Inc. (Aseana Two)	10 years (option to extend)	Logistics	7,694.5	December 2014	7.23%

Transactions with related parties

As of December 31, 2022, the Company is 79.96% owned by WHI.

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, 2022, we employed a total approximately of 176 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, 2022

Function	Number of Employees
Executives and Management	16
Construction and Operation	89
Finance and Accounting	23
Administration	48
Total	176

As of December 31, 2022, 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 is 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 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 P20,910.0 million as of December 31, 2022, and comprised approximately 54% 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.

Continuing Impact of COVID-19 Pandemic on the Group's Business

As also disclosed in our audited 2022 Consolidated Financial Statements, the COVID-19 pandemic started to become widespread in the Philippines in early March 2020. The measures taken by the government to contain the virus have affected economic conditions and the Group's business operations.

The COVID-19 pandemic started to become widespread in the Philippines in early March 2020 and its impact has been continuing until the date of the approval of these financial statements. In 2022, the country's economic status improved because of reopening of local and international travels and loosening of health and safety protocols and restrictions. Demand and supply of products are slowly returning to pre-pandemic levels. As a result, overall continuing impact of the COVID-19 pandemic to the Group is continuously improving and Group's operations is slowly going back to its pre-pandemic levels.

Management will continue to take actions to continually improve the operations as the need arises. Based on the foregoing improvements, management projects that the Group would continue to report positive results of operations and would remain liquid to meet current obligations as they fall due. Accordingly, management has not determined material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern due to the effects of the pandemic.

Item 2. Properties

As of the date of this report, we own 448 parcels of land with an aggregate land area of approximately 773,216.8 sq.m., comprising 564,017.20 sq.m. in terms of our land holdings in Aseana City and 209,199.6 sq.m. for land holdings outside Aseana City. In addition, we own eleven commercial buildings with an aggregate floor area of 162,351 sq.m as of December 31, 2022.

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, 2022, certain parcels of our land are used as collateral in connection with our bank loans and borrowings as shown below.

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
31,472.0	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. and Aseana Residential Holdings Corp.

Aseana One is used as collateral for the Group's loan facility line with Security Bank Corporation up the extent of P512.7M as of December 31, 2022.

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

Location / Building	Total Floor Area (sq.m.)	Usage
Aseana One	20,189	Mixed use office building
Aseana Two	14,288	Mixed use office building
Aseana Three	30,914	Mixed use office building
Aseana Square	2,137	Commercial and retail complex
Aseana Powerstation Building	4,710	Commercial and retail complex
Aseana Town Center	11,946	Commercial and retail complex

<u>Location / Building</u>	<u>Total Floor Area (sq.m.)</u>	<u>Usage</u>
DMWAI Building	1,042	Office with ground floor retail
S&R Building (2 nd Floor)	3,785	Mixed use office building
8912 Asean Ave	69,284	Mixed use office building
Erlag Building	1,701	Mixed use
58 Jupiter	2,355	Mixed use
Total	<u>162,351</u>	

As of December 31, 2022, 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, 2022, we owned certain personal property comprising machinery and equipment as described below.

	<u>Value (in ₱)</u>
Machinery and construction equipment.....	31.4
Transportation equipment.....	35.3
Furniture and office equipment.....	45.9
Other machinery and equipment.....	1.9
Total.....	<u>114.5</u>

Ongoing Projects

On November 5, 2020, the Company's BOD approved the reallocation of P1,000.0 million of the Offering Proceeds originally intended for the purchase of land assets to pipeline project developments. Further, on November 11, 2021, the Company's BOD approved another P1,000.0 million reallocation of Offering Proceeds originally intended for the purchase of land assets to pipeline project developments.

As a result of the abovementioned reallocations, the revised allocation of proceeds for the Company's pipeline projects amounted to P5,731.2 million as of December 31, 2022.

There were also certain reallocations made within the pipeline project development; however, these did not result in a change on the planned use of proceeds with respect to the total allocation for the pipeline project development as disclosed in the Offering Prospectus and its subsequent reallocation as discussed above.

MidPark Towers

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

Centrally located in Aseana City, Midpark Towers is bordered by two main avenues – Aseana Avenue and Macapagal Boulevard. The property is within walking distance from Ayala Malls Bay Area and the planned Light Rail Transit Aseana Station.

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 (formerly known as Southwest Integrated Bus Terminal Exchange) inaugurated in 2018.

P539.9 million from the Offering Proceeds were allocated to fund the general construction, architectural design and pile driving works of the project, and were fully released as of December 31, 2022. There were no disbursements related to this project for the year ended December 31, 2022 .

Parqal

Parqal with approximately 70,000 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, 2022, P2,379.8 million from the Offering Proceeds were allocated and fully used to fund the design, planning, pile driving and general construction works of this project. There were no disbursements related to this project for the year ended December 31, 2022.

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.

P113.3 million from the Offering Proceeds were allocated for this purpose and were fully released as of December 31, 2022. Disbursements related to this project amounted to P10,000 for the year ended December 31, 2022.

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 shares of stock are officially listed in the Philippine Stock Exchange on June 29, 2018.

As of December 31, 2022, the closing price of the Company's shares of stock is P6.70/share.

	Philippine Stock Exchange Prices (in Php/Share)								
	2023			2022			2021		
	<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	6.96	6.71	6.80	7.00	6.50	6.86	7.60	6.55	6.90
Second Quarter	-	-	-	6.90	6.73	6.76	7.15	6.71	7.15
Third Quarter	-	-	-	6.88	6.70	6.82	7.19	6.50	6.90
Fourth Quarter	-	-	-	6.81	6.58	6.70	7.00	6.35	6.78

As of March 31, 2022, the closing price of the Company's shares of stock is P6.80/share.

Shareholders

There are 31 registered holders of common shares of the Company as of December 31, 2022.

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

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	Stockholder Name	No. of Shares	% to Total Shares
1	Wendel Holdings Co. Inc.	2,136,554,780	62.92%
2	PCD Nominee Corp. (Filipino)	632,734,566	18.63%
3	Wendel Holdings Co. Inc.	578,798,847	17.04%
4	High-Viewpoint Minds, Inc.	19,850,399	0.58%
5	Intelli Searchrev Corporation	9,788,400	0.29%

	Stockholder Name	No. of Shares	% to Total Shares
6	Raydine Incorporated	8,000,000	0.23%
7	PCD Nominee Corp. (Non- Filipino)	3,224,399	0.09%
8	Symart Corporation	2,846,500	0.08%
9	La Filipina uy Gongco Corporation	2,077,000	0.06%
10	Intelli Searchrev Corporation	1,152,600	0.03%
11	Serafin U. Salvador, Jr.	240,000	0.007%
12	Serafin U. Salvador, Jr.	166,700	0.004%
13	Ariane Dominique Marie Moreno	142,300	0.004%
14	Sybase Equity Investment Corporation	129,400	0.004%
15	Regina Capital Dev Corp.	68,000	0.002%
16	Serafin U. Salvador	50,000	0.001%
17	Ariane Dominique Marie Moreno	27,000	0.0007%
18	Joselito C. Herrera	5,000	0.0001%
19	Ma. Christmas R. Nolasco	3,000	0.00008%
20	Jaybee C. Baraquel	1,000	0.00002%
21	Jesus San Luis valencia	1,000	0.00002%
22	Gabrielle Claudia F. Herrera	500	0.00001%
23	Nadezhda Iskra F. Herrera	500	0.00001%
24	Milagros P. Villanueva	500	0.00001%
25	Myra P. Villanueva	500	0.00001%
26	Myrna P. Villanueva	500	0.00001%
27	Marietta V. Cabreza	500	0.00001%
28	Alberto Victor P. Fenix Jr.	100	0.000003%
29	Oscar Sison Reyes	100	0.000003%
30	Gerardo Salgado	8	0.00000%
31	Botschaft N. Cheng or Sevilla Ngo	1	0.00000%

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
Common shares	March 3, 2021	159,999,533	March 22, 2021	April 8, 2021
Common shares	March 10, 2022	206,960,938	March 25, 2022	April 8, 2022
Common shares	March 15, 2023	254,600,089	March 30, 2023	April 5, 2023

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

2022DMW's Net Income Grows to P2.1 billion.

Financial and Operational Highlights

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

	Twelve months ended December 31 (AUDITED)				
	2022	% to Revenues	2021	% to Revenues	% Change
Profit & Loss Data					
Revenues	4,220	100%	3,447	100%	22%
Cost of services and sales	975	23%	598	17%	63%
Gross profit	3,245	77%	2,848	83%	14%
Other operating expenses - net	518	12%	362	11%	43%
Other income (expenses)	5	0%	(5)	0%	200%
Net income attributable to owners of the Parent company	2,122	50%	2,070	60%	3%
Core Net Income	2,122	50%	1,882	55%	13%
	Dec 31 2022	% to Total Assets	Dec 31 2021	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	38,645	100%	36,983	100%	4%
Total Liabilities	12,471	32%	12,759	34%	2%
Total Equity attributable to owners of the Parent company	25,552	66%	23,623	64%	8%
Other Key Financial Ratios					
	December 31, 2022		December 31, 2021		
Current Ratio	1.63		1.67		
Debt to Equity	12%		14%		
Return on Equity	9%		9%		
Net income contribution	50%		60%		
Recurring Income Contribution	52%		58%		
Key Operating Data					
	December 31, 2022		December 31, 2021		
Total leased land area (sq.m.)	166,015		150,444		
Total leasable floor area (sq.m.)	162,351		162,351		
Total occupancy rate (leased buildings) (%)	51%		51%		

Revenue

Total consolidated revenue increased by P773.6 million, or 22.44%, from P3,446.7 million in 2021 to P4,220.3 million in 2022, primarily due to the following:

Rentals

Our total revenue from rentals increased by P181.7 million or 9.1%, from P1,992.2 million in 2021 to P2,173.9 million in 2022.

- Rentals of Land. Rentals of land increased by P42.5 million or 4.4%, from P967.9 million in 2021 to P1,010.4 million in 2022. The increase was primarily attributable to the addition of St. Luke's Medical Center, Inc. as a lessee commencing in September 2022, with a leased land area of 13,896.0 sq.m. Our total leased land area as of December 31, 2022 is at 166,015 sq.m.
- Other revenue. Other revenue increased by P142.3 million or 66.7%, from P213.2 million in 2021 to P355.5 million in 2022. The increase was primarily attributable to the forfeited security deposits of former tenants, increase in CUSA as a result of escalation and increase in parking collections in 2022.

Land Sales

Land sale revenue amounted to P787.6 million both for December 31, 2021 and December 31, 2022.

Construction Contracts

Total construction revenue decreased by P43.5 million or 84.5%, from P51.5 million in 2021 to P8.0 million in 2022 primarily due to the decrease in construction activities rendered to external parties. Also, in 2022, the Group continues 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 P635.3 million or 103.2%, from P615.4 million in 2021 to P1,250.7 million in 2022. The increase is due to the increase in the number of units for Midpark project that are qualified for revenue recognition in 2022 compared to number of units in 2021. Furthermore, there's an increase in incremental percentage of completion in 2022 compared to the incremental percentage of completion in 2021. As of December 31, 2022, Midpark project has a percentage of completion of 52.14%.

Cost of Services and Sales

Our consolidated cost of services and sales increased by P376.5 million or 62.9%, from P598.4 million in 2021 to P974.9 million in 2022.

Rentals

Costs of rentals increased by P101.7 million or 36.9%, from P275.8 million in 2021 to P377.5 million in 2022. The increase was primarily attributable to the recognition of depreciation expense for 8912 Asean Ave and increase in cost of utilities and building maintenance.

Land Sales

Costs of land sales amounted to P55.2 million both for December 31, 2021 and December 31, 2022.

Construction Contracts

Costs of construction contracts decreased by P32.8 million or 82.6%, from P39.7 million in 2021 to P6.9 million in 2022. Most of the Group's construction activities in 2022 are internal projects.

Sale of Condominium Units

Cost of sale of condominium units increased by P307.6 million, or 135.1%, from P227.6 million in 2021 to P535.2 million in 2022. The increase was due to the increase in the number of units that are qualified for revenue recognition and the increase in incremental percentage of completion in 2022 compared to the same period in 2021.

Other Operating Expenses - net

Other operating expenses - net increased by P155.7 million or 43.0%, from P362.0 million in 2021 to P517.7 million in 2022.

Other Operating Income

Other operating income increased by P10.3 million or 9.8%, from P105.5 million in 2021 to P115.8 million in 2022 mainly due to the sheet pile hauling. There was no similar transaction recorded in 2021.

Operating expenses & Selling Expenses

Operating expenses increased by P166.1 million or 35.5%, from P467.5 million in 2021 to P633.5 million in 2022. The increase was attributable primarily due to the increase in commission for sales agents because of the increase in sales take up and sale of land during the year.

Other Income (net)

Other income increased by P10.0 million or 200.0% from total net other charges of P5.5 million in 2021 to total net other income of P4.5 million in 2022 primarily due to the following:

Finance Income

Finance income increased by P40.4 million or 252.5%, from P16.0 million in 2021 to P56.4 million in 2022. The increase was primarily attributable to the increase in average effective interest rates.

Finance Cost

Finance cost increased by P11.6 million or 21.4%, from P54.2 million in 2021 to P65.8 million in 2022. The increase was mainly to the adoption of PFRS 16.

Tax Expenses

Tax expenses increased by P200.2 million or 51.3%, from P390.0 million in 2021 to P590.2 million in 2022. The increase was primarily due to the current tax expense on increased revenues and deferred tax expense on PAS 17 adjustments net of the effect of CREATE law reducing the income tax rate from 30% to 25% effective June 30, 2020. Moreover, the effect of the new law for 2020 was accounted for and recorded only in 2021 in compliance with existing regulations.

Net Profit

Net profit attributable to parent increased by P52.0 million or 2.5%, from P2,069.7 million in 2021 to P2,121.7 million in 2022.

Core Net Income

Core net income increased by P239.4 million or 12.7%, from P1,882.3 million in 2021 to P2,142.0 million in 2022. Core net income excludes the adjustment of tax expense in 2021 due to effectivity of CREATE Law. The increase is primarily due to the increase in revenue from sale of the condominium units attributable to the percentage of completion and increase in number of units recognized in 2022

Balance Sheet Accounts***Total Assets***

The Company's total assets increased by P1,661.0 million or 4.5%, from P36,983.5 million as of December 31, 2021 to P38,644.5 million as of December 31, 2022 due to the following:

- Investment property increased by P1,428.7 million or 8.1%, from P17,566.3 million to P18,995.0 million as of December 31, 2021 and 2022, respectively, primarily due to the cost incurred for 8912 Asean Ave. and Parqal, and reclassification of cost of land leased area from Land and Land Development Cost.

- Receivables decreased by P224.1 million or 3.1%, from P7,238.8 million to P7,014.7 million as of December 31, 2021 and 2022, respectively, because the full payment of the receivable related to the land sale net of the increase in the recognition of rental receivable based on PAS17.
- Cash and cash equivalents decreased by P71.4 million or 1.3%, from P5,665.9 million to P5,594.5 million as of December 31, 2021 and 2022, respectively, primarily due to payments to suppliers and subcontractors, cash dividends, taxes and licenses and other operating expenses.
- Land and land development cost decreased by P376.3 million or 18.1%, from P2,080.2 million to P1,703.9 million as of December 31, 2021 and 2022, respectively, mainly due to reclassification of cost of land leased area to investment properties- net..
- Other current assets increased by P237.2 million or 17.3%, from P1,367.9 million to P1,605.1 million as of December 31, 2021 and 2022, respectively, primarily due to increase in input VAT from supplier's and subcontractor's billings.
- Property development costs increased by P231.6 million or 14.6%, from P1,589.0 million to P1,820.6 million as of December 31, 2021 and 2022, respectively, mainly due to the incurred cost of condominium units.
- Contract asset increased by P676.2 million or 469.3%, from P144.1 million to P820.3 million as of December 31, 2021 and 2022, respectively, primarily due to higher percentage of completion compared to the collection on sold units.
- Other non- current asset decreased by P161.3 million or 20.3%, from P792.3 million to P631.0 million as of December 31, 2021 and 2022, respectively, because of the recoupment of advances made to contractors and suppliers.

Total Liabilities

Total liabilities decreased by P288.0 million or 2.3%, from P12,759.3 million as of December 31, 2021 to P12,471.3 million as of December 31, 2022, respectively, due to the following:

- Loans and borrowings decreased by P100.8 million or 3.1%, from P3,282.3 million to P3,181.5 million as of December 31, 2021 and 2022, respectively, due to principal payment of maturing loans..
- Trade and other payables increased by P99.4 million or 5.0%, from P1,994.1 million to P2,093.5 million as of December 31, 2021 and 2022, respectively primarily due to the increase in billings from subcontractors and suppliers.
- Contract liability decreased by P65.3 million or 14.4%, from P452.5 million to P387.2 million as of December 31, 2021 and 2022, respectively, due to the application of payment of buyers to revenue as the percentage of completion of residential projects increases.
- Deposits and advances decreased by P169.3 million or 13.6%, from P1,244.7 million to P1,075.4 million as of December 31, 2021 and 2022, respectively, mainly due to the

application of deposits related to the sale of units of MidPark Towers that reached the 20% revenue threshold and the partial release of retention payable to general contractors.

Total Equity

Total equity attributable to holders of parent company increased by P1,928.7 million or 8.2%, from P23,623.0 million to P25,551.7 million as of December 31, 2021 and 2022, respectively, primarily due to the results of operation of P2,121.7 million for the year ended December 31, 2022, net of the Group's declaration and payment of dividends of P207.0 million.

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 1.63 from 1.67 as of December 31, 2022 and 2021, respectively, mainly due to increase in capital expenditures thus, decrease in cash and cash equivalents.
- Debt to equity ratio decrease to 12% from 14% as of December 31, 2022 and 2021, respectively, due to decrease in loans and borrowings.
- Return on equity is at 9% both for the period ended December 31, 2022 and 2021.
- Net income margin decreased to 50% for the period ended December 31, 2022 from 60% as of the same period in 2021 mainly due to the adjustment in tax expense in 2021 due to the effectivity of CREATE Act.
- Recurring income contribution decreased to 52% in 2022 from 58% in 2021 mainly due to the increase in revenue 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.

2021DMW's 2021 Core Net Income Increased to P1.88 billion or 44%

Financial and Operational Highlights

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

	Twelve months ended December 31 (AUDITED)				
	2021	% to Revenues	2020	% to Revenues	% Change
Profit & Loss Data					
Revenues	3,443	100%	2,734	100%	26%
Cost of services and sales	598	17%	663	24%	(10%)
Gross profit	2,845	83%	2,071	76%	37%
Other operating expenses - net	358	10%	364	13%	(2%)
Other income (expenses)	5	0%	1,079	39%	(101%)
Net income attributable to owners of the Parent company	2,069	60%	2,131	78%	(3%)
Core Net Income	1,882	55%	1,310	48%	44%
	Dec 31 2021	% to Total Assets	Dec 31 2020	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	36,983	100%	32,857	100%	13%
Total Liabilities	12,759	35%	10,573	32%	21%
Total Equity attributable to owners of the Parent company	23,623	64%	21,704	66%	9%
Other Key Financial Ratios					
	As of the period ended				
	December 31, 2021		December 31, 2020		
Current Ratio	1.67		1.47		
Debt to Equity	14%		6%		
Return on Equity	9%		10%		
Net income contribution	61%		79%		
Recurring Income Contribution	58%		72%		
Key Operating Data					
	As for the period ended				
	December 31, 2021		December 31, 2020		
Total leased land area (sq.m.)	150,444		158,079		
Total leasable floor area (sq.m.)	162,351		90,712		
Total occupancy rate (leased buildings) (%)	51%		93%		

Revenue

Total consolidated revenue increased by P708.7 million or 25.9%, from P2,734.4 million in 2020 to P3,443.1 million in 2021, primarily due to the following:

Rentals

Our total rental revenue from rentals increased by P28.3 million or 1.4%, from P1,960.3 million in 2020 to P1,988.6 million in 2021.

- Rentals of Land. Rentals of land decreased by P10.6 million or 1.1%, from P978.5 million in 2020 to P967.9 million in 2021. The decrease was primarily attributable to the pre-termination and termination of some contracts during the year.
- Rentals of Building. Rentals of building increased by P1.9 million or 0.2%, from P809.1 million in 2020 to P811.0 in 2021. The increase is primarily attributable to the renewal of contract of lease with a higher lease rate and new tenants. During the year, the Group completed the construction of 8912 Asean Ave and 58 Jupiter. Thus, our total aggregate leasable floor area increased from 90,712 sqm in 2020 to 162,351 sqm in 2021.
- Other revenue. Other revenue increased by P36.9 million or 21.4%, from P172.6 million in 2020 to P209.6 million in 2021. The increase was primarily attributable to the forfeited security deposits as a result of the write off of old accounts, increase in CUSA as a result of escalation and increase in parking collections due to full operation in 2021.

Land Sales

Land sale revenue increased by P787.6 million or 100% in 2021. There is no land sale in 2020.

Construction Contracts

Total construction revenue increased by P26.7 million or 107.7%, from P24.8 million in 2020 to P51.5 million in 2021 primarily due to the increase in construction activities rendered to external parties as the country recovers from pandemic. Also, in 2020, the Group continues to focus its construction resources in completing its on-going internal projects.

Sale of Condominium Units

The revenue from sale of condominium units decreased by P133.9 million or 17.9%, from P749.3 million in 2020 to P615.4 million in 2021. The decrease is primarily due to the higher number of turned over units of Pixel in 2020 as compared in 2021.

Cost of Services and Sales

Our consolidated cost of services and sales decreased by P64.8 million or 9.8%, from P663.1 million in 2020 to P598.4 million in 2021.

Rentals

Costs of rentals increased by P38.5 million or 16.2%, from P237.3 million in 2020 to P275.8 million in 2021. The increase was primarily attributable to the increase in cost of utilities and building maintenance due to full operation of tenants as these companies implements return to office set-up in 2021.

Land Sales

Costs of land sales increased by P55.2 million or 100%, from 2020. As discussed in a previous paragraph, there was no land sale in 2020.

Construction Contracts

Costs of construction contracts increased by P23.3 million or 142.7%, from P16.4 million in 2020 to P39.7 million in 2021. Most of the Group's construction activities in 2020 are internal projects.

Sale of Condominium Units

Cost of sale of condominium units decreased by P181.9 million or 44.4%, from P409.5 million in 2020 to P227.6 million in 2021. The decrease was attributable primarily to the recognized construction savings from Pixel Project as the project is already completed

Other Operating Expenses - net

Other operating expenses - net decreased by P5.6 million or 1.5%, from P363.9 million in 2020 to P358.3 million in 2021.

Other Operating Income

Other operating income decreased by P29.0 million or 21.0%, from P138.1 million in 2020 to P109.1 million in 2021 mainly due to the sale of air rights in 2020. There was no similar transaction recorded in 2021.

Operating expenses & Selling Expenses

Operating expenses decreased by P34.5 million or 6.9%, from P502.0 million in 2020 to P467.5 million in 2021. The decrease was attributable primarily to the (i) decrease in commission for sales agents due to decrease in sales take up (ii) decrease in miscellaneous expense.

Other Income (net)

Other income decreased by P1,084.8 million or 100.5% from total net other income of P1,079.4 million in 2020 to total net other income of P5.5 million in 2021 primarily due to the following:

Finance Income

Finance income decreased by P75.5 million or 82.5%, from P91.5 million in 2020 to P16.0 million in 2021. The decrease was attributable primarily to the maturity of short-term placements and decrease in average effective interest rates ranging from 1.00% to 5.10% in 2020 to 0.58% to 1.0% in 2021.

Other Income

In 2020, the Parent Company recorded a one-time gain of P1,000.0 million. The Group reversed the Advances to ADI amounting to P1.0 billion upon the prescription of these advances and the completion of all administrative matters relating to the CA and SA in 2020. Management, in consultation with its legal counsel, believes that full restitution of ADI was already served and no further claims against DMWAI under the JV Agreement is expected. There is no similar gain in 2021.

Tax Expenses

Tax expenses decreased by P232.5 million or 37.4%, from P622.5 million in 2020 to P390.0 million in 2021. The decrease was primarily due to the effect of CREATE law reducing the income tax rate from 30% to 25% effective June 30, 2020. Moreover, the effect of the new law for 2020 was accounted for and recorded only in 2021 in compliance with existing regulations.

Net Profit

Net profit attributable to parent decreased by P61.0 million or 2.9%, from P2,130.7 million in 2020 to P2,069.7 million in 2021.

Core Net Income

Core net income increased by P572 million or 44%, from P1,310 million for December 31, 2020 to P1,882 million for December 31, 2021 which excludes the after-tax impact of one-off gain amounting to P1.0 billion in 2020 related to the termination of a JV agreement as well as the adjustment of tax expense in 2021 due to the effectivity of CREATE law.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P4,126.5 million or 12.6%, from P32,857.0 million as of December 31, 2020 to P36,983.5 million as of December 31, 2021 due to the following:

- Investment property increased by P2,026.8 million or 13.0%, from P15,539.5 million to P17,566.3 million as of December 31, 2020 and 2021, respectively, primarily due to the cost incurred for 8912 Asean Ave., Parqal, 58 Jupiter and Aseana Plaza.

- Receivables increased by P992.0 million or 15.9%, from P6,246.8 million to P7,238.8 million as of December 31, 2020 and 2021, respectively, primarily due to the receivable related to the land sale amounting to P590.7 million and recognition of rental receivable based on PAS17 amounting to P447.7 million.
- Cash and cash equivalents increased by P1,236.5 million or 27.9%, from P4,429.5 million to P5,665.9 million as of December 31, 2020 and 2021, respectively, primarily due to additional loan availments, collections from land sale, rentals and sale of condominium units net of payments to suppliers and subcontractors, cash dividends, taxes and licenses and other operating expenses.
- Land and land development cost decreased by P32.4 million or 1.5%, from P2,112.5 million to P2,080.2 million as of December 31, 2020 and 2021, respectively, primarily due land sale recorded for 2021.
- Other current assets decreased by P505.3 million or 27.0%, from P1,873.2 million to P1,367.9 million as of December 31, 2020 and 2021, respectively, primarily due to maturity of short-term time deposits net of increase input VAT from supplier's and subcontractor's billings.
- Property development costs increased by P520.4 million or 48.7%, from P1,068.6 million to P1,589.0 million as of December 31, 2020 and 2021, respectively, mainly due to the incurred cost of condominium units.
- Deferred tax assets decreased by P93.5 million or 48.6% from P192.3 million to P98.8 million as of December 31, 2020 and 2021, respectively, primarily due to effect of CREATE bill.
- Contract asset increased by P52.1 million or 56.6%, from P92.0 million to P144.1 million as of December 31, 2020 and 2021, respectively, primarily due to the increase in units that qualified for revenue recognition.
- Investment in Associates and Joint Venture increased by P29.7 million or 34%, from P87.9 million to P117.6 million as of December 31, 2020 and 2021, respectively, primarily due to the share in net income from associates and subsidiaries.

Total Liabilities

Total liabilities increased by P2,186.6 million or 20.7%, from P10,572.7 million as of December 31, 2020 to P12,759.3 million as of December 31, 2021, respectively, due to the following:

- Loans and borrowings increased by P1,885.3 million or 135.0%, from P1,397.0 million to P3,282.4 million as of December 31, 2020 and 2021, respectively, due to avaiement of loans to support its on-going projects.
- Trade and other payables increased by P261.1 million or 15%, from P1,733.0 million to P1,994.1 million as of December 31, 2020 and 2021, respectively primarily due to the increase in accrued expenses related to the accrual of importation charges and construction

billings.

- Contract liability decreased by P238.3 million or 34.5%, from P690.8 million to P452.5 million as of December 31, 2020 and 2021, respectively, due to the application of payment of buyers to revenue as the percentage of completion of residential projects increases.
- Deposits and advances decreased by P150.3 million or 10.8%, from P1,395.0 million to P1,244.7 million as of December 31, 2020 and 2021, respectively, mainly due to application of advance rental.
- Deferred tax liabilities decreased by P67.6 million or 6.4%, from P1,056.7 million to P989.1 million as of December 31, 2020 and 2021, respectively, due to the effect of CREATE bill.
- Lease liability increased by P368.5 million or 223%, from P165.5 million to P534.0 million as of December 31, 2020 and 2021, respectively, primarily due to the PFRS16 adjustment for 8912 Asean Ave.
- Income Tax Payable increased by P142.8 million or 253%, from P56.4 million to P199.1 million as of December 31, 2020 and 2021, respectively, primarily due to the booked land sale on the last quarter of 2021.

Total Equity

Total equity attributable to holders of parent company increased by P1,918.6 million or 8.8%, from P21,704.4 million to P23,623.0 million as of December 31, 2020 and 2021, respectively, primarily due to the results of operation of P2,069.7 million for the year ended December 31, 2021, net of the Group's declaration and payment of dividends of P160.0 million.

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 1.67 from 1.47 as of December 31, 2021 and 2020, respectively, mainly due to additional loan availments with more than a year term thus, increase in cash and cash equivalents.
- Debt to equity ratio increased to 14% from 6% as of December 31, 2021 and 2020, respectively, due to availment of loans to support capital expenditure.
- Return on equity decreased to 9% from 10% as of December 31, 2021 and 2020, respectively, due to the decrease in results of operation for the current year.
- Net income margin decreased to 61% as of the period ended December 31, 2021 from

79% as of the same period in 2020 mainly due to other income recognized in 2020.

- Recurring income contribution decreased to 58% in 2021 from 72% in 2020. As mentioned above, there were no land sale transaction occurred in 2020 compared to 2021.

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.

2020

DMW's Net Income Reaches P2.13 Billion in 2020

Financial and Operational Highlights

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

	Twelve months ended December 31 (AUDITED)				
	2020	% to Revenues	2019	% to Revenues	% Change
Profit & Loss Data					
Revenues	2,734	100%	3,513	100%	(22%)
Cost of services and sales	663	24%	694	20%	(4%)
Gross profit	2,071	76%	2,819	80%	(27%)
Other operating expenses - net	364	13%	548	15%	(3%)
Other income (expenses)	1,079	39%	1,056	30%	2%
Net income attributable to owners of the Parent company	2,131	78%	2,374	68%	(10%)
	Dec 31 2020	% to Total Assets	Dec 31 2019	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	32,857	100%	31,267	100%	5%
Total Liabilities	10,573	32%	10,734	34%	(1%)
Total Equity attributable to owners of the Parent company	21,704	66%	19,987	64%	9%
	As of the period ended				
	December 31, 2020		December 31, 2019		
Other Key Financial Ratios					
Current Ratio	1.47		1.61		
Debt to Equity	6%		3%		
Return on Equity	10%		12%		
Net income contribution	79%		64%		
Recurring Income Contribution	72%		56%		

Key Operating Data	As of the period ended	
	December 31, 2020	December 31, 2019
Total leased land area (sq.m.)	158,079	158,079
Total leasable floor area (sq.m.)	90,712	89,914
Total occupancy rate (leased buildings) (%)	93%	98%

Revenue

Total consolidated revenue decreased by P779.0 million or 22.2%, from P3,513.4 million in 2019 to P2,734.4 million in 2020, primarily due to the following:

Rentals

Our total rental revenue from rentals increased by P1.5 million or 0.1%, from P1,958.8 million in 2019 to P1,960.3 million in 2020.

- **Rentals of Building.** Rentals of building increased by P15.6 million or 2.0%, from P793.5 million in 2019 to P809.1 million in 2020. The increase was primarily attributable to the renewal of contract of lease with a higher lease rate. In October 2020, the Group acquired certain property in Makati. Our total aggregate leasable floor area increased from 89,914 sq.m in 2019 to 90,712 sq.m in 2020.
- **Other revenue.** Other revenue decreased by P13.5 million or 7.3%, from P186.2 million in 2019 to P172.7 million in 2020. The decrease was primarily attributable to the decrease in reimbursable charges and parking collections as an effect of the pandemic.

Land Sales

No sale of land in Aseana City was transacted for the twelve months ended December 31, 2020. Sale of lots in Aseana City amounted to P935.9 million for the same period of 2019.

Construction Contracts

Total construction revenue decreased by P46.3 million or 65.1%, from P71.1 million in 2019 to P24.8 million in 2020 primarily due to the decrease in construction activities rendered to external customers due to pandemic. Also, in 2020, 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 P201.6 million or 36.8%, from P547.7 million in 2019 to P749.3 million in 2020. 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 2020 compared to units for the same period in 2019. Furthermore, there's an increase in incremental percentage of completion in 2020

compared to the incremental percentage of completion for the same period in 2019. As of December 31, 2020, Pixel and Midpark project has a percentage of completion of 92.2% and 16.2%, respectively.

Cost of Services and Sales

Our consolidated cost of services and sales decreased by P31.2 million or 4.5%, from P694.3 million in 2019 to P663.1 million in 2020.

Rentals

Costs of rentals decreased by P29.9 million or 11.2%, from P267.2 million in 2019 to P237.3 million in 2020. The decrease was primarily attributable to decrease in cost of utilities and building maintenance as a result of the pandemic.

Land Sales

Costs of land sales decreased by P66.7 million or 100%, from 2019. As discussed in a previous paragraph, there was no land sale in 2020.

Construction Contracts

Costs of construction contracts decreased by P29.5 million or 64.3%, from P45.9 million in 2019 to P16.4 million in 2020. Most of the Group's construction activities in 2020 are internal projects.

Sale of Condominium Units

Cost of sale of condominium units increased by P95.0 million or 30.2%, from P314.5 million in 2019 to P409.5 million in 2020. 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 Expenses - net

Other operating expenses - net decreased by P197.3 million or 36.0%, from P548.2 million in 2019 to P350.9 million in 2020.

Other Operating Income

Other operating income increased by P93.7 million or 172.7%, from P54.3 million in 2019 to P148.0 million in 2020 mainly due to the sale of air rights and reversal of expected credit loss on receivables previously accrued in prior years.

Operating expenses

Operating expenses decreased by P103.6 million or 17.2%, from P602.5 million in 2019 to P498.9 million in 2020. The decrease was attributable primarily to (i) decrease in

commissions of P92.4 million for sales agents due to decrease in sales take up (ii) decrease in depreciation expense due to fully depreciated property and equipment of P7.9 million.

Other Income (net)

Other income increased by P23.1 million or 2.2% from total net other income of P1,056.3 million in 2019 to total net other income of P1,079.4 million in 2020 primarily due to the following:

Finance Income

Finance income decreased by P205.9 million or 69.2%, from P297.3 million in 2019 to P91.5 million in 2020. The decrease was attributable primarily to the maturity of short-term placements.

Other Income

Other Income increased by P150.0 million or 17.6%, from P850.0 million in 2019 to P1,000.0 million in 2020. In 2020, the Group reversed the Advances to ADI amounting to P1.0 billion upon the prescription of these advances and the completion of all administrative matters relating to the CA and SA in 2020. Management, in consultation with its legal counsel, believes that full restitution of ADI was already served and no further claims against DMWAI under the JV Agreement is expected. The advances from co-joint venturer is previously presented as part of current liabilities in the statement of financial position as of December 31, 2019. In the same period of 2019, the Company received a non-refundable portion of P2,050.0 million amounting to P850.0 million in relation to the giving of its consent in favor of a third party to buy from another party certain parcels of land contributed to a joint venture arrangement (see Note 13.2b of the 2020 consolidated financial statements).

Tax Expenses

Tax expenses decreased by P439.7 million or 40.9%, from P1,075.2 million in 2019 to P635.5 million in 2020, representing an effective income tax rate of 30.6% and 23.2% of gross revenue, respectively. The decrease was primarily due to the sale of land in 2019 between subsidiaries which is being eliminated in consolidation. There was no such transaction occurred in the same period in 2020.

Net Profit

Net profit attributable to parent decreased by P243.3 million or 10.2%, from P2,374.0 million in 2019 to P2,130.7 million in 2020.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P1,590.2 million or 5.1%, from P31,266.8 million as of December 31, 2019 to P32,857.0 million as of December 31, 2020 due to the following:

- Receivables increased by P861.0 million or 16.0%, from P5,385.8 million to P6,246.8 million as of December 31, 2019 and 2020, respectively, primarily due to recognition of rental receivable based on PAS17 amounting to P580.1 million and advance payment to suppliers related to the on-going construction amounting to P338.5 million.
- Land and land development cost increased by P100.0 million or 5.0%, from P2,012.5 million to P2,112.5 million as of December 31, 2019 and 2020, respectively, primarily due to the capitalized costs incurred in developing Aseana City.
- Investment property increased by P2,966.8 million or 23.6%, from P12,572.7 million to P15,539.5 million as of December 31, 2019 and 2020, respectively, primarily due to the on-going construction of 8912 Asean Ave., Parqal and Aseana Plaza.
- Cash and cash equivalents decreased by P781.9 million or 15.0%, from P5,211.4 million to P4,429.5 million as of December 31, 2019 and 2020, respectively, primarily due to payments to suppliers and subcontractors, cash dividends, taxes and licenses and other operating expenses net of collections from rentals and sale of condominium units.
- Contract asset decreased by P157.0 million or 63.0%, from P249.0 million to P92.0 million as of December 31, 2019 and 2020, respectively, primarily due to the collection from sale of condominium units already exceeds the cumulative sales based on percentage of completion.
- Property development costs decreased by P99.5 million or 8.5%, from P1,168.1 million to P1,068.6 million as of December 31, 2019 and 2020, respectively, mainly due to the recognized cost of sale from condominium units. As of December 31, 2020, the percentages of completion for Pixel Residences and MidPark Towers are 92.2% and 16.2%, respectively.
- Other current assets decreased by P1,013.2 million or 35.1%, from P2,886.4 million to P1,873.2 million as of December 31, 2019 and 2020, respectively, primarily due to maturity of short-term time deposits net of increase input VAT from supplier's and subcontractor's billings.
- Other non-current asset decreased by P261.4 million or 23.6%, from P1,106.0 million to P844.6 million as of December 31, 2019 and 2020, respectively, primarily due to recoupment of advance payment to suppliers related to the on-going construction.

Total Liabilities

Total liabilities decreased by P160.9 million or 1.5%, from P10,733.6 million as of December 31, 2019 to P10,572.7 million as of December 31, 2020, respectively, due to the following:

- Advances from a co-joint venturer decreased by P1,040.0 million or 100% due to reversal of these advances upon prescription and completion of all administrative matters relating to the CA and SA in 2020 (see Note 13.2b of the 2020 consolidated financial statements).
- Deposits and advances decreased by P154.9 million or 10.0%, from P1,549.9 million to P1,395.0 million as of December 31, 2019 and 2020, respectively, mainly due to application of advance rental.
- Loans and borrowings increased by P885.3 million or 173.0%, from P511.7 million to P1,397.0 million as of December 31, 2019 and 2020, respectively, due to availment of loans to support its on-going projects.
- Contract liability increased by P136.1 million or 24.5%, from P554.7 million to P690.8 million as of December 31, 2019 and 2020, 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.
- Deferred tax liabilities increased by P154.4 million or 17.1%, from P902.3 million to P1,056.7 million as of December 31, 2019 and 2020, respectively, due to recognition of income taxes related to deferred rental income.

Total Equity

Total equity attributable to holders of parent company increased by P1,717.7 or 8.6%, from P19,986.7 million to P21,704.4 million as of December 31, 2019 and 2020, respectively, primarily due to the results of operation of P2,130.7 million for the year ended December 31, 2020, net of the Group's declaration and payment of dividends of P360.0 million.

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 1.47 from 1.61 as of December 31, 2020 and 2019, respectively, mainly due to increase in capital expenditures thus, decrease in cash and cash equivalents.
- Debt to equity ratio increased to 6% from 3% as of December 31, 2020 and 2019,

respectively, due to availment of loans to support capital expenditure.

- Return on equity decreased to 10% from 11% as of December 31, 2020 and 2019, respectively, due to the decrease in the results of operation.
- Net income margin increased to 79% as of the period ended December 31, 2020 from 64% as of the same period in 2019 mainly due to land sale recognized in 2019. There was no land sale transaction occurred in 2020.
- Recurring income contribution increased to 72% in 2020 from 56% in 2019. As mentioned above, there were no land sale transaction occurred in 2020 compared on the same period in 2019.

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 2022 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, 2022, 2021 and 2020.

Punongbayan & Araullo has acted as our external auditor since 2010. Endel Mata is our current and prior year audit partner.

The same firm is being recommended for re-appointment as the Corporation's external auditor for the period ended December 31, 2023. The re-appointment of Punongbayan & Araullo will be presented to the stockholders for their approval at the 2023 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 succeeding table sets out the aggregate fees billed for each of the last two fiscal years for professional services rendered by Punongbayan & Araullo.

	<u>2022</u>	<u>2021</u>
	(₱ in millions)	
Audit and audit-related fees		
Audit services	3.9	3.8
.....		
Other assurance and related services	0.4	0.4
.....		
All other fees	0.5	0.5
.....		
Total	<u>4.8</u>	<u>4.7</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 III - CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Issuer

The succeeding 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.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Sylvia C. Wenceslao	78	Chairperson
Delfin Angelo C. Wenceslao	43	Director and Chief Executive Officer
Paolo Vincent C. Wenceslao	46	Director and Chief Operating Officer
Carlos Delfin C. Wenceslao	51	Director and Vice President for Logistics
Edwin Michael C. Wenceslao	47	Director and Vice President for Treasury and Administration
Alberto P. Fenix, Jr.	78	Independent Director
Oscar S. Reyes	77	Independent Director
Benigno A. Tatunay, CPA	44	Chief Finance Officer
Atty. Paul Mar M. Quinto	53	Chief Legal Officer and Corporate Secretary

Jeffrey Lucero	28	Investor Relations Officer
Atty. Rommel Casipe	36	Compliance Officer

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

Sylvia C. Wenceslao, *Chairperson (November 2021)*

Dr. Sylvia C. Wenceslao is the Chairperson of D.M. Wenceslao and Associates, Incorporated. Prior to Dr. Sylvia C. Wenceslao's appointment as Chairperson, she served as the company's Treasurer and most recently, Vice President for Corporate Social Responsibility. Concurrently, she also serves as Vice Chairman of Wendel Construction Company Inc., Director and Vice President of Fabricom, Inc., Treasurer of Philippine Ecopanel Inc., Wendel Holdings Company Inc. and Director of Aseana Holdings, Inc.

Dr. Sylvia C. Wenceslao holds a Doctor of Medicine from the University of Santo Tomas.

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

Mr. Delfin Angelo C. Wenceslao is a Director and the Chief Executive Officer of the Company 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 Company 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 our 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 Company 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., BAHI and other affiliates of our Company. 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 Company.

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 Company 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 our Company.

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

Dr. Alberto P. Fenix, Jr. was elected as an independent Director of the Company 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 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.

Currently, Mr. Reyes is 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 Island.

Mr. Reyes obtained his Bachelor of Arts, Major in Economics (Cum Laude) from Ateneo de Manila University in 1965 and Master of Business Administration (Academic units completed) from 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

Benigno Tatunay, CPA, *Chief Finance Officer* *

Mr. Benigno Tatunay is Certified Public Accountant (CPA) and a licensed real estate broker. He is a seasoned Finance Executive with over two (2) decades of experience in the real estate industry. Most recently, Mr. Tatunay served as the Chief Finance Officer (CFO) of a real estate company for over a decade. He also held positions in treasury, accounting, and audit in various companies.

Mr. Tatunay earned his Bachelor of Science in Accountancy from Pamantasan ng Lungsod ng Maynila, graduating Magna Cum Laude. He earned his Master in Business Administration from De La Salle University, graduated with distinction.

**Atty. Heberson Asiddao resigned effective October 9, 2022*

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 Company 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 Company.

Atty. Quinto completed his Political Science and Law degrees from the University of the Philippines and is a member of the Integrated Bar of the Philippines.

Jeffrey Lucero, *Investor Relations Officer*

Mr. Jeffrey Lucero is the Investor Relations Officer of the Company. Prior to joining the Company, he was an Equity Analyst in a local trust and asset management group and in a local stock brokerage firm. He was also part of the Investor Relations team of one of the largest conglomerates in the country.

Mr. Lucero graduated Cum Laude from De La Salle University with a Bachelor's degree in Business Management.

Atty. Rommel Casipe, *Compliance Officer*

Atty. Rommel T. Casipe is the Compliance Officer of our Company since 10 March 2022. Before joining the Company, he worked as an associate lawyer specializing in Labor Law and Trademark Law.

He obtained his bachelor's degree in Sports Science from University of the Philippines and Law degree from Far Eastern University. He became a member of the Integrated Bar of the Philippines in 2019.

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

Ms. Sylvia C. Wenceslao is the widow of Mr. Delfin J. Wenceslao, Jr. (“**Spouses Wenceslao**”). Spouses Wenceslao are the the parents of Messrs. Carlos Delfin, Edwin Michael, Paolo Vincent and Delfin Angelo, all surnamed Wenceslao.

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 succeeding table sets out our Chief Executive Officer (“CEO”) and the four most highly compensated executive officers for the year ended December 31, 2022:

<u>Name</u>	<u>Position</u>
Sylvia C. Wenceslao	Chairperson
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

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, 2021 and 2022:

	<u>Year</u>	<u>Salary</u> <u>(P million)</u>	<u>Other</u> <u>Variable Pay</u> <u>(P million)</u>
CEO and the four most highly compensated executive officers named above	Actual 2021	22.0	2.0
	Actual 2022	36.0	2.0
	Projected 2023	37.8	2.1
Aggregate compensation paid to all other officers and Directors as a group unnamed.....	Actual 2021	53.5	4.0
	Actual 2022	55.4	4.0
	Projected 2023	58.17s	4.2

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, 2022, 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, 2022:

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⁾ 15 th Floor, Aseana 3, Paranaque City	See Note 1 below	Filipino	2,715,353,627	79.96%
Common	PCD Nominee Corporation	PCD Participants	Filipino	632,734,566	18.63%

Note:(1) WHI is beneficially owned by AEJ Resources OPC – 16.6%; CEPD Resources OPC – 33.27%; BM Resources OPC – 16.6%; JPEFI Resources OPC – 16.6%; DPP Resources OPC – 16.6% in which these companies are wholly owned company of Wenceslao Family.

- b. Security Ownership of Management as of December 31, 2022:

Title of Class	Name of beneficial owner	Amount and nature of beneficial ownership		Citizenship	% of total outstanding Shares
		Direct(D)	Indirect (I)		
Directors					
Common	Oscar Sison Reyes		100 (D)	Filipino	0.0001%
Common	Alberto Victor P. Fenix, Jr.		100 (D)	Filipino	0.0001%
CEO and Most Highly Compensated Executive Officers					
Common	Sylvia C. Wenceslao		15,825 (D)	Filipino	0.0001%
Common	Carlos Delfin C. Wenceslao		1,583 (D)	Filipino	0.0001%
Common	Delfin Angelo C. Wenceslao		1,583 (D)	Filipino	0.0001%
Common	Edwin Michael C. Wenceslao		1,583 (D)	Filipino	0.0001%
Common	Paolo Vincent C. Wenceslao		1,583 (D)	Filipino	0.0001%

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, 2022, 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, noninterest 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	<p>We have and may continue to acquire land in Aseana City from our majority shareholder, WHI. As of December 31, 2022, we had outstanding purchase payments to WHI amounting to P3,990.1 million, which are represented as advances from and due to related parties in our consolidated financial statements.</p> <p>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 P485.0 million and is presented as Advances to related parties under Receivables account in the consolidated statements of financial position.</p> <p>The Group entered into a lease agreement with the Ultimate Parent Company for certain parcels of land with lease term of 30 years. As of December 31, 2022, 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 P478.6 million and P524.5 million, respectively, for this lease arrangement. The Group incurred depreciation expense and interest expense amounting to P21.1 million and P42.0 million, respectively, in 2022.</p> <p>In 2021, the Parent Company also entered into a contract with WHI to render certain performance obligations relative to the management and administration of the latter's real estate properties, including portions leased to a third party. Revenue recognized from this arrangement amounted to P43.7 million and presented as part of Other Revenues from Rentals under the Revenues section of the 2022 consolidated statement of profit or loss. The outstanding balance, which is unsecured and noninterest-bearing, for the same amount is presented as part of Receivables – net in the 2022 consolidated statement of financial position.</p>

Related Parties	Nature of Transaction
<p>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.</p>	<p>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:</p> <ul style="list-style-type: none"> • 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 2022 and prior years whereby the Group undertook to complete the design and construction of the roads, drainage system and underground utilities of certain lots situated at Aseana City. The construction was completed in 2017. The related contract receivable and retention receivable amounted to P8.3 million as of December 31, 2022. Also, the company has granted cash advance to BRADCO for its working capital requirements. Outstanding balance as of December 31, 2022 amounted to P37.6 million. • 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, 2022, total advances to these related parties amounted in the aggregate to P285.3 million

Related Parties	Nature of Transaction
ABPEA.....	<p>As a member of ABPEA and Aseana Power Station Association, Inc., we incur association dues. For the period ended December 31, 2022, the Group incurred association dues amounted to P39.1 million.</p> <p>The Group recognized income amounting to P26.7 million in 2022 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.</p>
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 P59.4 million for the year ended December 31, 2022.

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, 2021.

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 Company's Board of Directors, officers, executives and employees shall strive to achieve the Company'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

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 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

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, 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 our key executives to enable them to run the Group successfully.

Nomination and Election Committee

The Nomination and Election Committee is responsible for providing the Company's 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:
2021 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 January 1, 2022 to December 31, 2022:

<u>Date of Disclosure</u>	<u>Subject Matter</u>
January 4, 2022	Press Release “DMW Signs Contract of Lease with Landers”
January 10, 2022	Press Release “D.M. Wenceslao & Associates, Inc. Completes a Land Sale in Aseana City”
January 26, 2022	Press Release “D.M. Wenceslao & Associates, Inc. Completes a New Land Sale in Aseana City”
March 1, 2022	Notice of Analysts’ Briefing
March 10, 2022	Material Information/ Transactions
March 10, 2022	Declaration of Cash Dividends
March 10, 2022	Designation and Appointment of Compliance Officer
March 31, 2022	Press Release " DMW’s 2021 Core Net Income Jumps 44% yoy to Php1.88 billion, Higher than Pre-Pandemic Core Net Income; DMW Grows Dividend to Php0.060945 per Share"
April 26, 2022	Notice of Annual Stockholders Meeting
April 26, 2022	Notice of Analysts’ Briefing
May 16, 2022	Results of the Board Meeting
June 6, 2022	D.M. Wenceslao Signs Contract of Lease with St. Luke’s Medical Center, Inc.
June 6, 2022	Press Release “D.M. Wenceslao Signs Contract of Lease with St. Luke’s Medical Center, Inc.”
June 7, 2022	Results of the Annual Stockholders' Meeting for 2022
June 22, 2022	Results of the Annual Stockholders' Meeting for 2022

<u>Date of Disclosure</u>	<u>Subject Matter</u>
July 19, 2022	Notice of Analysts' Briefing
August 5, 2022	Results of Board Meeting
August 12, 2022	DMW's 1H2022 Net Income Jumps 56% to Php1.3 Billion from Php853Million a Year Ago
August 12, 2022	Press Release " DMW's 1H2022 Net Income Jumps 56% to Php1.3 Billion from Php853Million a Year Ago "
August 22, 2022	Clarification on BusinessWorld Article Entitled "D.M. Wenceslao to add more sellable, leasable areas in 2023"
September 9, 2022	D.M. Wenceslao Tops Off Fourth and Final Tower of MidPark Towers in Aseana City
September 9, 2022	Press Release " D.M. Wenceslao Tops Off Fourth and Final Tower of MidPark Towers in Aseana City "
October 7, 2022	Resignation of Atty. Heherson M. Asiddao and Appointment of Mr. Benigno A. Tatunay
October 13, 2022	Notice of Analysts' Briefing
November 14, 2022	Results of Regular Board Meeting
November 14, 2022	DMW's 9M2022 Net Income Rises 39% YoY to Php1.7 Billion
November 14, 2022	Press Release "DMW's 9M2022 Net Income Rises 39% YoY to Php1.7 Billion"
December 1, 2022	Appointment of Mr. Kim A. Garcillanosa as Risk Officer

INDEX TO EXHIBITS
Form 17-A

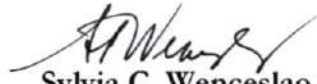
No.		Page No.
(3)	Plan of Acquisition, Reorganization, Arrangement, Liquidation, or Succession	*
(5)	Instruments Defining the Rights of Security Holders, Including Indentures	*
(8)	Voting Trust Agreement	*
(9)	Material Contracts	*
(10)	Annual Report to Security Holders, Form 11-Q or Quarterly Report 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 2020 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:


Sylvia C. Wenceslao
Chairman



Delfin Angelo C. Wenceslao
Chief Executive Officer


Benigno A. Tatunay
Chief Finance Officer

SUBSCRIBED AND SWORN to before me this _____ day **APR 12 2023** 20____ **MAKATI CITY**
affiant(s) exhibiting to me his/their Residence Certificates, as follows:

NAMES	Passport No.	DATE OF ISSUE	PLACE OF ISSUE
Sylvia C. Wenceslao	P9179880B	March 15, 2022	Manila
Delfin Angelo C. Wenceslao	P5710494A	January 22, 2018	Manila
Benigno A. Tatunay	P6123739A	February 21, 2018	Manila

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Page No. 114
Book No. VI
Series of 2023.*


Notary Public AGDAGAN
ATTY. MA FILIPINA AGDAGAN
Notary Public
Email Add: atty.piadagdagan@gmail.com
6105 Garcia St., South Cembo, Makati City
IBP No. 286224, January 12, 2023, Makati City
PTR No. 9564651, January 3, 2023, Makati City
Roll No. 60631
MCLE Certificate of Exemption No. VII-BEP003717
Appointment No. M-2018 until December 31, 2024

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

FORM 14-A, ITEM 7

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	Report of Independent Auditors	60	7
	Consolidated Statements of Financial Position as of December 31, 2022, and 2021	67	2
	Consolidated Statements of Profit or Loss for the Years Ended December 31, 2022, 2021, and 2020	69	1
	Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2022, 2021, and 2020	70	1
	Consolidated Statements of Changes in Equity for the Years Ended December 31, 2022, 2021, and 2020	71	1
	Consolidated Statements of Cash Flows for the Years Ended December 31, 2022, 2021, and 2020	72	1
	Notes to Consolidated Financial Statements	73	110
Supplementary Schedules			
	Report of Independent Auditors on Supplementary Schedules	183	1
Schedules Required under Annex 68-E of the Securities Regulation Code Rule 68			
A	Financial Assets	184	1
B	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)	185	1
C	Amounts Receivable from Related Parties which are eliminated during the Consolidation of Financial Statements	186	1
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E	Indebtedness to Related Parties (Long-term loans from Related Companies)	188	1
F	Guarantees of Securities of Other Issuers	189	1
G	Capital Stock	190	1
Others Required Information			
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**Information presented herein are based on the separate financial statements of D.M. Wenceslao and Associates, Inc.*



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, 2022 and December 31, 2021, 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 Company'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 Company'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 and Araullo, the independent auditor appointed by the stockholders, has audited the financial statements of the Company 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.

SYLVIA C. WENCESLAO

Chairman

DELFIN ANGELO C. WENCESLAO

Chief Executive Officer

BENIGNO A. TATUNAY

Chief Financial Officer

Signed this 15th day of March, 2023

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MEMBER



Management Service



Accreditation by the Joint Accreditation System
of Australia and New Zealand URL
www.jas-anz.org/register

Cert. No. TUV 100 05 1867



SUBSCRIBED AND SWORN to before me this 27 day of MAR 2023 at MAKATI CITY, Philippines, affiants exhibiting to me their respective Passports, to wit:

<u>Name</u>	<u>Passport No.</u>	<u>Date & Place of Issue</u>
Sylvia C. Wenceslao	P9179880B	March 15, 2022, DFA Manila
Delfin Angelo C. Wenceslao	P5710494A	January 22, 2018, DFA Manila
Benigno A. Tatunay	P6123739A	Feb 21, 2018, DFA Manila

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Book No. 4
Series of 2023

ATTY. MA FILIPINAS E. DAGDAGAN
Notary Public

Email Add: atty.piadagdagan@gmail.com
6105 Garcia St., South Cembo, Makati City
IBP No. 286224, January 12, 2023, Makati City
PTR No. 9564651, January 3, 2023, Makati City
Roll No. 60631
MCLE Certificate of Exemption No. VII-BEP003717
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MEMBER



Management Service



Accreditation by the Joint Accreditation System
of Australia and New Zealand URL
www.jas-anz.org/register



P&A
Grant Thornton

FOR SEC FILING

Consolidated Financial Statements and
Independent Auditors' Report

**D.M. Wenceslao & Associates, Incorporated
and Subsidiaries**

December 31, 2022, 2021 and 2020

Report of Independent Auditors

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

T +63 2 8988 2288

The Board of Directors and Stockholders
D.M. Wenceslao & Associates, Incorporated and Subsidiaries
(A Subsidiary of Wendel Holdings Co., Inc.)
15th Floor, Aseana 3
D. Macapagal Blvd. corner Asean Ave., Aseana City
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, 2022 and 2021, 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, 2022, 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, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2022 in accordance with Philippine Financial Reporting Standards (PFRS), as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission (SEC) and described in Note 2 to the consolidated financial statements.

Basis for Opinion

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

Emphasis of Matter

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

Key Audit Matters

Key audit matters 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 2022, the Group recognized revenue from rentals of investment properties amounting to P1,818.4 million, which represents 43% 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, 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 rental 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 2022, the Group recognized revenue from sale of condominium units amounting to P1,250.7 million which represents 30% of the Group's total revenues. 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 real estate project. 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.

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 real estate 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, testing 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;
- examining, on a sample basis, contracts with customers and other relevant supporting documents to ascertain revenue occurrence and proper recognition and measurement based on contract terms and conditions;
- 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 during 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.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Group's SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A, and Annual Report for the year ended December 31, 2022, but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS, SEC Form 17-A and Annual Report for the year ended December 31, 2022 are expected to be made available to us after the date of this auditors' report.

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

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding 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. 9566637, January 3, 2023, Makati City

SEC Group A Accreditation

Partner - No. 121347-SEC (until financial period 2023)

Firm - No. 0002 (until Dec. 31, 2024)

BIR AN 08-002551-040-2019 (until Jan. 24, 2026)

Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

March 15, 2023

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
(A Subsidiary of Wendel Holdings Co., Inc.)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2022 AND 2021
(Amounts in Philippine Pesos)

	Notes	2022	2021
<u>A S S E T S</u>			
CURRENT ASSETS			
Cash and cash equivalents	8	P 5,594,474,547	P 5,665,952,194
Receivables - net	9	2,648,704,408	3,313,198,467
Contract asset	10	199,489,733	33,217,659
Land and land development costs	11	1,703,931,615	2,080,156,703
Property development costs	10	1,820,603,113	1,589,013,035
Other current assets	12	<u>1,605,133,813</u>	<u>1,367,905,540</u>
Total Current Assets		<u>13,572,337,229</u>	<u>14,049,443,598</u>
NON-CURRENT ASSETS			
Receivables	9	4,365,970,639	3,925,600,540
Contract asset	10	620,843,037	110,874,110
Investments in associates and a joint venture	13	128,629,011	117,605,994
Property and equipment - net	14	330,236,572	322,642,051
Investment properties - net	15	18,994,980,313	17,566,285,617
Deferred tax assets - net	25	573,307	98,757,680
Other non-current assets	17	<u>630,962,832</u>	<u>792,273,813</u>
Total Non-current Assets		<u>25,072,195,711</u>	<u>22,934,039,805</u>
TOTAL ASSETS		<u>P 38,644,532,940</u>	<u>P 36,983,483,403</u>

	Notes	2022	2021
<u>LIABILITIES AND EQUITY</u>			
CURRENT LIABILITIES			
Loans and borrowings	18	P 1,269,444,444	P 1,094,850,000
Trade and other payables	19	2,093,508,346	1,994,093,513
Contract liability	10	264,578,852	246,577,141
Advances from and due to a related party	26	4,060,258,654	4,034,868,945
Deposits and advances	20	555,015,287	791,435,455
Lease liabilities	16	42,581,242	46,564,508
Income tax payable		17,114,043	199,140,295
Total Current Liabilities		<u>8,302,500,868</u>	<u>8,407,529,857</u>
NON-CURRENT LIABILITIES			
Loans and borrowings	18	1,912,055,556	2,187,500,000
Contract liability	10	122,606,445	205,956,339
Deposits and advances	20	520,435,301	453,260,827
Deferred tax liabilities - net	25	1,113,470,745	989,064,015
Lease liabilities	16	481,947,674	487,471,404
Retirement benefit obligation - net	24	18,300,324	28,522,844
Total Non-current Liabilities		<u>4,168,816,045</u>	<u>4,351,775,429</u>
Total Liabilities		<u>12,471,316,913</u>	<u>12,759,305,286</u>
EQUITY			
Equity attributable to shareholders of the parent company	28		
Capital stock		3,395,864,100	3,395,864,100
Additional paid-in capital		6,964,649,807	6,964,649,807
Revaluation reserves - net		(38,278,610)	(52,292,139)
Other reserves	2	(275,974,845)	(275,974,845)
Retained earnings		15,505,467,663	13,590,761,227
Total equity attributable to shareholders of the parent company		25,551,728,115	23,623,008,150
Noncontrolling interest	2	621,487,912	601,169,967
Total Equity		<u>26,173,216,027</u>	<u>24,224,178,117</u>
TOTAL LIABILITIES AND EQUITY		<u>P 38,644,532,940</u>	<u>P 36,983,483,403</u>

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, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

	Notes	<u>2022</u>	<u>2021</u>	<u>2020</u>
REVENUES	4			
Rentals:	26			
Land	15, 20, 29	P 1,010,414,057	P 967,938,663	P 978,480,504
Building	15, 20, 29	808,006,773	811,036,957	809,094,738
Other revenues	2, 26	355,463,327	213,216,218	172,690,275
		<u>2,173,884,157</u>	1,992,191,838	1,960,265,517
Sale of condominium units	2	1,250,744,538	615,411,761	749,297,294
Sale of land	2	787,600,000	787,600,000	-
Construction contracts	2	8,036,115	51,509,315	24,802,115
		<u>4,220,264,810</u>	3,446,712,914	2,734,364,926
COSTS OF SERVICES AND SALES	23			
Rentals	21	377,541,441	275,832,932	237,283,824
Sale of condominium units	2, 10, 21	535,175,796	227,588,283	409,473,489
Sale of land	11	55,212,604	55,212,604	-
Construction contracts	21	6,954,932	39,719,448	16,372,838
		<u>974,884,773</u>	598,353,267	663,130,151
GROSS PROFIT		<u>3,245,380,037</u>	2,848,359,647	2,071,234,775
OTHER OPERATING INCOME (EXPENSES)				
General and administrative	23	(524,630,585)	(436,340,082)	(465,582,990)
Selling	23	(108,927,120)	(31,119,300)	(36,385,809)
Other operating income	22	115,840,621	105,470,295	138,072,368
		<u>(517,717,084)</u>	(361,989,087)	(363,896,431)
OPERATING PROFIT		<u>2,727,662,953</u>	2,486,370,560	1,707,338,344
OTHER INCOME (CHARGES)				
Finance costs	16, 18, 22, 24	(65,840,943)	(54,245,821)	(41,061,721)
Finance income	8, 22	56,428,409	16,006,786	91,468,484
Share in net earnings of associates and joint ventures	13	11,023,017	29,721,313	26,013,531
Dividend income		2,940,008	3,034,360	2,940,008
Other income	4, 13, 22	-	-	1,000,000,000
		<u>4,550,491</u>	(5,483,362)	1,079,360,302
PROFIT BEFORE TAX		2,732,213,444	2,480,887,198	2,786,698,646
TAX EXPENSE	25	590,228,090	389,953,629	622,489,507
NET PROFIT		<u>P 2,141,985,354</u>	<u>P 2,090,933,569</u>	<u>P 2,164,209,139</u>
Net profit attributable to:				
Equity shareholders of the parent company		<u>P 2,121,667,409</u>	P 2,069,694,381	P 2,130,725,241
Noncontrolling interest		<u>20,317,945</u>	21,239,188	33,483,898
		<u>P 2,141,985,354</u>	<u>P 2,090,933,569</u>	<u>P 2,164,209,139</u>
Earnings Per Share - Basic and Diluted	27	<u>P 0.625</u>	P 0.609	P 0.627

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, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

	Notes	2022	2021	2020
NET PROFIT		<u>P 2,141,985,354</u>	<u>P 2,090,933,569</u>	<u>P 2,164,209,139</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurements of post-employment defined benefit plan	24	18,229,335	21,935,146	(38,431,996)
Tax income (expense)	25	(4,557,334)	(5,483,787)	11,529,599
		<u>13,672,001</u>	16,451,359	(26,902,397)
Fair value gain (loss) on financial assets at fair value through other comprehensive income	17, 28	<u>341,528</u>	(7,492,165)	(26,205,316)
Other Comprehensive Income (Loss) – net of tax	28	<u>14,013,529</u>	8,959,194	(53,107,713)
TOTAL COMPREHENSIVE INCOME		<u>P 2,155,998,883</u>	<u>P 2,099,892,763</u>	<u>P 2,111,101,426</u>
Total comprehensive income attributable to:				
Equity shareholders of the parent company		<u>P 2,135,680,938</u>	<u>P 2,078,653,575</u>	<u>P 2,077,617,528</u>
Noncontrolling interest		<u>20,317,945</u>	<u>21,239,188</u>	<u>33,483,898</u>
		<u>P 2,155,998,883</u>	<u>P 2,099,892,763</u>	<u>P 2,111,101,426</u>

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, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

Note	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, 2022	P 3,395,864,100	P 6,964,649,807	(P 52,292,139)	(P 275,974,845)	P 12,390,761,227	P 1,200,000,000	P 23,623,008,150	P 601,169,967	P 24,224,178,117
Cash dividend declared	-	-	-	-	(206,960,973)	-	(206,960,973)	-	(206,960,973)
Net profit for the year	-	-	-	-	2,121,667,409	-	2,121,667,409	20,317,945	2,141,985,354
Other comprehensive income for the year	-	-	14,013,529	-	-	-	14,013,529	-	14,013,529
Balance at December 31, 2022	P 3,395,864,100	P 6,964,649,807	(P 38,278,610)	(P 275,974,845)	P 14,305,467,663	P 1,200,000,000	P 25,551,728,115	P 621,487,912	P 26,173,216,027
Balance at January 1, 2021	P 3,395,864,100	P 6,964,649,807	(P 61,251,333)	(P 275,974,845)	P 10,481,066,379	P 1,200,000,000	P 21,704,354,108	P 579,930,779	P 22,284,284,887
Cash dividend declared	-	-	-	-	(159,999,533)	-	(159,999,533)	-	(159,999,533)
Net profit for the year	-	-	-	-	2,069,694,381	-	2,069,694,381	21,239,188	2,090,933,569
Other comprehensive income for the year	-	-	8,959,194	-	-	-	8,959,194	-	8,959,194
Balance at December 31, 2021	P 3,395,864,100	P 6,964,649,807	(P 52,292,139)	(P 275,974,845)	P 12,390,761,227	P 1,200,000,000	P 23,623,008,150	P 601,169,967	P 24,224,178,117
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
Cash dividend declared	-	-	-	-	(359,999,533)	-	(359,999,533)	-	(359,999,533)
Net profit for the year	-	-	-	-	2,130,725,241	-	2,130,725,241	33,483,898	2,164,209,139
Other comprehensive loss for the year	-	-	(53,107,713)	-	-	-	(53,107,713)	-	(53,107,713)
Balance at December 31, 2020	P 3,395,864,100	P 6,964,649,807	(P 61,251,333)	(P 275,974,845)	P 10,481,066,379	P 1,200,000,000	P 21,704,354,108	P 579,930,779	P 22,284,284,887

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, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

	Notes	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		P 2,732,213,444	P 2,480,887,198	P 2,786,698,646
Adjustments for:				
Depreciation and amortization	14, 15, 16	254,719,144	156,271,009	153,829,871
Interest expense and other charges	16, 18, 20	63,966,921	46,375,568	39,767,185
Interest income	8, 12	(53,384,109)	(14,711,878)	(88,678,484)
Share in net earnings of associates and joint ventures	13	(11,023,017)	(29,721,313)	(26,013,531)
Dividend income		(2,940,008)	(3,034,360)	(2,940,008)
Unrealized foreign currency losses (gains) - net	22	(3,044,300)	(1,294,908)	1,294,536
Fair value loss (gain) in financial assets at fair value through profit or loss	12	330,000	2,070,000	(2,790,000)
Gain on derecognition of advances from a co-joint venturer	13	-	-	(1,000,000,000)
Operating profit before working capital changes		<u>2,980,838,075</u>	<u>2,636,841,316</u>	<u>1,861,168,215</u>
Decrease (increase) in receivables		186,127,787	(934,882,669)	(854,447,715)
Decrease (increase) in contract asset		(676,241,001)	(52,089,562)	157,010,743
Decrease (increase) in land and land development costs		(39,276,328)	55,730,227	(100,043,074)
Decrease (increase) in property development costs		(176,152,724)	(510,080,489)	138,754,903
Increase in other assets		(49,731,537)	(7,783,844)	(272,450,284)
Increase in trade and other payables		99,414,833	261,138,943	550,338,053
Increase (decrease) in contract liability		(65,348,183)	(238,278,222)	136,076,571
Decrease in deposits and advances		(179,531,727)	(160,062,420)	(158,465,664)
Increase in retirement benefit obligation		8,006,815	5,193,182	3,153,787
Cash generated from operations		<u>2,088,106,010</u>	<u>1,055,726,462</u>	<u>1,461,095,535</u>
Cash paid for income taxes	25	(580,064,800)	(253,908,677)	(888,363,949)
Interest received		<u>53,054,109</u>	<u>12,641,878</u>	<u>91,468,484</u>
Net Cash From Operating Activities		<u>1,561,095,319</u>	<u>814,459,663</u>	<u>664,200,070</u>
CASH FLOWS FROM INVESTING ACTIVITIES				
Construction in progress, development costs and acquisition of investment properties	15	(1,151,905,785)	(1,723,489,297)	(3,076,360,543)
Collection of advances to related parties	26	83,835,886	24,452,700	24,546,137
Acquisitions of property and equipment	14	(82,975,832)	(12,024,850)	(11,557,531)
Additional advances to related parties	26	(45,839,713)	(81,520,669)	(31,185,661)
Dividend received		2,940,008	3,034,360	2,940,008
Maturities of short-term placements	12	-	585,000,000	1,475,000,000
Net Cash Used in Investing Activities		<u>(1,193,945,436)</u>	<u>(1,204,547,756)</u>	<u>(1,616,617,590)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Cash dividends declared and paid to stockholders of parent company	28	(206,960,973)	(159,999,533)	(160,000,000)
Additional advances from related parties	26	137,992,739	117,184,362	-
Interest paid		(117,279,326)	(69,820,908)	(23,602,439)
Repayments of advances from related parties	26	(112,603,030)	(115,433,571)	(318,616,168)
Repayments of interest-bearing loans and borrowings	18	(100,850,000)	(1,114,670,000)	(114,700,000)
Repayments of lease liabilities	16	(41,971,240)	(32,004,586)	(11,282,400)
Additional interest-bearing loans and borrowings	18	-	3,000,000,000	1,000,000,000
Cash dividends declared and paid by subsidiaries to its other shareholders	28	-	-	(199,999,533)
Net Cash From (Used in) Financing Activities		<u>(441,671,830)</u>	<u>1,625,255,764</u>	<u>171,799,460</u>
Effect of Changes in Foreign Exchange Rate on Cash and Cash Equivalents		<u>3,044,300</u>	<u>1,294,908</u>	<u>(1,294,536)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		<u>(71,477,647)</u>	<u>1,236,462,579</u>	<u>(781,912,596)</u>
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		<u>5,665,952,194</u>	<u>4,429,489,615</u>	<u>5,211,402,211</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR		<u>P 5,594,474,547</u>	<u>P 5,665,952,194</u>	<u>P 4,429,489,615</u>

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, 2022, 2021 AND 2020
(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 79.96% as of December 31, 2022 and 2021.

On April 24, 2020, the Parent Company's Board of Directors (BOD) approved the change of DMWAI's registered office address from 3rd Floor Aseana Powerstation Building, Pres. Macapagal Avenue, Aseana Business Park, Parañaque City to 15th Floor, Aseana 3, D. Macapagal Blvd. corner Asean Ave., Aseana City, Parañaque City. The change in registered office address was approved by the Securities and Exchange Commission (SEC) and Bureau of Internal Revenue (BIR) on January 4, 2021 and March 15, 2021, respectively. DMWAI's principal place of business is located at 15th and 16th Floor, Aseana 3 Bldg., D. Macapagal Blvd. cor. Asean Avenue, Aseana City, Parañaque City.

On November 5, 2020, the WHI's BOD approved the change of WHI's registered office from 306 E. Rodriguez Sr. Boulevard, Quezon City to 15th Floor Aseana 3, Asean Ave., cor Pres. Macapagal Blvd., Brgy. Tambo, Parañaque City. The change in WHI's registered office address was approved by the SEC on August 16, 2021 but remains pending with the BIR as of the date of the issuance of the 2022 consolidated financial statements.

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, 2022 and 2021, 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	
		2022	2021
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%
Aseana Ground Floor Holdings Corp. (AGFHC)	(k)	82.50%	82.50%
<i>Indirect:</i>			
58 Jupiter Inc. (formerly Reine, Inc.) (58 Jupiter) – <i>Accounted for as Asset Acquisition</i>	(l)	100.00%	100.00%
L&B Development Corporation (LBDC) – <i>Accounted for as Asset Acquisition</i>	(m)	100.00%	100.00%
Boracay International Airport & Dev't Corp. (BIADC)	(n)	99.98%	99.98%
U-City Technologies Philippines, Inc. (UCTPI)	(o)	99.98%	99.98%
Aseana City Transport & Travel Corp. (ACTTC)	(p)	99.98%	99.98%
Aseana Gas Energy Corp. (AGEC)	(q)	99.98%	99.98%
Aseana Real Estate Services Management Corp. (ARESM)	(r)	95.98%	95.98%
Bay Area Holdings, Inc. (BAHI)	(s)	59.98%	59.98%
Aseana Resi Rent Corp. (ARRC)	(t)	100.00%	100.00%
Associates:			
Alphaland Heavy Equipment, Corp. (AHEC)	(u)	50.00%	50.00%
European Resources and Technology, Inc. (ERTI)	(v)	42.00%	42.00%
Aseana CL, Beach and Marina Development Corporation (ACBMDC)	(w)	36.00%	36.00%
Joint venture –			
Bay Resources and Development Corporation (BRADCO)	(x)	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. As more fully discussed in Note 28.4, the increase in the Parent Company's effective percentage ownership in FI and BAHI 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 13.3(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, 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) The Group obtained control over AGFHC upon initial subscription of DMWAI and AHI to the additional common shares of AGFHC resulting to 7.5% direct ownership and 75% indirect ownership through AHI. The acquisition was accounted for as pooling-of-interest method of accounting as the previous stockholders of AGFHC were the principal stockholders of the Group [see Note 3.1(k)]. Transfers of assets between commonly-controlled entities are accounted for under historical cost accounting and no restatements are made to the financial information in the consolidated financial statements for periods prior to the business combination [see Note 2.3(a)(ii)]. AGFHC was incorporated in October 22, 1999 and has started commercial operations in 2021. The assets and liabilities acquired amounting to P0.4 million and P0.6 million, respectively, were assessed by management to be not significant. AGFHC was 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.
- (l) 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.
- (m) LBDC was acquired in 2020 and indirectly owned through ARHC [see Notes 3.1(k) and 13.4]; established to engage in real estate business; to acquire by purchase, lease, donation or otherwise, use improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold investment or otherwise, real estate of all kinds, whether improved, managed, or otherwise deal in or dispose of buildings, houses, apartments, townhouses, condominiums, and other structures of whatever kind together with the appurtenances or improvements found thereon.
- (n) Indirectly owned through AHI; established to build an international airport in Boracay, Municipality of Malay and/ or Carabao Island, San Jose, Romblon, Philippines.
- (o) 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).
- (p) 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.
- (q) 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.

- (r) Indirectly owned through AHI; established to acquire and manage properties such as commercial, residential, office condominium and industrial real estate.
- (s) 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 BAHI 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.
- (t) Indirectly owned through AHI; established to engage in realty business, provided that it shall not solicit, accept or take investments or placements from the public, neither shall it issue investment contracts.
- (u) 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, 2022, AHEC is currently in the process of liquidation (see Note 13.1).
- (v) 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.
- (w) DMWAI'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 or real estate objects, involving commercial, industrial, urban, residential or other kinds of real property.
- (x) BRADCO was established to acquire, develop and market real estate properties [see Note 13.3(a)].

As of December 31, 2022, FRDC, R-1, MLCI, AITPI, SBRI, BIADC, AGECE, and ACBMDC have not yet started commercial operations.

1.3 Continuing Impact of COVID-19 Pandemic on the Group's Business

The COVID-19 pandemic started to become widespread in the Philippines in early March 2020 and its impact has been continuing until the date of the approval of these financial statements. In 2022, the country's economic status improved because of reopening of local and international travels and loosening of health and safety protocols and restrictions. Demand and supply of products are slowly returning to pre-pandemic levels. As a result, overall continuing impact of the COVID-19 pandemic to the Group is continuously improving and Group's operations is slowly going back to its pre-pandemic levels.

Management will continue to take actions to continually improve the operations as the need arises. Based on the foregoing improvements, management projects that the Group would continue to report positive results of operations and would remain liquid to meet current obligations as they fall due. Accordingly, management has not determined material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern due to the effects of the pandemic.

1.4 Approval of the Consolidated Financial Statements

The consolidated financial statements of the Group as of and for the year ended December 31, 2022 (including the comparative consolidated financial statements as of December 31, 2021 and for the years ended December 31, 2021 and 2020) were authorized for issue by the Parent Company's BOD on March 15, 2023.

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), as modified by the application of the financial reporting reliefs issued and approved by the SEC in response to the COVID-19 pandemic. The financial reporting reliefs availed of by the Group are disclosed in details below and in the succeeding pages. PFRS are adopted by the Financial Reporting Standards Council (FRSC) from the pronouncements issued by the International Accounting Standards Board (IASB), and approved by the Philippine Board of Accountancy.

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

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

In 2020, the Group has availed of several financial reporting reliefs granted by the SEC under Memorandum Circular (MC) No. 14-2018, *Philippine Interpretation Committee Question and Answer (PIC Q&A) No. 2018-12 Implementation Issues Affecting Real Estate Industry*, MC No. 3-2019, *PIC Q&A Nos. 2018-12-H and 2018-14*, MC No. 4-2020, *Deferment of the Implementation of IFRS Interpretations Committee (IFRIC) Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23, Borrowing Costs) for Real Estate Industry*, and MC 34-2020, *Deferral of PIC Q&A No. 2018-12 and IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23) for Real Estate Industry for another period of three years or until 2023*, relating to several implementation issues of PFRS 15, *Revenue from Contracts with Customers*, affecting the real estate industry.

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

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

Relief	Description and Implication	Deferral Period
<p>IFRIC Decision on Over Time Transfer of Constructed Goods (PAS 23) for Real Estate Industry</p>	<p>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.</p> <p>Had the Group elected not to defer the IFRIC Agenda Decision, it would have the following impact in its consolidated financial statements:</p> <ul style="list-style-type: none"> • interest expense would have been higher; • cost of real estate inventories would have been lower; • total net profit and 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. 	<p>Until December 31, 2023</p>

Relief	Description and Implication	Deferral Period
<p>PIC Q&A No. 2018-12-D, <i>Concept of the significant financing component in the contract to sell</i> and PIC Q&A No. 2020-04, <i>Addendum to PIC Q&A 2018-12-D: Significant Financing Component Arising from Mismatch between the Percentage of Completion and Schedule of Payments (continued)</i></p>	<p>PFRS 15 requires that in determining the transaction price, an entity shall adjust the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the parties to the contract (either explicitly or implicitly) provides the customer or the entity with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component.</p> <p>There is no significant financing component if the difference between the promised consideration and the cash selling price of the good or service arises for reasons other than the provision of finance to either the customer or the entity, and the difference between those amounts is proportional to the reason for the difference. Further, the Group does not need to adjust the promised amount of consideration for the effects of a significant financing component if the entity expects, at contract inception that the timing difference of the receipt of full payment of the contract price and that of the completion of the project, are expected within one year and significant financing component is not expected to be significant.</p> <p>Had the Group elected not to defer this provision of the standard, it would have an impact in the consolidated financial statements as there would have been a significant financing component when there is a difference between the POC of the real estate project and the right to the consideration based on the payment schedule stated in the contract. The Group would have recognized an interest income when the POC of the real estate project is greater than the right to the consideration and interest expense when lesser. Both interest income and expense will be calculated using the effective interest rate method. This will impact the retained earnings, real estate sales, and profit or loss in the year of adoption and in comparative periods presented.</p>	<p>Until December 31, 2023</p>

Relief	Description and Implication	Deferral Period
PIC Q&A No. 2018-12-E, <i>Treatment of land in the determination of POC</i>	<p>Land on which the real estate development will be constructed shall also be excluded in the assessment of POC.</p> <p>Had the Company elected not to defer this provision of the standard, it would have the following impact on the consolidated financial statements:</p> <ul style="list-style-type: none"> • real estate sales and cost of real estate sales would have been higher; • total comprehensive income would have been higher; and, • retained earnings would have been higher. 	Exclusion of land in the assessment of progress is deferred until December 31, 2023

(c) *Presentation of Consolidated Financial Statements*

The consolidated financial statements are presented in accordance with PAS 1, *Presentation of Financial Statements*. The Group presents the consolidated statements of comprehensive income separate from the consolidated statements 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.

(d) *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.

2.2 Adoption of Amended PFRS

(a) Effective in 2022 that are Relevant to the Group

The Group adopted for the first time the following amendments and annual improvements to PFRS, which are mandatorily effective for annual periods beginning on or after January 1, 2022:

PAS 16 (Amendments)	:	Property, Plant and Equipment – Proceeds Before Intended Use
PAS 37 (Amendments)	:	Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract
PFRS 3 (Amendments)	:	Business Combinations – Reference to the Conceptual Framework
Annual Improvements to PFRS (2018-2020 Cycle)		
PFRS 9 (Amendments)	:	Financial Instruments – Fees in the ‘10 per cent’ Test for Derecognition of Liabilities
PFRS 16 (Amendments)	:	Leases – Lease Incentives

Discussed below and in the succeeding page are the relevant information about these pronouncements.

- (i) PAS 16 (Amendments), *Property, Plant and Equipment – Proceeds Before Intended Use*. The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the cost of producing those items, in profit or loss. The application of these amendments had no significant impact on the Group’s consolidated financial statements as there were no sales of such items produced by property, plant and equipment made before being available for use on or after the beginning of the earliest period presented.
- (ii) PAS 37 (Amendments), *Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract*. The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services. Costs that relate directly to a contract include both incremental costs of fulfilling that contract (e.g., direct labor and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g., the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendments resulted in a revision in the Group’s policy to include both incremental costs and an allocation of other costs when determining whether a contract was onerous. The amendments apply prospectively to contracts existing at the date when the amendments are first applied. Management assessed that there is no significant impact on the Group’s consolidated financial statements as a result of the change since none of the existing contracts as of January 1, 2022 would be identified as onerous after applying the amendments.

- (iii) PFRS 3 (Amendments), *Business Combinations – Reference to the Conceptual Framework*. The amendments update an outdated reference to the Conceptual Framework in IFRS 3 without significantly changing the requirements in the standard.
- (iv) Annual Improvements to PFRS 2018-2020 Cycle. Among the improvements, the following amendments which do not have significant impact and which are effective from January 1, 2022, are relevant to the Group's consolidated financial statements:
 - a. PFRS 9 (Amendments), *Financial Instruments – Fees in the '10 per cent' Test for Derecognition of Liabilities*. The amendments clarify the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.
 - b. Illustrative Examples Accompanying PFRS 16, *Leases – Lease Incentives*. The amendments remove potential for confusion regarding lease incentives by deleting from Illustrative Example 13 the reimbursement relating to leasehold improvements as it had not been explained clearly enough as to whether the reimbursement would meet the definition of a lease incentive in accordance with PFRS 16.

(b) *Effective in 2022 that are not Relevant to the Group*

Among the amendments and annual improvements to PFRS which are mandatorily effective for annual periods beginning on or after January 1, 2022, only the following Annual Improvements to PFRS 2018-2020 Cycle are not relevant to the Group:

- a. PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards – Subsidiary as a First-time Adopter*
- b. PAS 41, *Agriculture – Taxation in Fair Value Measurements*

(c) *Effective Subsequent to 2022 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2022, which are adopted by the FRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and, none of these are expected to have significant impact on the Group's consolidated financial statements:

- (i) PAS 1 (Amendments), *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current* (effective from January 1, 2023)
- (ii) PAS 1 and PFRS Practice Statement 2 (Amendments), *Presentation of Financial Statements – Disclosure of Accounting Policies* (effective from January 1, 2023)
- (iii) PAS 8 (Amendments), *Accounting Estimates – Definition of Accounting Estimates* (effective from January 1, 2023)

- (iv) PAS 12 (Amendments), *Income Taxes – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction* (effective from January 1, 2023)
- (v) 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)

2.3 Basis of Consolidation

The Group's consolidated financial statements comprise the accounts of the Parent Company, and its subsidiaries as enumerated below, 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 and noncontrolling interests as follows:

(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 stockholder are accounted for under the pooling-of-interests method. Transfers of assets between commonly-controlled entities are accounted for under historical cost accounting; hence, the assets and liabilities are reflected in the consolidated financial statements at carrying values and no adjustments are made to reflect fair values or recognize any new assets or liabilities, at the date of the combination that otherwise would have been done under the acquisition method. No restatements are made to the financial information in the consolidated financial statements for periods prior to the business combination as allowed under PIC Q&A No. 2012-01, PFRS 3.2; *Application of the Pooling of Interests Method for Business Combinations of Entities under Common Control in Consolidated Financial Statements*, (Amended by PIC Q&A No. 2015-01 and PIC Q&A No. 2018-13); hence, the profit and loss of the acquiree is included in the consolidated financial statements for the full year, irrespective of when the combination took place. Also, no goodwill is recognized as a result of the business combination and any excess between the net assets of the acquiree and the consideration paid is accounted for as equity reserves, which will eventually be closed to additional paid-in capital. Also, any pre-acquisition income and expenses of a subsidiary are no longer included in the consolidated financial statements.

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.

Dividends 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.

The Parent Company holds interests in various subsidiaries and in an associate as presented in Notes 1 and 13, respectively.

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 pages.

(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 solely payments of principal and interest (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, 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), and Refundable deposits (presented as part of Other Non-current Assets account).

Financial assets measured at amortized cost are included in current assets, except for those with maturities greater than 12 months after the end of reporting period, which are classified as non-current assets.

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 (FVOCI)*

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 consolidated 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 consolidated 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. 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 recognized in other comprehensive income and accumulated in Revaluation Reserves account, and does not reduce the carrying amount of the financial asset in the consolidated 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 recognized 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. These costs are initially recognized at cost when the Group obtained control over the land, and when materials purchased and services performed in relation to the development of the residential condominium projects have been delivered or rendered. 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 subsequently measured 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(b)]. Any impairment loss from a real estate project is charged to operations during the period in which the loss is determined.

The Group accounts for sales cancellation as a contract modification. Accordingly, the related repossessed property arising from a sales cancellation is recognized at cost. The difference between the carrying amount of the receivable or contract asset to be derecognized and the cost of the repossessed property is recognized in the consolidated statement of 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:

Building and improvements	30 years
Land improvements	15 years
Machinery and construction equipment	3-5 years
Transportation equipment	5 years
Furniture and office equipment	2-5 years
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 initially recognized at cost 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.

These are subsequently charged to profit or loss as utilized or reclassified to another asset account, if capitalizable.

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 Assets account. These classification and presentation are 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.

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.

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.

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)(ii)]. 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 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 liabilities, 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 liabilities [see Note 2.18(a)] 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. Financial liabilities are also derecognized when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. 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 Current versus Non-current classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current or noncurrent classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or,
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after the reporting period; or,
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as noncurrent.

Deferred income tax assets and liabilities are classified as noncurrent assets and liabilities.

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 rentals (see Note 2.18), 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 rentals, 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.

The Company also assesses its revenue agreements against the specific criteria enumerated below in order to determine if it is acting as principal or agent. Both the legal form and the substance of the agreement are considered to determine each party's respective roles in the agreement. Revenue is recorded at gross when acting as a principal while only net revenues are considered if only an agency service exists.

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) *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 actual costs incurred to date relative to the total 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).

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.

- (c) *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.

- (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.

The Group assesses its revenue agreement against the specific criteria in order to determine if it is acting as a principal or an agent [see Note 3.1(l)]. Billings from common area, air conditioning and other dues are presented at gross amounts since the Group acts as a principal. Other revenues from electricity and water dues, in which the Group acts as an agent, are presented in excess of actual charges and consumption.

- (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, tenants and other counterparties 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 Group 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).

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

For any new contracts entered into, 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 consolidated statement of financial position, right-of-use assets have been presented as part of investment properties since it relates to leases of certain parcels of 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. The current portion of the lease liabilities is the amount of lease payments that are due to be settled within one year or less after the end of reporting period.

(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.

Directors with personal interest in the transaction should abstain from participating in the discussions and voting on the same. In case they refuse to abstain, their attendance shall not be counted for the purposes of assessing the quorum and their votes shall not be counted for purposes of determining approval.

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 a joint venture, property and equipment, investment properties, right-of-use assets 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, which consists of interest and other costs that the Company incurs in connection with borrowing of funds, 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.

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) Gains or losses due to the changes in fair value of financial assets at FVOCI;
- (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 accounted for 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*

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) *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 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.

(ii) *Sale of 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.

(iii) *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.

(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.

(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 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.

(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, 2022 and 2021, parcels of land identified as Land and Land Development Costs amounted to P1,703.9 million and P2,080.2 million, respectively (see Note 11).

Parcels of land, classified as Investment Properties, amounted to P10,573.3 million and P10,001.8 million as of December 31, 2022 and 2021, respectively (see Note 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 10, 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.

The Group's interest in AHEC is accounted for as an associate even though it holds 50% ownership interest, as the Group has no control over the operating and financial policies of AHEC. Further, there is no contractually agreed sharing of control over the relevant activities of AHEC.

(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 LBDC in 2020 and 58 Jupiter in 2016, the Group 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).

In 2021, the Group subscribed to 82.5% newly issued common shares of AGHFC. Management assessed that the acquisition of AGFHC is a combination of entities under common control. In making the assessment, management considered the composition of the stockholders of AGFHC prior to acquisition, who are also the principal stockholders of the Group. Given this assessment, the acquisition was accounted for under the pooling-of-interest method of accounting [see Note 2.3(a)(ii)].

(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 P122.8 million, P76.1 million and P75.9 million in 2022, 2021 and 2020, respectively, in the consolidated statements of profit or loss.

(m) *Determination on Whether Lease Concessions Granted Constitute a Lease Modification*

In line with the rental relief framework implemented by the government to support businesses and the broader economy due to the impact of COVID-19, the Group waived its right to collect rent and other charges as part of various lease concessions it granted to lessees such as lease payment holidays or lease payment reductions.

In making this judgment, the Group determines whether the lease concessions granted has changed the scope of the lease, or the consideration thereof, that was not part of the original terms and conditions of the lease. The Group assessed that the lease concessions it granted to lessees qualify as lease modifications since the terms and conditions under the corresponding lease contracts have been modified by the waiver.

The rent concessions granted by the Group as lessor amounted to P0.3 million and P3.6 million in 2022 and 2021, respectively.

3.2 Key Sources of Estimation Uncertainty

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

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

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

(b) *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 2022 and 2021. 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 2022 and 2021; 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 2022 and 2021.

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, 2022 and 2021 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 Sale of land under the Revenues account in the 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 P1,250.7 million, P615.4 million and P749.3 million in 2022, 2021, and 2020, respectively, and is presented as Sale of condominium units under Revenues account in the consolidated statements of profit or loss (see Note 4.6).

(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 amount, net of subsequent amortization, of costs incurred to obtain the contracts with customers (or counterparties) relating to the sale of condominium units is presented as part of Contract acquisition costs under Other Current Assets account in the consolidated statements of financial position as the related project which they relate to is expected to be completed in the next reporting period (see Notes 6 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, 2022 and 2021 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, 2022 and 2021, 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 2022, 2021 and 2020.

(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) *Rentals* – refers to leasing of real estate properties, including land and building and other structures.
- (b) *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.
- (c) *Sale of Land and Condominium Units* – involve the development and sale of industrial and other parcels of land and residential condominium units.

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, 2022 and, 2021 and 2020 (in thousands):

	<u>Rentals</u>			<u>Construction</u>			<u>Sale of Land and Condominium Units</u>			<u>Total</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
REVENUES												
Sales to external customers	P 2,173,884	P 1,992,192	P 1,960,266	P 8,036	P 51,509	P 24,802	P 2,038,345	P 1,403,012	P 749,297	P 4,220,265	P 3,446,713	P 2,734,365
Intersegment sales	156,920	185,843	187,278	187,141	509,085	816,385	124,995	120,710	-	469,056	815,638	1,003,663
Total revenues	2,330,804	2,178,035	2,147,544	195,177	560,594	841,187	2,163,340	1,523,722	749,297	4,689,321	4,262,351	3,738,028
COSTS AND OTHER OPERATING EXPENSES												
Cost of sales and services excluding depreciation and amortization	184,866	158,007	128,264	6,955	39,719	16,249	591,614	282,801	409,473	783,435	480,527	553,986
Depreciation and amortization	191,450	117,826	107,728	-	-	124	-	-	-	191,450	117,826	107,852
Other expenses – net	124,116	118,135	37,681	6,095	15,061	12,462	72,373	13,108	65,232	202,584	146,304	116,667
	500,432	393,968	273,673	13,050	54,780	28,835	663,987	295,909	474,705	1,177,469	744,657	778,505
INTEREST EXPENSE ON LEASE LIABILITIES	42,023	20,455	12,426	-	-	-	-	-	-	42,023	20,455	12,426
SEGMENT OPERATING PROFIT (after interest expense on lease liabilities)	P 1,788,349	P 1,763,612	P 1,861,445	P 182,127	P 505,814	P 812,352	P 1,499,353	P 1,227,813	P 274,592	P 3,469,829	P 3,497,239	P 2,947,097

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>
December 31, 2022	P 30,343,341	P 12,364,600	P 6,082,372	P 589,529	P 8,363,181	P 3,043,255	P 44,788,894	P 15,997,384
December 31, 2021	P 29,819,979	P 11,716,325	P 3,995,652	P 668,336	P 8,338,685	P 3,320,733	P 42,154,316	P 15,705,393

Currently, the Group's operation is concentrated in one location; hence, it has no geographical segment (see Note 4.1).

In 2022, 2021 and 2020, rental revenues from a single lessee account for 17.40%, 21.30% and 26.85%, respectively, or P734.2 million each year, of the consolidated revenues. In 2022 and 2021, revenues from sale of land are generated from a single customer, and which account for 18.66% or P787.6 million and 22.85% or P787.6 million of the consolidated revenues, respectively. There were no revenues from sale of land in 2020.

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>2022</u>	<u>2021</u>	<u>2020</u>
Revenues			
Total segment revenues	P 4,689,321	P 4,262,351	P 3,738,028
Elimination of intersegment revenues	(469,056)	(815,638)	(1,003,663)
Revenues as reported in the consolidated statements of profit or loss	<u>P 4,220,265</u>	<u>P 3,446,713</u>	<u>P 2,734,365</u>
Profit or loss			
Segment operating profit <i>(after interest expense on lease liabilities)</i>	P 3,469,829	P 3,497,239	P 2,947,097
Elimination of intersegment revenues	(469,057)	(815,638)	(1,003,663)
Other unallocated operating expenses – net	(315,132)	(215,685)	(248,522)
Other unallocated income (charges):			
Finance income	56,428	16,007	91,468
Finance costs	(23,818)	(33,791)	(28,636)
Share in net earnings of associates and joint ventures	11,023	29,721	26,014
Dividend income	2,940	3,034	2,940
Other income*	-	-	1,000,000
Profit before tax as reported in the consolidated statements of profit or loss	<u>P 2,732,213</u>	<u>P 2,480,887</u>	<u>P 2,786,698</u>

*Other unallocated income pertains to the income from reversal of advances from a co-joint venturer in 2020.

	<u>2022</u>	<u>2021</u>
Assets		
Segment assets	P 44,788,894	P 42,154,316
Deferred tax assets – net	573	98,758
Other unallocated assets**	6,359,150	6,353,570
Elimination of intercompany accounts	(12,504,084)	(11,623,161)
Total assets reported in consolidated statements of financial position	<u>P 38,644,533</u>	<u>P 36,983,483</u>
Liabilities		
Segment liabilities	P 15,997,384	P 15,705,393
Deferred tax liabilities – net	1,113,471	989,064
Other unallocated liabilities**	587,274	540,334
Elimination of intercompany accounts	(5,226,812)	(4,475,486)
Total liabilities as reported in consolidated statements of financial position	<u>P 12,471,317</u>	<u>P 12,759,305</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 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.

	<u>Segment Revenues (Sales to External Customers)</u>				<u>Other Unallocated Income</u>			<u>Total</u>
	<u>Rentals and others</u>	<u>Construction</u>	<u>Sale of land</u>	<u>Sale of condominium units</u>	<u>Reversal of advances (see Note 13)</u>	<u>Rendering of administrative services</u>		
<i>December 31, 2022:</i>								
Lease	P1,818,420,830	P -	P -	P -	P -	P -	P -	P1,818,420,830
Over time	355,463,327	8,036,115	-	1,250,744,538	-	40,277,785	-	1,654,521,765
Point in time	-	-	787,600,000	-	-	-	-	787,600,000
Short-term	-	8,036,115	787,600,000	-	-	40,277,785	-	835,913,900
Long-term	2,173,884,157	-	-	1,250,744,538	-	-	-	3,424,628,695
<i>December 31, 2021:</i>								
Lease	P1,778,975,620	P -	P -	P -	P -	P -	P -	P1,778,975,620
Over time	213,216,218	51,509,315	-	615,411,761	-	38,734,452	-	918,871,746
Point in time	-	-	787,600,000	-	-	-	-	787,600,000
Short-term	-	51,509,315	787,600,000	-	-	38,734,452	-	877,843,767
Long-term	1,992,191,838	-	-	615,411,761	-	-	-	2,607,603,599
<i>December 31, 2020:</i>								
Lease	P1,787,575,242	P -	P -	P -	P -	P -	P -	P1,787,575,242
Over time	172,690,275	24,802,115	-	749,297,294	-	34,581,021	-	981,370,705
Out of scope	-	-	-	-	1,000,000,000	-	-	1,000,000,000
Short-term	-	24,802,115	-	-	1,000,000,000	34,581,021	-	1,059,383,136
Long-term	1,960,265,517	-	-	749,297,294	-	-	-	2,709,562,811

Additional information not included above is the other income aggregating to P39.9 million, P19.9 million and P66.6 million in 2022, 2021 and 2020, respectively, that are considered by management insignificant to the Group's disaggregation information of revenues (see Note 22.3). On the other hand, the other income representing the derecognition of certain advances from a co-joint venturer is not covered by PFRS 15.

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 Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed to are described below and in the succeeding pages.

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:

	2022		2021	
	U.S. Dollar	Euro	U.S. Dollar	Euro
Financial assets	<u>P 29,764,926</u>	<u>P 9,322,435</u>	<u>P 28,509,938</u>	<u>P 9,322,435</u>

The following table illustrates the sensitivity of the Group's profit before tax and equity in 2022 and 2021 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.

	2022		
	Reasonably possible change in rate	Effect in profit before tax	Effect in equity
U.S. Dollar	+/-18.94%	P 5,637,477	P 4,228,108
Euro	+/-28.89%	<u>2,693,251</u>	<u>2,019,938</u>
Total		<u>P 8,330,728</u>	<u>P 6,248,046</u>
	2021		
	Reasonably possible change in rate	Effect in profit before tax	Effect in equity
U.S. Dollar	+/-11.30%	P 3,221,623	P 2,416,217
Euro	+/-19.91%	<u>1,856,097</u>	<u>1,392,073</u>
Total		<u>P 5,077,720</u>	<u>P 3,808,290</u>

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 lower by P8.3 million and P6.2 million, respectively, in 2022 and P5.1 million and P3.8 million, respectively, in 2021. 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 higher in 2022 and 2021 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, 2022 and 2021, the Group is exposed to changes in market interest rates affecting the cash flows from cash and cash equivalents 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 which are subject to repricing are tested on a reasonably possible change (weighted average) of +/-1.88% and +/-0.97% Philippine peso in 2022 and 2021, 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 +/-P90.5 million and +/-P20.1 million in 2022 and 2021, 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.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
Cash and cash equivalents	8	P 5,594,474,547	P 5,665,952,194
Receivables – net (<i>except for Advances to suppliers and Advances to officers and employees</i>)	9	6,603,299,122	6,722,609,928
Contract asset	10	820,332,770	144,091,769
Refundable deposits (<i>presented as part of Other Non-current Assets</i>)	17	<u>35,844,973</u>	<u>32,340,519</u>
		<u>P13,053,951,412</u>	<u>P12,564,994,410</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 and in the succeeding pages.

(a) *Cash and Cash Equivalents*

The credit risk for cash and cash equivalents 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.

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, 2022 and 2021, 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 interest rates to be the most relevant factor 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, 2022 and 2021 are not fully recoverable since these related parties do not have enough capacity to pay the advances and loans upon demand.

The Group has not identified 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 Group identifies a default when the receivables become credit impaired or when the customer has not been 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, 2022, 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 Group's rental receivables are secured to the extent of advance rentals and security deposits received from lessees. Further, in case of delay in collection of rentals from lessees, the Group imposes penalties pursuant to its standard lease agreements.

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) since the title to the real estate properties remains with the Group until the contract assets 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.

The estimated fair value of collaterals held against contract asset and rental receivables are presented below.

	<u>Gross Maximum Exposure</u>	<u>Fair Value of Collaterals</u>	<u>Net Exposure</u>
December 31, 2022			
Contract asset	P 820,332,770	P 2,991,809,157	P -
Rental receivables <i>(excluding rental receivables arising from PFRS 16 adjustments)</i>	<u>86,722,542</u>	<u>537,682,161</u>	<u>-</u>
	<u>P 907,055,312</u>	<u>P 3,529,491,318</u>	<u>P -</u>
December 31, 2021			
Contract asset	P 144,091,769	P 1,332,275,890	P -
Rental receivables <i>(excluding rental receivables arising from PFRS 16 adjustments)</i>	<u>98,916,201</u>	<u>408,086,738</u>	<u>-</u>
	<u>P 243,007,970</u>	<u>P 1,740,362,628</u>	<u>P -</u>

Based on the foregoing considerations and analyses, the loss allowance as at December 31, 2022 and 2021 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 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>
December 31, 2022					
<i>Expected credit loss rate</i>					
Land sale receivable	P 49,225,000	P -	P -	P -	P 49,225,000
Loss allowance	-	-	-	-	-
<i>Expected credit loss rate</i>					
Rental and other receivables	P 31,626,213	P 22,517,480	P 8,375,275	P 28,962,765	P 91,481,732
Loss allowance	-	631,357	2,614,038	9,628,067	12,873,462
<i>Expected credit loss rate</i>					
Contract and retention receivable	P -	P 2,178,520	P -	P 648,342,784	P 650,521,304
Loss allowance	-	-	-	26,875,062	26,875,062
<i>Expected credit loss rate</i>					
Advances to related parties	P -	P -	P -	P 770,362,674	P 770,362,674
Loss allowance	-	-	-	24,888,317	24,888,317
December 31, 2021					
<i>Expected credit loss rate</i>					
Land sale receivable	P 590,700,000	P -	P -	P -	P 590,700,000
Loss allowance	-	-	-	-	-
<i>Expected credit loss rate</i>					
Rental and other receivables	P 20,624,277	P 53,287,022	P 4,776,660	P 23,452,399	P 102,140,358
Loss allowance	-	1,449,890	1,318,679	13,281,375	16,049,944
<i>Expected credit loss rate</i>					
Contract and retention receivable	P -	P 6,041,629	P 36,421,008	P 628,526,504	P 670,989,141
Loss allowance	-	-	-	23,698,580	23,698,580
<i>Expected credit loss rate</i>					
Advances to related parties	P -	P -	P -	P 808,358,847	P 808,358,847
Loss allowance	-	-	-	15,739,101	15,739,101

A reconciliation of the allowance for impairment for trade and receivables and advances to related parties as at December 31, 2022 and 2021 is presented below (see Note 9):

	<u>December 31, 2022</u>		<u>December 31, 2021</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 39,748,524	P 15,739,101	P 41,638,180	P 17,017,700
Additional ECL	16,373,758	9,149,216	-	-
Reversal	-	-	(1,889,656)	(1,278,599)
Balance at end of year	<u>P 56,122,282</u>	<u>P 24,888,317</u>	<u>P 39,748,524</u>	<u>P 15,739,101</u>

**Excluding advances to related parties*

In 2021, the Group reversed a portion of its allowance for impairment on certain advances to a related party due to partial collection and substantial improvement of the related party's financial condition and operations (see Note 26.1).

The additional ECL in 2022 is presented as Impairment loss on financial assets, while the reversal of impairment loss on financial assets, net of direct write off in 2021 and 2020, is presented as Reversal of impairment loss on financial assets – net in the consolidated statements of profit or loss, respectively (see Notes 22.3 and 23).

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, 2022 and 2021, the Group's financial liabilities (excluding lease liabilities – see Note 16) have contractual maturities as follows:

	Notes	Current		Non-current
		Upon Demand/ Within 6 months	6 to 12 Months	1 to 5 Years
<u>December 31, 2022</u>				
Loans and borrowings	18	P 96,711,221	P 1,379,144,926	P 1,915,276,557
Trade and other payables <i>(except tax liabilities)</i>	19	652,701,779	651,026,355	-
Advances from and due to related parties	26.2	4,060,258,654	-	-
Rental deposits	20	-	5,523,562	276,281,709
Construction bond	20	-	57,434,383	-
		<u>P 4,809,671,654</u>	<u>P 2,093,129,226</u>	<u>P 2,191,558,266</u>
<u>December 31, 2021</u>				
Loans and borrowings	18	P 115,041,915	P 1,087,849,629	P 2,380,384,790
Trade and other payables <i>(except tax liabilities)</i>	19	618,732,925	639,412,323	-
Advances from and due to related parties	26.2	4,034,868,945	-	-
Rental deposits	20	-	32,307,530	256,222,831
Construction bond	20	-	36,825,167	-
		<u>P 4,768,643,785</u>	<u>P 1,796,394,649</u>	<u>P 2,636,607,621</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.

5.4 Concentration risks

The Group is subject to risk incidental to the operation of its investment properties, which include among others, changes in market rental rates, inability to renew leases upon lease expiration, and inability to collect rent from lessees due to bankruptcy or insolvency of lessees. A significant portion of the Group's rental income is derived from a single counterparty and these properties are leased long-term for administrative purpose (see Note 4.4). Failure of the Group to renew the contract or collect from the lessee may significantly impact the Group's financial statements.

To mitigate these risks, the Group requires security deposits amounting to P50.0 million. The existing lease term is also for 45 years, with stipulated escalation clauses yearly to cover fluctuations of market prices. Additionally, the Group's subject investment properties are situated in favorable prime locations which are optimal for their lessee's core operations, including supply chain management.

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 in the succeeding page.

	Notes	2022		2021	
		Carrying Values	Fair Values	Carrying Values	Fair Values
Financial Assets					
<i>At amortized cost:</i>					
Cash and cash equivalents	8	P 5,594,474,547	P 5,594,474,547	P 5,665,952,194	P 5,665,952,194
Receivables – net	9	6,603,299,122	6,455,657,604	6,722,609,928	6,589,860,151
Refundable deposits (presented as part of Other Non-current assets)	17	<u>35,844,973</u>	<u>35,844,973</u>	<u>32,340,519</u>	<u>32,340,519</u>
		<u>12,233,618,642</u>	<u>12,085,977,124</u>	<u>12,420,902,641</u>	<u>12,288,152,864</u>
At FVTPL	12	58,615,790	58,615,790	58,888,290	58,888,290
At FVOCI	17.2	<u>42,520,190</u>	<u>42,520,190</u>	<u>42,178,662</u>	<u>42,178,662</u>
		<u>P12,334,754,622</u>	<u>P12,187,113,104</u>	<u>P12,521,969,593</u>	<u>P12,389,219,816</u>
Financial Liabilities					
<i>At amortized cost:</i>					
Loans and borrowings	18	P 3,181,500,000	P 3,169,534,196	P 3,282,350,000	P 3,254,904,746
Trade and other payables	19	1,303,728,134	1,303,728,134	1,258,145,248	1,258,145,248
Advances from and due to related parties	26.2	4,060,258,654	4,060,258,654	4,034,868,945	4,034,868,945
Rental deposits	20	281,805,271	281,805,271	288,530,361	288,530,361
Construction bond	20	57,434,383	57,434,383	36,825,167	36,825,167
Lease liabilities	16.2	<u>524,528,916</u>	<u>524,528,916</u>	<u>534,035,912</u>	<u>534,035,912</u>
		<u>P 9,409,255,358</u>	<u>P 9,397,289,554</u>	<u>P 9,434,755,633</u>	<u>P 9,407,310,379</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, 2022 and 2021 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.

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.

For rental receivables and security deposits, each party of the lease agreement will have the option to settle such amount on a net basis in the event of default of the other party.

	<u>Notes</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, 2022		P 770,362,673	(P 485,006,512)	P 285,356,161
December 31, 2021		P 808,358,847	(P 473,211,213)	P 335,147,634
Advances from and due to related parties:	26.2			
December 31, 2022		P 4,060,258,657	(P 485,006,512)	P 3,575,252,145
December 31, 2021		P 4,034,868,945	(P 473,211,213)	P 3,561,657,732
Rental receivables:	9.1, 20			
December 31, 2022		P 86,722,542	(P 86,722,542)	P -
December 31, 2021		P 98,916,201	(P 89,213,574)	P 9,702,627
Security deposits:	9.1, 20			
December 31, 2022		P 168,696,156	(P 85,722,542)	P 82,973,614
December 31, 2021		P 364,610,546	(P 89,213,574)	P 275,396,972

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, the 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 at 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, the debt security issued by a private company is not quoted in an active market, hence, the fair value is determined in reference to the current market value of another instrument which is substantially the same after taking into account the related risk of counterparties. The debt security is included in Level 2.

As of December 31, 2022 and 2021, the Group's financial assets at FVOCI measured at fair value amounted to P42.5 million and P42.2 million, respectively (see Note 17.2) while the Group's financial assets at FVTPL measured at fair value amounted to P58.6 million and P58.9 million, respectively (see Note 12).

The Group has no financial liabilities measured at fair value as of December 31, 2022 and 2021.

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 and unrealized fair value loss amounting to P0.3 million and P7.5 million, respectively, is recognized on financial assets at FVOCI in 2022 and 2021 (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, 2022			
Notes	Level 1	Level 2	Level 3	Total	
Financial Assets					
Cash and					
cash equivalents	8	P 5,594,474,547	P -	P -	P 5,594,474,547
Receivables – net	9	-	-	6,455,657,604	6,455,657,604
Refundable deposits <i>(presented as part of Other Non-current Assets)</i>	17	-	-	35,844,973	35,844,973
		<u>P 5,594,474,547</u>	<u>P -</u>	<u>P 6,491,502,577</u>	<u>P 12,085,977,124</u>
Financial Liabilities					
Loans and borrowings	18	P -	P -	P 3,169,534,196	P 3,169,534,196
Trade and other payables	19	-	-	1,303,728,134	1,303,728,134
Advances from and due to related parties	26.2	-	-	4,060,258,654	4,060,258,654
Rental deposits	20	-	-	281,805,271	281,805,271
Construction bond	20	-	-	57,434,383	57,434,383
Lease liabilities	16.2	-	-	524,528,916	524,528,916
		<u>P -</u>	<u>P -</u>	<u>P 9,397,289,554</u>	<u>P 9,397,289,554</u>
		December 31, 2021			
Notes	Level 1	Level 2	Level 3	Total	
Financial Assets					
Cash and					
cash equivalents	8	P 5,665,952,194	P -	P -	P 5,665,952,194
Receivables – net	9	-	-	6,589,860,151	6,589,860,151
Refundable deposits <i>(presented as part of Other Non-current Assets)</i>	17	-	-	32,340,519	32,340,519
		<u>P 5,665,952,194</u>	<u>P -</u>	<u>P 6,622,200,670</u>	<u>P 12,288,152,864</u>
Financial Liabilities					
Loans and borrowings	18	P -	P -	P 3,254,904,746	P 3,254,904,746
Trade and other payables	19	-	-	1,258,145,248	1,258,145,248
Advances from and due to related parties	26.2	-	-	4,034,868,945	4,034,868,945
Rental deposits	20	-	-	288,530,361	288,530,361
Construction bond	20	-	-	36,825,167	36,825,167
Lease liabilities	16.2	-	-	534,035,912	534,035,912
		<u>P -</u>	<u>P -</u>	<u>P 9,407,310,379</u>	<u>P 9,407,310,379</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.

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, 2022					
Land	P	-	P 141,775,555,640	P -	P141,775,555,640
Buildings and improvements		-	-	10,629,893,244	10,629,893,244
Construction in progress		-	-	3,339,151,573	3,339,151,573
	15	<u>P -</u>	<u>P 141,775,555,640</u>	<u>P 13,969,044,817</u>	<u>P155,744,546,458</u>
December 31, 2021					
Land	P	-	P127,451,168,524	P -	P127,451,168,524
Buildings and improvements		-	-	10,349,934,514	10,349,934,514
Construction in progress		-	-	4,791,919,186	4,791,919,186
	15	<u>P -</u>	<u>P127,451,168,524</u>	<u>P 15,141,853,700</u>	<u>P142,593,022,224</u>

The fair value of the Group's investment properties as of December 31, 2022 and 2021 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, 2022 and 2021, 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>2022</u>	<u>2021</u>
Cash on hand and in banks	P 2,661,084,860	P 4,750,990,553
Short-term placements	<u>2,933,389,687</u>	<u>914,961,641</u>
	<u>P 5,594,474,547</u>	<u>P 5,665,952,194</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 0.5% to 6.00% per annum in 2022, from 0.58% to 2.85% per annum in 2021 and from 1.00% to 5.10% per annum in 2020. Interest income from cash in banks and short-term placements amounting to P53.4 million, P14.7 million and P69.9 million in 2022, 2021 and 2020, 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:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
Current:			
Rental receivables	9.1	P 843,440,913	P 778,904,739
Advances to:	9.2		
Related parties	26.1	770,362,674	808,358,847
Suppliers		400,159,593	504,311,073
Officers and employees		11,216,332	11,878,006
Contracts receivables	9.3, 26.5	643,515,626	659,179,521
Receivable from sale of land		49,255,000	590,700,000
Retention receivables	9.4	7,005,678	11,809,620
Others	8, 9.5, 12	4,759,191	3,544,286
		2,729,715,007	3,368,686,092
Allowance for impairment	5.2(b)	(81,010,599)	(55,487,625)
		2,648,704,408	3,313,198,467
Non-current –			
Rental receivables	9.1	4,365,970,639	3,925,600,540
		P 7,014,675,047	P 7,238,799,007

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, 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 adjustments amounted to P5,122.7 million and P4,614.7 million as of December 31, 2022 and 2021, 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 Note 26.1). There are no definite repayment and settlement term on these advances.

Advances to suppliers under Receivables 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 liquidation, or 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, 2022 and 2021. Management believes that these receivables are fully recoverable through collection of the accounts from customers. 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).

As of December 31, 2022 and 2021, contract receivables also include outstanding balances from a related party amounting to P8.3 million and P45.1 million, respectively (see Note 26.5).

9.4 *Retention Receivables*

The remaining retention receivables pertains to the outstanding balances with third parties of December 31, 2022 and 2021.

9.5 *Other Receivables*

Other receivables mainly include accrued interest income from short-term placements (see Note 8).

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, and borrowing costs related to the development of residential condominium projects, namely, “Pixel Residences”, “MidPark Towers” and “One Parq Suites”, all of which are located in Aseana City, 1702 Parañaque City, Metro Manila. As of December 31, 2022 and 2021, the Group has capital commitments relating to the remaining development costs of the real estate projects under construction and raw land for future development amounting to P2,143.2 million and P2,934.2 million, respectively.

The accumulated balance of Property Development Costs as presented in the consolidated statements of financial position amounted to as follows:

	<u>2022</u>	<u>2021</u>
MidPark Residences	P1,364,448,198	P 1,149,570,083
Raw land	397,831,294	397,831,294
Pixel Residences	4,607,253	26,136,740
One Parq Suites	<u>53,716,368</u>	<u>15,474,918</u>
	<u>P 1,820,603,113</u>	<u>P 1,589,013,035</u>

Property development costs also includes capitalized borrowing costs, amortization of right-of-use asset and interest expense on lease liability amounting to P49.8 million, P5.5 million and P0.1 million, respectively, in 2022 and P24.9 million, P10.4 million and P0.7 million, respectively, in 2021 (see Note 16).

Cost of condominium units sold amounted to P535.2 million, P227.6 million, and P409.5 million in 2022, 2021 and 2020, respectively (see Notes 21.2 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:

	2022		2021	
	Contract Asset	Contract Liability	Contract Asset	Contract Liability
Balance at beginning of year	P 144,091,769	P 452,533,480	P 92,002,207	P 690,811,702
Increase as a result of changes in measurement of progress	869,312,051	-	140,601,941	-
Transfers from contract assets recognized at the beginning of year to trade receivables	(193,071,050)		(88,512,379)	
Revenue recognized that was included in contract liability at the beginning of year	-	(116,571,809)	-	(277,586,337)
Increase due to cash received excluding amount recognized as revenue during the year	-	51,223,626	-	39,308,115
Balance at end of year	<u>P 820,332,770</u>	<u>P 387,185,297</u>	<u>P 144,091,769</u>	<u>P 452,533,480</u>

Contract asset and liability is presented in the consolidated statements of financial position as at December 31, 2022 and 2021 as follows:

	2022		2021	
	Contract Asset	Contract Liability	Contract Asset	Contract Liability
Current	P 199,489,733	P 264,578,852	P 33,217,659	P 246,577,141
Non-current	<u>620,843,037</u>	<u>122,606,445</u>	<u>110,874,110</u>	<u>205,956,339</u>
	<u>P 820,332,770</u>	<u>P 387,185,297</u>	<u>P 144,091,769</u>	<u>P 452,533,480</u>

The transaction price allocated to the remaining performance obligation (unsatisfied or partially satisfied) as at December 31, 2022 and 2021 are as follows:

	2022	2021
Within one year	P 1,812,576,068	P 2,530,025,491
More than one year to three years	<u>827,408,430</u>	<u>1,373,369,287</u>
	<u>P 2,639,984,498</u>	<u>P 3,903,394,778</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 to five 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 222,323 square meters and 238,009 square meters as of December 31, 2022 and 2021, respectively.

The analysis of the movements of the balance of Land and Land Development Costs is as follows:

	Notes	<u>2022</u>	<u>2021</u>
Balance at beginning of year		P 2,080,156,703	P 2,112,536,724
Development costs during the year		107,610,053	22,832,583
Reclassification	15	(428,622,537)	-
Sales during the year	23	(55,212,604)	(55,212,604)
Balance at end of year		<u>P 1,703,931,615</u>	<u>P 2,080,156,703</u>

In 2022, the Group reclassified a certain parcel of land with a total carrying amount of P428.6 million to Investment Properties due to the change in management's intention from selling such property to leasing the property, which was leased out in the same year to a third party (see Note 15).

Management has estimated that the net realizable value of Land and Land Development Costs is higher than its carrying value as of December 31, 2022 and 2021. As of December 31, 2022 and 2021, certain portion of the parcels of land owned by the Group with a total lot area of 2,777 square meters and carrying amount of P52.9 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:

	Notes	<u>2022</u>	<u>2021</u>
Input VAT		P 657,242,285	P 531,937,236
Deferred input VAT		655,345,025	595,350,899
Prepayments		138,072,948	107,397,891
Contract acquisition costs	3.2(i)	66,793,889	46,548,285
Financial assets at FVTPL	7.2	58,615,790	58,888,290
Creditable withholding tax		<u>29,063,876</u>	<u>27,782,939</u>
		<u>P 1,605,133,813</u>	<u>P 1,367,905,540</u>

The Group had a short-term placement (previously presented under Other Current Assets) pertaining to a time deposit with maturity of 102 days from date of acquisition, which matured in 2020. The related interest income in 2020 amounting to P18.8 million is included as part of Interest income under Finance income account in the 2020 consolidated statements of profit or loss (see Note 22.2).

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. Investment in equity securities amounted to P53.3 million and P53.6 million as of December 31, 2022 and 2021, respectively, while investment in convertible debt securities amounted to P5.3 million as of both dates. Fair value loss amounting to P0.3 million and P2.1 million in 2022 and 2021 is recognized and presented as part of Finance Costs account and fair value gain amounting to P2.8 million in 2020, is recognized and presented as part of Finance income account in the consolidated statements of profit or loss (see Note 22.1 and 22.2).

13. INVESTMENTS IN ASSOCIATES AND A JOINT VENTURE

This account consists of the following:

	<u>Note</u>	<u>2022</u>	<u>2021</u>
Joint venture	13.3	P 79,844,766	P 68,715,066
Associates	13.1	<u>48,784,245</u>	<u>48,890,928</u>
		<u>P 128,629,011</u>	<u>P 117,605,994</u>

The Group's associates and a joint venture 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 a joint venture 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 in the succeeding page.

	<u>2022</u>	<u>2021</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	(8,022,285)	(7,946,102)
Share in net losses	(<u>106,683</u>)	(<u>76,183</u>)
Balance at end of year	(<u>8,128,968</u>)	(<u>8,022,285</u>)
	<u>P 48,784,245</u>	<u>P 48,890,928</u>

The Group's associates include ERTI, ACBMDC and AHEC. Although AHEC is currently in the process of liquidation [see Note 1.2(u)], 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 Financial Information of Associates and Joint Ventures

There were no associates and joint venture which are considered material to the Group in 2022 and 2021.

No dividends were received from the associates and joint venture in 2022, 2021 and 2020. The associates and joint venture do not have other comprehensive income in 2022, 2021 and 2020.

These associates and joint venture 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 venture.

13.3 Investment in a Joint Venture

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 13.3(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 [see Note 1.2(f)]. ABCC had 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 in 2019.

As of the end of the reporting periods, the remaining investment in joint venture consist only of 50% investment in BRADCO.

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>2022</u>	<u>2021</u>
Acquisition costs	P 2,000,000	P 2,000,000
Accumulated share in net income:		
Balance at beginning of year	66,715,066	36,917,570
Share in net income	<u>11,129,700</u>	<u>29,797,496</u>
Balance at end of year	<u>77,844,766</u>	<u>66,715,066</u>
	P 79,844,766	P 68,715,066

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 (see Note 15).

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 P1,000.0 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 2019 consolidated statement of financial position.

In 2018, the Parent Company, along with WHI and ABCC, entered into a Settlement Agreement (SA) 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 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 (CA) with certain third parties whereby the Parent Company was required to satisfy two performance obligations relating to the transfer of their rights provided for under a certain JV Agreement, and the provision of 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. 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 was entitled to consideration totaling to P2,050.0 million collectible in two years, which was accordingly recognized as income in 2019 and 2018 upon satisfaction of the respective performance obligations during such periods.

As part of the termination of the JV Agreement, the parties agreed to withdraw their earlier request for a tax free ruling from the 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 in 2018 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. 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 in the same year. 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 in 2019.

In 2020, the Group reversed the advances from ADI amounting to P1,000.0 million upon completion of all administrative matters relating to the CA and SA in 2020 and prescription. Management, in consultation with its legal counsel, believes that full restitution of ADI was already served and no further claims against DMWAI under the JV Agreement is expected. The reversal of such advances is presented as Other Income in the 2020 consolidated statement of profit or loss (see Note 22.4).

13.4 Acquisition of Assets

On October 1, 2020, ARHC acquired 100% equity ownership interest in LBDC. Also on December 9, 2016, AHI acquired 100% equity ownership interest in 58 Jupiter. LBDC and 58 Jupiter hold investment properties representing land and building (see Note 15).

In accordance with the Group's policy (see Note 2.17), the transactions are accounted by the Group as asset acquisitions since the transactions do not constitute a business combination. The purchase price upon acquisition amounting to P630.0 million for LBDC and P160.0 million for 58 Jupiter, were allocated among the asset and liability accounts based on their relative fair values in their applicable periods.

Subsequent to the date of acquisition, any changes in the carrying value of the net assets acquired in the books of LBDC and 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 LBDC, which is also its principal place of business, is located in Makati City. The registered office of 58 Jupiter is located in Escolta, Manila while its principal place of business is in Makati City.

13.5 Noncontrolling Interests

Noncontrolling interests pertain to the equity ownership of minority stockholders in FRDC, R-1, MLCI, AITPI, SBRI, ARESM, AGFHC and BAHI. Among these subsidiaries, only BAHI has material noncontrolling interests as follows.

Proportion of Ownership Interest and Voting Rights Held by NCI			Subsidiary's Profit Allocated to NCI			Accumulated Equity of NCI		
2022	2021	2020	2022	2021	2020	2022	2021	2020
40.02%	40.02%	40.02%	P 21,130,165	P 21,698,766	P 35,137,816	P 621,041,827	P 599,911,121	P 578,212,35

The summarized financial information of BAHI, before intragroup eliminations, is shown below. Further, dividends declared and paid to minority stockholders of BAHI is fully disclosed in Note 28.3.

	<u>2022</u>	<u>2021</u>
Non-current assets	P 5,660,135,683	P 5,660,135,683
Current assets	444,584,288	374,966,019
Total assets	<u>P 6,104,719,971</u>	<u>P 6,035,101,702</u>
Non-current liabilities	P 73,595,126	P 69,797,783
Current liabilities	3,982,286,697	3,969,244,784
Total liabilities	<u>P 4,055,881,823</u>	<u>P 4,039,042,567</u>
Equity attributable to owners of the parent	<u>P 1,427,796,321</u>	<u>P 1,396,148,014</u>
Non-controlling interest	<u>P 621,041,827</u>	<u>P 599,911,121</u>

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Revenue	<u>P 87,519,336</u>	<u>P 87,519,336</u>	<u>P 79,784,571</u>
Profit for the year attributable to owners of the parent	31,648,848	32,521,040	52,662,824
Profit for the year attributable to NCI	<u>21,130,165</u>	<u>21,698,766</u>	<u>35,137,816</u>
Profit for the year	<u>52,779,013</u>	<u>54,219,806</u>	<u>87,800,640</u>
Other comprehensive income for the year (all attributable to owners of the parent)	-	-	-
Total comprehensive income for the year attributable to owners of the parent	31,648,848	32,521,040	52,662,824
Total comprehensive income for the year attributable to NCI	<u>21,130,165</u>	<u>21,698,766</u>	<u>35,137,816</u>
Total comprehensive income for the year	<u>P 52,779,013</u>	<u>P 54,219,806</u>	<u>P 87,800,640</u>
Net cash from (used in) operating activities	P 54,087,169	(P 27,433,912)	P 970,380,813
Net cash from (used in) investing activities	(82,654,664)	5,514	254,463
Net cash from (used in) financing activities	<u>8,751,798</u>	<u>(10,050)</u>	<u>(926,565,225)</u>
Net cash inflow (outflow)	<u>(P 19,815,697)</u>	<u>(P 27,438,448)</u>	<u>P 44,070,051</u>

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 2022 and 2021 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, 2022									
Cost	P 9,291,800	P 4,034,354	P 38,370,564	P 510,482,441	P 89,867,504	P 167,504,485	P 25,247,008	P 239,649,209	P1,084,447,365
Accumulated depreciation and amortization	<u>-</u>	<u>(3,700,608)</u>	<u>(34,489,711)</u>	<u>(479,114,861)</u>	<u>(54,568,932)</u>	<u>(121,550,844)</u>	<u>(22,841,379)</u>	<u>(37,944,458)</u>	<u>(754,210,793)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 333,746</u>	<u>P 3,880,853</u>	<u>P 31,367,580</u>	<u>P 35,298,572</u>	<u>P 45,953,641</u>	<u>P 2,405,629</u>	<u>P 201,704,751</u>	<u>P 330,236,572</u>
December 31, 2021									
Cost	P 9,291,800	P 4,034,354	P 38,370,564	P 473,492,206	P 60,284,558	P 161,761,337	P 14,587,506	P 239,649,209	P1,001,471,534
Accumulated depreciation and amortization	<u>-</u>	<u>(3,435,845)</u>	<u>(32,957,310)</u>	<u>(449,863,681)</u>	<u>(44,815,376)</u>	<u>(103,738,934)</u>	<u>(14,062,186)</u>	<u>(29,956,151)</u>	<u>(678,829,483)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 598,509</u>	<u>P 5,413,254</u>	<u>P 23,628,525</u>	<u>P 15,469,182</u>	<u>P 58,022,403</u>	<u>P 525,320</u>	<u>P 209,693,058</u>	<u>P 322,642,051</u>
January 1, 2021									
Cost	P 9,291,800	P 4,034,354	P 37,831,686	P 473,082,079	P 52,052,629	P 159,260,525	P 14,244,402	P 239,649,209	P 989,446,684
Accumulated depreciation and amortization	<u>-</u>	<u>(3,171,083)</u>	<u>(30,853,552)</u>	<u>(428,654,198)</u>	<u>(40,766,854)</u>	<u>(77,808,868)</u>	<u>(14,060,405)</u>	<u>(23,964,921)</u>	<u>(619,279,881)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 863,271</u>	<u>P 6,978,134</u>	<u>P 44,427,881</u>	<u>P 11,285,775</u>	<u>P 81,451,657</u>	<u>P 183,997</u>	<u>P 215,684,288</u>	<u>P 370,166,803</u>

A reconciliation of the carrying amounts at the beginning and end of 2022 and 2021 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, 2022, net of accumulated depreciation and amortization	P 9,291,800	P 598,509	P 5,413,254	P 23,628,525	P 15,469,182	P 58,022,403	P 525,320	P 209,693,058	P 322,642,051
Additions	-	-	-	36,990,235	29,582,946	5,743,148	10,659,503	-	82,975,832
Depreciation and amortization charges for the year	-	(264,763)	(1,532,401)	(29,251,180)	(9,753,556)	(17,811,910)	(8,779,194)	(7,988,307)	(75,381,311)
Balance at December 31, 2022, net of accumulated depreciation and amortization	<u>P 9,291,800</u>	<u>P 333,746</u>	<u>P 3,880,853</u>	<u>P 31,367,580</u>	<u>P 35,298,572</u>	<u>P 45,953,641</u>	<u>P 2,405,629</u>	<u>P 201,704,751</u>	<u>P 330,236,572</u>
Balance at January 1, 2021, net of accumulated depreciation and amortization	P 9,291,800	P 863,271	P 6,978,134	P 44,427,881	P 11,285,775	P 81,451,657	P 183,997	P 215,684,288	P 370,166,803
Additions	-	-	538,878	410,127	8,231,929	2,500,812	343,104	-	12,024,850
Depreciation and amortization charges for the year	-	(264,762)	(2,103,758)	(21,209,483)	(4,048,522)	(25,930,066)	(1,781)	(5,991,230)	(59,549,602)
Balance at December 31, 2021, net of accumulated depreciation and amortization	<u>P 9,291,800</u>	<u>P 598,509</u>	<u>P 5,413,254</u>	<u>P 23,628,525</u>	<u>P 15,469,182</u>	<u>P 58,022,403</u>	<u>P 525,320</u>	<u>P 209,693,058</u>	<u>P 322,642,051</u>

As of December 31, 2022, and 2021, fully depreciated assets with original costs amounting to P497.4 million and P493.6 million, respectively, are still being used in operations.

The amount of depreciation and amortization is allocated as follows:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
General and administrative expenses	23	P 62,260,191	P 36,926,175	P 44,136,731
Capitalized as part of land and land development costs	2.5(a), 11	13,121,120	22,623,427	39,270,880
Cost of construction contracts	21.3	<u>-</u>	<u>-</u>	<u>124,169</u>
		<u>P 75,381,311</u>	<u>P 59,549,602</u>	<u>P 83,531,780</u>

The management believes that the carrying amount of property and equipment is recoverable in full; hence, no impairment loss is recognized in 2022, 2021 and 2020.

There are no contractual commitments for the acquisition of property and equipment as of December 31, 2022 and 2021.

15. INVESTMENT PROPERTIES

The carrying amount of this account is composed of the following:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
Investment properties – net		P 18,516,389,761	P17,056,908,137
Right-of-use assets – net	2.18(a) 16.1	<u>478,590,552</u>	<u>509,377,480</u>
		<u>P18,994,980,313</u>	<u>P17,566,285,617</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 2022 and 2021 are shown below.

	<u>Land</u>	<u>Building and Improvements</u>	<u>Condominium Units</u>	<u>Construction in Progress</u>	<u>Total</u>
December 31, 2022					
Cost	P 10,573,292,926	P 5,512,964,352	P 25,228,650	P 3,339,151,573	P 19,450,637,501
Accumulated depreciation	<u>-</u>	<u>(926,703,718)</u>	<u>(7,544,022)</u>	<u>-</u>	<u>(934,247,740)</u>
Net carrying amount	<u>P 10,573,292,926</u>	<u>P 4,586,260,634</u>	<u>P 17,684,628</u>	<u>P 3,339,151,573</u>	<u>P 18,516,389,761</u>
December 31, 2021					
Cost	P 10,001,795,507	P 2,995,351,909	P 25,228,650	P 4,791,919,186	P 17,814,295,252
Accumulated depreciation	<u>-</u>	<u>(750,852,239)</u>	<u>(6,534,876)</u>	<u>-</u>	<u>(757,387,115)</u>
Net carrying amount	<u>P 10,001,795,507</u>	<u>P 2,244,499,670</u>	<u>P 18,693,774</u>	<u>P 4,791,919,186</u>	<u>P 17,056,908,137</u>
January 1, 2021					
Cost	P 9,904,289,891	P 2,797,681,966	P 25,228,650	P 3,309,920,402	P 16,037,120,909
Accumulated depreciation	<u>-</u>	<u>(644,663,943)</u>	<u>(5,525,730)</u>	<u>-</u>	<u>(650,189,673)</u>
Net carrying amount	<u>P 9,904,289,891</u>	<u>P 2,153,018,023</u>	<u>P 19,702,920</u>	<u>P 3,309,920,402</u>	<u>P 15,386,931,236</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 2022 and 2021 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, 2022, net of accumulated depreciation	P 10,001,795,507	P 2,244,499,670	P 18,693,774	P 4,791,919,186	P 17,056,908,137
Additions	142,874,882	-	-	1,064,844,830	1,207,719,712
Reclassifications	428,622,537	2,517,612,443	-	(2,517,612,443)	428,622,537
Depreciation charges for the year	-	(175,851,479)	(1,009,146)	-	(176,860,625)
Balance at December 31, 2022, net of accumulated depreciation	<u>P 10,573,292,926</u>	<u>P 4,586,260,634</u>	<u>P 17,684,628</u>	<u>P 3,339,151,573</u>	<u>P 18,516,389,761</u>
Balance at January 1, 2021, net of accumulated depreciation	P 9,904,289,891	P 2,153,018,023	P 19,702,920	P 3,309,920,402	P 15,386,931,236
Additions	97,505,616	197,669,943	-	1,481,998,784	1,777,174,343
Depreciation charges for the year	-	(106,188,296)	(1,009,146)	-	(107,197,442)
Balance at December 31, 2021, net of accumulated depreciation	<u>P 10,001,795,507</u>	<u>P 2,244,499,670</u>	<u>P 18,693,774</u>	<u>P 4,791,919,186</u>	<u>P 17,056,908,137</u>

The amount of depreciation is allocated as follows:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Cost of rentals	21.1	P 175,851,479	P 105,678,139	P 102,909,880
General and administrative expenses	23	<u>1,009,146</u>	<u>1,519,303</u>	<u>1,009,146</u>
	15	<u>P 176,860,625</u>	<u>P 107,197,442</u>	<u>P 103,919,026</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 partially obtained to finance the construction amounting to P55.8 million and P28.7 million in 2022 and 2021 (nil in 2020), respectively, at an average capitalization rate of 3.8% and 3.4% respectively (see Note 18).

b) Land

In 2022, the Group reclassified certain parcels of land which were previously presented under Land and Land Development Costs to Investment Properties amounting to P428.6 million (see Note 11). The reclassification resulted from the change in management use evidenced by rentals for the parcels of land in the same year.

Land also include the property owned by 58 Jupiter and LBDC amounting to P153.4 million and P630.0 million, respectively, acquired through and accounted for under asset acquisition (see Note 13.4).

c) Other Information

Land and building rental revenues recognized from investment properties amounted to P1,818.4 million, P1,779.0 million, and P1,787.6 million in 2022, 2021 and 2020, 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 21.1).

The fair value of investment properties amounted to P155,744.5 million and P142,593.0 million as of December 31, 2022 and 2021, 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 2022, 2021 and 2020.

Certain investment properties with carrying amount of P1,578.6 million as of December 31, 2022 and 2021, respectively, are used as collateral for certain loans with local banks (see Note 18).

There are no contractual commitments for the acquisition of investment properties as of December 31, 2022 and 2021, except for the development of the parcels of land in Aseana City (see Note 29.4).

16. LEASES

The Group leases certain parcels of land from WHI (see Note 26.3) where the Group's certain investment properties are situated. Such leases have original terms up to 30 years, and subject to escalation rate of 3% and enforceable renewal/extension options. The leases with WHI are reflected in the consolidated statements of financial position as right-of-use assets under Investment Properties [see Notes 2.18(a) and 15] and lease liabilities.

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 Assets*

The carrying amount of the Group's right-of-use assets as at December 31 and the movements during the periods are shown below (see Note 15).

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 509,377,480	P 152,548,532
Additions	-	379,332,201
Lease modification	(9,665,472)	-
Amortization	(21,121,456)	(22,503,253)
Balance at end of year	<u>P 478,590,552</u>	<u>P 509,377,480</u>

Amortization of the Group's right-of-use assets amounting to P15.6 million, P12.1 million, and P5.6 million in 2022, 2021 and 2020, respectively, is presented as part of Cost of Rentals in the consolidated statements of profit or loss (see Note 21.1) while P5.5 million and P10.4 million is capitalized in 2022 and 2021, respectively, and is presented as part of Property Development Costs in the consolidated statements of financial position (see Note 10.1).

In 2022, the Group and its lessor have agreed for a certain lease modification which resulted in the remeasurement of the right-of-use asset and lease liability (see Note 16.2). No gain or loss was recognized arising from this lease modification.

16.2 *Lease Liabilities*

The lease liabilities are secured by the related underlying assets. Such liabilities are presented in the consolidated statements of financial position as at December 31 as follows:

	<u>2022</u>	<u>2021</u>
Current	P 42,581,242	P 46,564,508
Non-current	<u>481,947,674</u>	<u>487,471,404</u>
	<u>P 524,528,916</u>	<u>P 534,035,912</u>

Interest expense in relation to lease liabilities amounted to P42.0 million, P20.4 million, and P12.4 million in 2022, 2021 and 2020, respectively, and is presented as part of Finance Costs in the consolidated statements of profit or loss (see Note 22.1) while P0.1 million and P0.7 million is capitalized in 2022 and 2021, respectively, and is presented as part of Property Development Costs in the consolidated statements of financial position (see Note 10.1).

The movements in the lease liabilities recognized in the consolidated statements of financial position are as follows:

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 534,035,912	P 165,526,914
Additions	-	379,332,201
Lease modification	(9,665,472)	-
Interest accretion	42,129,716	21,181,383
Lease payments	(41,971,240)	(32,004,586)
Balance at end of year	<u>P 524,528,916</u>	<u>P 534,035,912</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, 2022 and 2021, the Group has no commitments for leases (as lessee) entered into but which had not commenced.

The maturity analysis of lease liabilities as at December 31, 2022 and 2021 are as follows:

	<u>Within 1 year</u>	<u>1 to 2 years</u>	<u>2 to 3 years</u>	<u>3 to 4 years</u>	<u>4 to 5 years</u>	<u>More than 5 years</u>	<u>Total</u>
December 31, 2022							
Lease payments	P 42,581,242	P 37,986,832	P 38,716,051	P 39,785,639	P 40,551,587	P1,233,706,401	P1,433,327,752
Finance charge	(41,004,263)	(41,315,244)	(41,551,551)	(41,760,924)	(41,885,096)	(701,281,758)	(908,798,836)
Net present values	<u>P 1,576,979</u>	<u>(P 3,328,412)</u>	<u>(P 2,835,500)</u>	<u>(P 1,975,285)</u>	<u>(P 1,333,509)</u>	<u>P 532,424,643</u>	<u>P 524,528,916</u>
December 31, 2021							
Lease payments	P 46,564,508	P 47,547,307	P 37,986,832	P 38,716,051	P 39,785,639	P1,274,863,620	P1,485,463,957
Finance charge	(40,674,001)	(41,004,264)	(41,315,244)	(41,551,551)	(41,760,924)	(745,122,061)	(951,428,045)
Net present values	<u>P 5,890,507</u>	<u>P 6,543,043</u>	<u>(P 3,328,412)</u>	<u>(P 2,835,500)</u>	<u>(P 1,975,285)</u>	<u>P 529,741,559</u>	<u>P 534,035,912</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 P0.9 million, P0.8 million, and P0.7 million, in 2022, 2021 and 2020, respectively, is presented as part of Others under General and Administrative account in the consolidated statements 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>2022</u>	<u>2021</u>
Advances to suppliers	9.2	P 367,804,209	P 535,847,581
Project advances	17.3	119,070,674	118,771,204
Deposits for future investment	17.1	54,026,935	54,026,935
Financial assets at FVOCI	17.2	42,520,190	42,178,662
Refundable deposits	17.4	35,844,973	32,340,519
Others		<u>11,695,851</u>	<u>9,108,912</u>
		<u>P 630,962,832</u>	<u>P 792,273,813</u>

17.1 Deposits for Future Investment

Included in the deposits for future investment as of December 31, 2022 and 2021 are deposits totaling to P20.5 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, 2022 and 2021.

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 project development over the land is yet to commence as of the date of issuance of the consolidated financial statements as necessary documentations are still being processed; however, the Group remains committed under the joint agreement. As of both December 31, 2022 and 2021, the deposits made by the Group amounted to P13.7 million.

The total amount of commitment to purchase these properties approximates the amount of deposits as of December 31, 2022 and 2021.

17.2 Financial Assets at Fair Value Through Other Comprehensive Income

As of December 31, financial assets at FVOCI is composed of the following:

The reconciliation of the carrying amounts of financial assets at FVOCI is as follows:

	<u>Note</u>	<u>2022</u>	<u>2021</u>
Balance at beginning of year		P 42,178,662	P 49,670,827
Unrealized fair value gains (losses)	28.2	<u>341,528</u>	<u>(7,492,165)</u>
Balance at end of year		<u>P 42,520,190</u>	<u>P 42,178,662</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).

As of December 31, financial assets at FVOCI is composed of the following:

	<u>2022</u>	<u>2021</u>
Unquoted equity securities	P 38,945,190	P 38,603,662
Golf club shares	<u>3,575,000</u>	<u>3,575,000</u>
	<u>P 42,520,190</u>	<u>P 42,178,662</u>

Fair value gains and losses 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 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, 2022 and 2021, the project has not commenced but the Group has assessed that the amount of project advances are 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, 2022 and 2021.

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>2022</u>	<u>2021</u>
Current	P 1,269,444,444	P 1,094,850,000
Non-current	<u>1,912,055,556</u>	<u>2,187,500,000</u>
	<u>P 3,181,500,000</u>	<u>P 3,282,350,000</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).

18.1 Parent Company

In 2015, the Parent Company has fully drawn a P450.0 million secured loan from a term loan facility subject to a term of eight years from and after the initial drawdown date, inclusive of a grace period of two years. The loan bears an initial fixed 4% interest per annum and is subject to quarterly repricing from July 2015. The loan was obtained to partially finance the redemption of mortgaged properties with a certain corporation as payment for completing the Phase 4 of the Manila Bay Area Reclamation Project. In 2022 and 2021, the loan bears an average floating interest rate of 5.25% and 4.75%, respectively.

18.2 ARHC

In 2020, ARHC obtained a one-year, P1,000.0 million secured loan to partially finance the acquisition of LBDC. The loan bears an average floating rate of 2.25% and was payable in lump sum on its maturity date. The loan was fully paid as of December 31, 2021.

In 2021, ARHC availed a one-year, P1,000.0 million secured a term loan facility from a local bank to partially finance the construction of MidPark Residences. The term loan facility is fully drawn in the same year; and is repayable in lumpsum at maturity date which is one year from the date of availment. The loan is subject to a fixed interest rate of 2.25%. In 2022, the loan was renewed for another year at a fixed interest rate of 4.20%.

Also, in 2021, ARHC availed a five-year, P500.0 million secured term loan facility as incremental funds to partially finance the construction of MidPark Residences. The term loan is fully drawn in the same year and is payable quarterly starting January 15, 2024 to October 15, 2026. The loan is subject to a fixed interest rate of 3.50%.

18.3 AHI

In 2014 and 2015, AHI obtained eight-year, unsecured loans amounting to P171.0 million and P27.5 million, respectively, for working capital purposes that are subject to variable interest rates, which are repriced quarterly and with an annual average interest rates of 3.80% and 4.75% in 2022 and 2021, respectively. The loans are payable in 20 quarterly installments over a period of seven years starting in the second year from initial loan release.

In 2021, AHI availed a five-year, P1,000.0 million secured term loan facility from a local bank to partially finance AHI's various capital expenditures. The term loan facility is fully drawn in the same year. The loan bears a fixed interest rate of 3.75% and is payable in 12 equal quarterly installments after the end of a two-year grace period from date of availment.

Also, in 2021, AHI availed a five-year, P1,500.0 million secured term loan facility to partially finance the construction of Parqal, a mixed-use development project of AHI. The loan bears a fixed interest rate of 3.85% and is payable in 12 equal quarterly installments to commence on the ninth quarter from initial drawdown date. In the same year, AHI made a drawdown of P500.0 million.

The bank loan availed by the Parent Company is secured by its properties under land and land development cost, while the bank loans availed by AHI and ARHC in 2021 are secured by continuing suretyship by the Parent Company, and certain investment properties owned by the Parent Company and BAHI (see Note 15). AHI and ARHC are not permitted to sell or repledge the collateral owned by BAHI.

As of December 31, 2022 and 2021, the Group's bank loans are secured by certain assets as follows:

	<u>Notes</u>	
Investment properties	15	P 1,578,577,269
Land and land development cost	11	<u>52,941,702</u>
		<u>P 1,631,518,971</u>

The reconciliation of the carrying amounts of the Group's loans and borrowings arising from financing activities is shown below.

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 3,282,350,000	P 1,397,020,000
Additional borrowings	-	3,000,000,000
Repayments	<u>(100,850,000)</u>	<u>(1,114,670,000)</u>
Balance at end of year	<u>P 3,181,500,000</u>	<u>P 3,282,350,000</u>

In 2022, 2021, and 2020, interest costs related to bank loans amounted to P11.7 million, P16.1 million, and P23.6 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).

In 2022 and 2021, capitalized borrowing costs amounted to P105.6 million and P53.7 million, respectively, as a result of the specific borrowings acquired for the construction of Parqal and MidPark Residences (see Notes 10 and 15). Portion of the capitalized borrowing costs amounting to P49.8 million and P55.8 million in 2022 and P24.9 million and P28.7 million in 2021 were capitalized under the Group's property development costs and investment properties, respectively. There were no capitalized borrowing costs in 2020 as management assessed that the amount of interest capitalizable from the outstanding general borrowings is not significant to the consolidated financial statements.

There is no unpaid interest related to bank loans as of December 31, 2022 and 2021.

Except as disclosed in Note 30, the Group has no other significant loan covenants as of December 31, 2022 and 2021.

19. TRADE AND OTHER PAYABLES

This account consists of the following:

	<u>Note</u>	<u>2022</u>	<u>2021</u>
Deferred output VAT payable		P 777,085,624	P 714,707,155
Accrued expenses		541,508,849	524,849,484
Retention payable		356,412,832	258,658,222
Trade payables	26.7	308,983,535	360,109,777
Other payables		<u>109,517,506</u>	<u>135,768,875</u>
		<u>P 2,093,508,346</u>	<u>P 1,994,093,513</u>

Deferred output VAT payable significantly relates to outstanding receivables from construction contracts 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>Note</u>	<u>2022</u>	<u>2021</u>
Current:			
Reservation deposits	2.16(b)	P 258,627,160	P 490,596,454
Advance rentals		207,498,651	219,114,647
Construction bond		57,434,383	36,825,167
Unearned rent income		20,952,148	8,240,491
Rental deposits		5,523,562	32,307,530
Buyers' deposits	2.16(a)	1,009,196	1,009,196
Others		<u>3,970,187</u>	<u>3,341,970</u>
		<u>555,015,287</u>	<u>791,435,455</u>
Non-current:			
Rental deposits		276,281,709	256,222,831
Retention payable		110,765,630	83,510,600
Unearned rent income		79,181,891	59,321,324
Advance rentals		48,378,239	48,378,239
Buyers' deposits	2.16(a)	<u>5,827,832</u>	<u>5,827,833</u>
		<u>520,435,301</u>	<u>453,260,827</u>
		<u>P 1,075,450,588</u>	<u>P 1,244,696,282</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. The Group realized portions of its unearned rent income from discounting amounting to P13.1 million, P14.7 million, and P4.2 million in 2022, 2021, and 2020, respectively, and is presented as part of the Rental revenues in the consolidated statements of profit or loss. The related amortization of discount on security deposits amounted to P10.3 million, P9.8 million, and P4.0 million in 2022, 2021, and 2020, respectively, and is presented under the Finance Costs in the consolidated statements of profit or loss (see Note 22.1).

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 Rentals

The following are the details of direct costs and expenses of rentals, including common usage and service area charges:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Depreciation and amortization	15, 16.1	P 191,449,807	P 117,825,531	P 108,559,826
Utilities		46,312,421	26,090,630	21,028,714
Real property tax		42,456,660	44,334,623	43,497,150
Outside services		35,106,910	32,438,878	26,180,808
Repairs and maintenance		15,969,002	12,120,687	8,017,840
Professional fees		13,840,536	12,576,968	9,808,005
Office supplies		12,742,708	8,952,490	9,710,261
Others		<u>19,663,397</u>	<u>21,493,125</u>	<u>10,481,220</u>
	23	<u>P 377,541,441</u>	<u>P 275,832,932</u>	<u>P 237,283,824</u>

Others includes cost of janitorial services, garbage fees and other incidental fees.

21.2 Cost of Sale of Condominium Units

The following are the details of direct costs and expenses of condominium units sold:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Development costs	23	P 419,966,454	P 172,163,389	P 340,989,767
Land cost	23	52,689,888	26,706,722	44,704,517
Others		<u>62,519,454</u>	<u>28,718,172</u>	<u>23,779,205</u>
	10.1, 23	<u>P 535,175,796</u>	<u>P 227,588,283</u>	<u>P 409,473,489</u>

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.

21.3 Cost of Construction Contracts

The details of cost of construction contracts are shown below.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Construction materials		P 4,907,097	P 339,222	P 1,017,919
Subcontract services	26.8	2,047,835	39,350,226	15,066,514
Salaries and employee benefits	24.1	-	30,000	116,479
Depreciation and amortization	14	-	-	124,169
Gasoline and oil		-	-	47,757
	23	<u>P 6,954,932</u>	<u>P 39,719,448</u>	<u>P 16,372,838</u>

22. OTHER OPERATING AND NON-OPERATING INCOME (CHARGES)

Presented below are the details of other income (charges).

22.1 Finance Costs

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Interest expense:				
Lease liabilities	16.2	P 42,023,359	P 20,454,604	P 12,425,602
Bank loans	18	11,657,529	16,135,862	23,602,439
Amortization of discount on security deposits	20	10,286,033	9,785,102	3,966,104
Retirement benefit obligation	24.2	1,434,699	1,792,486	181,521
Fair value loss on financial assets at FVTPL	12	330,000	2,070,000	-
Foreign currency loss		-	-	697,562
Others		<u>109,323</u>	<u>4,007,767</u>	<u>188,493</u>
		<u>P 65,840,943</u>	<u>P 54,245,821</u>	<u>P 41,061,721</u>

Others represent incidental service and other bank related charges.

22.2 Finance Income

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Interest income	8, 12	P 53,384,109	P 14,711,878	P 88,678,484
Foreign currency gain		3,044,300	1,294,908	-
Fair value gain on financial assets at FVTPL	12	-	-	2,790,000
		<u>P 56,428,409</u>	<u>P 16,006,786</u>	<u>P 91,468,484</u>

22.3 Other Operating Income

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Income from rendering of administrative and other services	26.6	P 40,277,785	P 38,734,452	P 34,581,021
Gain on sales cancellation and forfeiture of reservation deposits		35,639,666	43,656,016	-
Reversal of impairment loss on financial assets – net	5.2(b)	-	3,168,255	36,848,284
Others		<u>39,923,170</u>	<u>19,911,572</u>	<u>66,643,063</u>
		<u>P 115,840,621</u>	<u>P 105,470,295</u>	<u>P 138,072,368</u>

Others also includes sale of air rights, parking fee income, vetting fee and signage rental.

22.4 Other Income

Other income presented in the 2020 consolidated statement of profit or loss pertains to the income from the derecognition of certain advances from a co-joint venturer [see Note 13.3(b)].

23. OPERATING EXPENSES BY NATURE

The details of operating expenses by nature are shown below.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Development costs	21.2	P 419,966,454	P 172,163,389	P 340,989,767
Depreciation and amortization	14, 15, 16.1	254,719,144	156,271,009	153,829,872
Salaries and employee benefits	24.1	172,091,520	158,708,420	156,690,815
Taxes and licenses		133,578,666	161,050,694	147,039,387
Commission		102,985,814	27,662,003	32,731,210
Cost of sale of land	11	55,212,604	55,212,604	-
Land cost	21.2	52,689,888	26,706,722	44,704,517
Utilities		50,197,102	28,057,196	22,301,808
Outside services		42,147,944	40,087,483	31,978,195
Association dues	26.7	39,391,471	35,214,358	32,476,130
Professional fees		31,805,829	31,233,444	26,969,019
Representation and entertainment		26,445,942	26,580,263	24,665,029
Impairment loss on financial assets	5.2(b)	25,522,974	-	-
Office supplies		20,810,340	16,670,586	18,617,517
Repairs and maintenance		18,594,097	14,854,179	13,547,678
Corporate affairs		7,144,680	2,478,784	1,963,495
Bond and insurance		6,219,032	4,870,472	14,927,660
Construction materials		4,907,097	339,222	1,017,919
Transportation and travel		3,714,204	2,730,116	2,916,179
Subcontract services	26.8	2,047,835	39,350,226	15,066,514
Others	16.3	<u>138,249,841</u>	<u>65,571,479</u>	<u>82,666,239</u>
		<u>P 1,608,442,478</u>	<u>P 1,065,812,649</u>	<u>P 1,165,098,950</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:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Cost of sale of condominium units	10.1, 21.2	P 535,175,796	P 227,588,283	P 409,473,489
Cost of rentals	21.1	377,541,441	275,832,932	237,283,824
Cost of sale of land	11	55,212,604	55,212,604	-
Cost of construction contracts	21.3	6,954,932	39,719,448	16,372,838
General and administrative expenses		524,630,585	436,340,082	465,582,990
Selling expenses		<u>108,927,120</u>	<u>31,119,300</u>	<u>36,385,809</u>
		<u>P 1,608,442,478</u>	<u>P 1,065,812,649</u>	<u>P 1,165,098,950</u>

The details of general and administrative expenses are shown below.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Salaries and employee benefits	24.1	P 172,091,518	P 158,678,420	P 156,574,336
Taxes and licenses		91,122,007	116,716,071	103,542,237
Depreciation and amortization	14, 15	63,269,337	38,445,478	45,145,877
Association dues	26.7	39,391,471	35,214,358	32,476,130
Representation and entertainment		26,445,942	26,580,263	24,665,029
Impairment loss on financial assets	5.2(b), 26	25,522,974	-	-
Professional fees		17,965,293	18,656,476	17,161,014
Office supplies		8,067,633	7,718,096	8,907,256
Corporate affairs		7,144,680	2,478,784	1,963,495
Outside services		7,041,034	7,648,605	5,797,387
Bond and insurance		6,219,032	4,870,472	4,446,440
Utilities		3,884,680	1,966,566	1,273,094
Transportation and travel		3,714,202	2,730,116	2,916,179
Repairs and maintenance		2,625,095	2,733,492	5,529,838
Others	16.3	<u>50,125,687</u>	<u>11,902,885</u>	<u>55,184,678</u>
		<u>P 524,630,585</u>	<u>P 436,340,082</u>	<u>P 465,582,990</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>2022</u>	<u>2021</u>	<u>2020</u>
Short-term employee benefits		P 165,519,404	P 154,204,630	P 153,736,841
Post-employment defined benefit	24.2	<u>6,572,116</u>	<u>4,503,790</u>	<u>2,953,974</u>
	23	<u>P 172,091,520</u>	<u>P 158,708,420</u>	<u>P 156,690,815</u>

Salaries and employee benefits are classified and presented in the consolidated statements of profit or loss as follows:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
General and administrative expenses	23	P 172,091,520	P 158,678,420	P 156,574,336
Cost of construction contracts	21.3	<u>-</u>	<u>30,000</u>	<u>116,479</u>
	23	<u>P 172,091,520</u>	<u>P 158,708,420</u>	<u>P 156,690,815</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.

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 2022, 2021 and 2020.

The amounts of post-employment defined benefit obligation recognized in the consolidated statements of financial position are determined as follows:

	<u>2022</u>	<u>2021</u>
Present value of the obligation	P 55,725,261	P 66,771,063
Fair value of plan assets	<u>(37,424,937)</u>	<u>(38,248,219)</u>
	<u>P 18,300,324</u>	<u>P 28,522,844</u>

The movements in the present value of the post-employment defined benefit obligation recognized in the books are as follows:

	<u>2022</u>		<u>2021</u>
Balance at beginning of year	P 66,771,063	P	87,122,610
Current service cost	6,572,116		4,503,792
Interest expense	3,358,584		3,450,055
Actuarial gains arising from:			
- changes in financial assumptions	(10,390,884)	(7,287,446)
- changes in demographic assumptions	(7,708,441)	(652,441)
- experience adjustments	(2,877,177)	(19,262,411)
Benefits paid	<u>-</u>	(<u>1,103,096</u>)
Balance at end of year	<u>P 55,725,261</u>	P	<u>66,771,063</u>

The movements in the fair value of plan assets are presented below.

	<u>2022</u>		<u>2021</u>
Balance at beginning of year	P 38,248,219	P	41,857,802
Remeasurement loss – return on plan assets (excluding amounts included in net interest)	(2,747,167)	(5,267,152)
Interest income	<u>1,923,885</u>		<u>1,657,569</u>
Balance at end of year	<u>P 37,424,937</u>	P	<u>38,248,219</u>

Plan assets consists only of the Parent Company's own equity securities (see Note 26.4). The fair value of the equity securities are determined based on quoted market prices in active markets (classified as Level 1 of the fair value hierarchy).

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>2022</u>		<u>2021</u>		<u>2020</u>
<i>Recognized in consolidated profit or loss:</i>						
Current service cost	24.1	P 6,572,116	P	4,503,792	P	3,612,921
Net interest expense	22.1	<u>1,434,699</u>		<u>1,792,486</u>		<u>181,521</u>
		<u>P 8,006,815</u>	P	<u>6,296,278</u>	P	<u>3,794,442</u>

	Note	2022	2021	2020
<i>Recognized in consolidated</i>				
<i>other comprehensive income (loss):</i>				
Actuarial losses (gains)				
arising from:				
- changes in financial assumptions		(P 10,390,884)	(P 7,287,446)	P 6,456,256
- changes in demographic assumptions		(7,708,441)	(652,441)	-
- experience adjustments		(2,877,177)	(19,262,411)	17,641,950
- remeasurement loss on plan assets		<u>2,747,167</u>	<u>5,267,152</u>	<u>14,333,790</u>
	28.2	<u>(P 18,229,335)</u>	<u>(21,935,146)</u>	<u>P 38,431,996</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 (loss) 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:

	2022	2021
Discount rates	7.22%	5.03%
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 22.2 years and 22.9 years as of December 31, 2022 and 2021, 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, 2022 and 2021:

	<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, 2022</u>			
Discount rate	+/- 1.0%	(P 3,784,503)	P 4,350,555
Salary growth rate	+/- 1.0%	4,495,408	(3,964,654)
<u>December 31, 2021</u>			
Discount rate	+/- 1.0%	(P 5,769,235)	P 6,770,647
Salary growth rate	+/- 1.0%	6,843,399	(5,927,209)

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 the future when a significant number of employees is expected to retire.

The maturity profile of undiscounted expected benefit payments in the next 10 years from the plan as of December 31 follows:

	<u>2022</u>	<u>2021</u>
Within five years	P 27,515,076	P 23,597,400
More than five years to 10 years	<u>30,544,508</u>	<u>32,035,240</u>
	<u>P 58,059,584</u>	<u>P 55,632,640</u>

The weighted average duration of the defined benefit obligation at the end of the reporting period is 6.9 years.

25. INCOME TAXES

25.1 Current and Deferred Taxes

The components of tax expense reported in the consolidated statements of profit or loss are as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
<i>Reported in consolidated profit or loss:</i>			
Current tax expense:			
Regular corporate income tax (RCIT) at 25% or 20% in 2022 and 2021, and 30% in 2020	P 364,483,710	P 404,842,447	P 459,891,844
Effect of change in income tax rate	-	(38,275,867)	-
Final tax at 20%, 15% and 7.5%	11,473,237	3,000,024	17,916,299
Minimum corporate income tax (MCIT) at 1% in 2022 and 2021, and 2% in 2020	<u>20,825</u>	<u>-</u>	<u>-</u>
	<u>375,977,772</u>	<u>369,566,604</u>	<u>477,808,143</u>
Deferred tax expense relating to:			
Origination and reversal of temporary differences	214,250,318	159,928,264	144,681,364
Effect of change in income tax rate	<u>-</u>	<u>(139,541,239)</u>	<u>-</u>
	<u>214,250,318</u>	<u>20,387,025</u>	<u>144,681,364</u>
	<u>P 590,228,090</u>	<u>P 389,953,629</u>	<u>P 622,489,507</u>

The components of tax expense (income) reported in the consolidated statements of comprehensive income are as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
<i>Reported in consolidated other comprehensive income (loss) –</i>			
Deferred tax expense (income)			
relating to –			
Remeasurement of			
retirement benefit obligation	<u>P 4,557,334</u>	<u>P 5,483,787</u>	<u>(P 11,529,599)</u>

Management has assessed that the impact of remeasurement arising from the effect of change in income tax rate on the deferred tax component of other comprehensive income in 2021 is not significant to the consolidated financial statements.

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>2022</u>	<u>2021</u>	<u>2020</u>
Tax on pretax profit at 25% or 20% in 2022 and 2021, and 30% in 2020	P 681,772,320	P 614,110,275	P 836,009,594
Adjustment in 2020 income taxes due to change in income tax rate	-	(177,817,106)	-
Adjustment for income subjected to lower tax rates	(2,694,596)	(872,170)	(8,503,152)
Tax effects of:			
Excess of optional standard deduction (OSD) over itemized deductions	(82,753,664)	(46,780,005)	(174,575,821)
Non-taxable income	(3,336,718)	(4,669,847)	(51,255,470)
Non-deductible expenses and other taxable income eliminated during consolidation	(4,680,666)	5,027,745	20,090,576
Unrecognized deferred tax on net operating loss carryover (NOLCO) and other temporary differences	1,921,414	958,959	754,166
Applied NOLCO	-	(4,222)	(30,386)
	<u>P 590,228,090</u>	<u>P 389,953,629</u>	<u>P 622,489,507</u>

The net deferred tax liabilities relate to the following as of December 31:

	<u>2022</u>	<u>2021</u>
Net deferred tax assets:		
Allowance for impairment of receivables	P 551,980	P 720,275
Advance rentals	21,327	-
Excess of taxable realized gross profit over the accounting realized gross profit from sale of condominium units	-	101,128,055
Commissions	-	(3,147,894)
Unrealized foreign currency loss	-	57,244
	<u>P 573,307</u>	<u>P 98,757,680</u>

	<u>2022</u>	<u>2021</u>
<i>Balance forwarded</i>	P 573,307	P 98,757,680
Net deferred tax liabilities:		
Accrued rent income based on PFRS 16 ROUA and lease liabilities	(1,298,947,179)	(1,172,695,277)
Allowance for impairment on receivables	67,610,979	50,020,304
Advance rentals	63,959,266	46,866,870
Excess of accounting realized gross profit over the taxable realized gross profit from sale of condominium units	63,314,052	65,641,980
Retirement benefit obligation	(28,908,119)	-
Revaluation increment on land	23,608,345	26,195,831
Commissions	(4,761,973)	(4,761,973)
Unrealized foreign currency gain	1,302,425	-
NOLCO	(656,947)	(331,750)
	<u>8,406</u>	<u>-</u>
	(1,113,470,745)	(989,064,015)
Net deferred tax liabilities	(P 1,112,897,438)	(P 890,306,335)

The movements in net deferred tax liabilities for the years ended December 31, 2022, 2021 and 2020 are as follows:

	<u>Profit or Loss</u>			<u>Other Comprehensive Income (Loss)</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Accrued rent income based on PFRS 16	P 145,879,433	(P 94,238,526)	P 162,512,578	P -	P -	P -
Excess deferred gross profit on sale of condominium units	130,036,072	91,917,384	(22,739,224)	-	-	-
Allowance for impairment of receivables	(44,889,603)	4,714,612	(23,650,508)	-	-	-
ROUA and lease liabilities	(17,590,675)	(7,989,785)	(19,310,409)	-	-	-
Commissions	(4,450,319)	1,599,075	1,548,819	-	-	-
Retirement benefit obligation	2,587,486	3,930,246	(1,832,328)	4,557,334	5,483,787	(11,529,599)
Advance rentals	2,306,702	20,686,304	48,263,084	-	-	-
Unrealized foreign currency gain (loss)	379,628	720,110	(160,621)	-	-	-
NOLCO	(8,406)	-	49,973	-	-	-
Revaluation increment on land	-	(952,395)	-	-	-	-
Deferred tax expense (income) – net	P 214,250,318	P 20,387,025	P 144,681,364	P 4,557,334	P 5,483,787	(P 11,529,599)

The Group is subject to MCIT which is computed at 1% in 2022 and 2021, and 2% in 2020, of gross income, as defined under the tax regulations or RCIT, whichever is higher (see Note 25.2). The Group is liable for RCIT in 2022, 2021 and 2020 since RCIT was higher than MCIT, except for 58 Jupiter which was subjected to MCIT in 2022.

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 unrecognized deferred tax assets relating to NOLCO and MCIT are presented below.

	<u>2022</u>	<u>2021</u>
NOLCO	P 3,526,881	P 3,960,388
MCIT	<u>20,825</u>	<u>2,814</u>
	<u>P 3,547,706</u>	<u>P 3,963,402</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 to five years from the year the NOLCO and MCIT were incurred are shown below. Specifically, NOLCO incurred in 2021 and 2020 of such subsidiaries can be claimed as deduction for the next five consecutive taxable years or until 2026 and 2025, respectively, in accordance with Section 4 of R.A. 11494, *Bayanihan to Recover as One Act*.

<u>Year Incurred</u>	<u>Amount</u>	<u>Applied</u>	<u>Expired</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
NOLCO:					
2022	P 5,720,128	P -	P -	P 5,720,128	2025
2021	4,157,270	(27,641)	-	4,129,629	2026
2020	4,280,135	-	-	4,280,135	2025
2019	<u>8,411,737</u>	<u>-</u>	<u>(8,411,737)</u>	<u>-</u>	
	<u>P 22,569,270</u>	<u>(P 27,641)</u>	<u>(P 8,411,737)</u>	<u>P 14,129,892</u>	
MCIT:					
2022	P 20,825	P -	P -	P 20,825	2025
2019	<u>2,814</u>	<u>-</u>	<u>(2,814)</u>	<u>-</u>	
	<u>P 23,639</u>	<u>P -</u>	<u>(P 2,814)</u>	<u>P 20,825</u>	

In 2022, 2021 and 2020, the Group claimed itemized deductions in computing its income tax due, except for AHI, which opted to claim OSD in 2022, 2021, and 2020; ARHC, which opted to claim OSD in 2021 and 2020; DMWAI, which opted to claim OSD in 2022 and 2021; and LBDC, ARESM and UCTPI, which opted to claim OSD in 2022.

25.2 Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act

On March 26, 2021, R.A. No. 11534, *Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act*, as amended, was signed into law and became effective beginning July 1, 2020. The following are the major changes brought about by the CREATE Act that are relevant to and considered by the Group:

- RCIT rate was reduced from 30% to 25% or 20% starting July 1, 2020;
- MCIT rate was reduced from 2% to 1% starting July 1, 2020 until June 30, 2023; and,
- the allowable deduction for interest expense is reduced from 33% to 20% of the interest income subjected to final tax.

As a result of the application of the lower RCIT rate of 25% or 20% starting July 1, 2020, the current income tax expense and income tax payable or tax credits, as presented in their respective 2020 annual income tax returns (TTR) of the entities within the Group, was lower by a net amount of P38.3 million than the amount presented in their respective 2020 financial statements and such net amount was charged to 2021 consolidated profit or loss.

In 2021, the recognized net deferred tax liabilities as of December 31, 2020 was remeasured to 25%. This resulted in a decline in the recognized net deferred tax liabilities in 2020 by P139.5 million and such was recognized in the 2021 consolidated profit or loss.

26. RELATED PARTY TRANSACTIONS

The Group's related parties include its Ultimate Parent Company, associates, joint venture, related parties under common ownership and management, stockholders and key management personnel as described below.

The summary of the Group's transactions in 2022, 2021 and 2020 with its related parties and the outstanding balances as of December 31, 2022 and 2021 are presented below and in the succeeding pages.

Related Party Category	Note	Outstanding Balances		Amount of Transactions		
		2022	2021	2022	2021	2020
Ultimate parent company:						
Cash advances granted	26.1	P 485,006,512	P 473,211,213	P 11,795,299	P 32,359,682	P 4,170,677
Advances from purchase of land	26.2	(3,990,125,069)	(3,990,125,069)	-	-	321,583,236
Cash advances assumed	26.2	(70,133,585)	(44,743,876)	(25,389,709)	(1,750,791)	(42,993,085)
Management fee	26.3	21,844,058	3,640,676	43,688,115	3,640,676	-
Right-of-use assets	26.3	478,590,552	509,377,480	(30,786,928)	356,828,948	(5,649,946)
Lease liabilities	26.3	(524,528,916)	(534,035,912)	9,506,996	(368,508,998)	(1,143,202)
Amortization	26.3	-	-	21,121,456	22,503,253	5,649,946
Interest expense	26.3	-	-	42,129,716	21,181,383	12,425,602
Associates –						
Cash advances granted	26.1	7,559,525	7,557,728	1,797	2,300	202,601
Joint venture:						
Cash advances granted (collected)	26.1	37,583,941	37,583,941	-	-	(7,415,124)
Construction contracts	26.5	8,331,867	45,128,657	(36,796,790)	17,454,899	(27,896,666)
Co-joint venturer –						
Cash advances transferred (obtained)	26.2	-	-	-	-	(40,026,017)
Related parties under common ownership and management:						
Cash advances granted (collected)	26.1	138,574,233	192,892,495	(54,318,262)	24,647,617	(3,370,655)
Cash advances paid (obtained)	26.2	-	-	-	-	28,642,185
Association dues	26.7	62,098,065	45,817,770	39,137,699	35,214,358	32,476,130
Contracts of services	26.8	-	-	2,047,836	15,724,500	15,063,235
Other income	26.6	-	-	26,677,578	38,734,451	24,138,804
Stockholders –						
Cash advances granted	26.1	101,638,463	97,113,470	4,524,993	58,370	13,052,025
Key management personnel –						
Compensation	26.9	-	-	59,365,577	46,058,460	59,771,967
Retirement fund						
	26.4	37,424,937	38,248,219	(823,282)	(3,609,583)	(11,561,337)

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. The application of the ECL methodology and the corresponding movements in the allowance for ECL relating to the outstanding balances with related parties 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>2022</u>	<u>2021</u>
Ultimate parent company	P 485,006,512	P 473,211,213
Related parties under common ownership and management	138,574,233	192,892,495
Stockholders	101,638,463	97,113,470
Joint ventures	37,583,941	37,583,941
Associates	<u>7,559,525</u>	<u>7,557,728</u>
	<u>P 770,362,674</u>	<u>P 808,358,847</u>

The movements in the carrying amount of the advances to related parties in 2022 and 2021 are as follows:

	<u>Ultimate parent company</u>	<u>Related parties under common ownership and management</u>	<u>Stockholders</u>	<u>Joint Ventures</u>	<u>Associates</u>	<u>Total</u>
December 31, 2022						
Balance at beginning of year	P 473,211,213	P 192,892,495	P 97,113,470	P 37,583,941	P 7,557,728	P 808,358,847
Additions	32,662,000	8,650,923	4,524,993	-	1,797	45,839,713
Collections	(20,866,701)	(62,969,185)	-	-	-	(83,835,886)
Balance at end of year	<u>P 485,006,512</u>	<u>P 138,574,233</u>	<u>P 101,638,463</u>	<u>P 37,583,941</u>	<u>P 7,559,525</u>	<u>P 770,362,674</u>
December 31, 2021						
Balance at beginning of year	P 440,851,531	P 168,244,878	P 97,055,100	P 37,583,941	P 7,555,428	P 751,290,878
Additions	32,359,682	27,227,607	14,765,781	-	7,167,599	81,520,669
Collections	-	(2,579,990)	(14,707,411)	-	(7,165,299)	(24,452,700)
Balance at end of year	<u>P 473,211,213</u>	<u>P 192,892,495</u>	<u>P 97,113,470</u>	<u>P 37,583,941</u>	<u>P 7,557,728</u>	<u>P 808,358,847</u>

26.2 Advances from and Due to a Related Party

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. In 2020, the remaining advances owed to ADI amounting to P40.0 million are reclassified as part of advances from related parties due to the assumption of the liability by the Ultimate Parent Company.

Advances from and due to a related party 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 below.

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 4,034,868,945	P 4,033,118,154
Additions	137,992,739	117,184,362
Repayments	(112,603,030)	(115,433,571)
Balance at end of year	<u>P 4,060,258,654</u>	<u>P 4,034,868,945</u>

The 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

In 2019, the Group entered into a lease agreement with the Ultimate Parent Company for certain parcels of land with lease term of 30 years. 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 amortization expense amounting to P5.6 million each in 2022, 2021 and 2020. Interest expense related to said lease amounted to P12.6 million, P12.5 million, and P12.4 million in 2022, 2021, and 2020, respectively.

In 2021, the Group entered into two additional lease agreements with the Ultimate Parent Company for certain parcels of land with lease terms of 3 years and 25 years. In accordance with PFRS 16 (see Note 16), the Group recognized right-of-use assets and lease liabilities amounting to P379.3 million for these lease arrangements. The Group incurred amortization expense and interest expense amounting to P10.0 million and P29.4 million in 2022 and P6.5 million and P7.9 million in 2021, respectively, which are charged to profit or loss. Amortization expense and interest expense amounting to P5.5 million and P0.1 million in 2022 and P10.3 million and P0.7 million in 2021, respectively, is capitalized as part of Property Development Costs in the consolidated statements of financial position.

In 2021, the Group also entered into a contract with WHI to render certain performance obligations relative to the management and administration of the latter's real estate properties, including portions leased to a third party. Revenue recognized from this arrangement amounted to P21.8 million and P3.6 million in 2022 and 2021, respectively, and is presented as part of Other Revenues from Rentals under the Revenues section of the consolidated statements of profit or loss. The outstanding balance, which is unsecured and noninterest-bearing, for the same amount is presented as part of Other receivables under Receivables account in the consolidated statements of financial position (see Note 9).

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, 2022 and 2021.

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 drainage system and underground utilities of certain lots situated at Aseana City. The construction was completed in 2017. The related contract receivable, which is unsecured, noninterest-bearing and payable in 90 days, amounting to P8.3 million and P45.1 million as of December 31, 2022 and 2021, respectively, is included as part of Contract receivables under Receivables account in the consolidated statements of financial position (see Note 9.3).

26.6 Other Income from Rendering of Administrative Services

The Group recognized income amounting to P26.8 million, P38.7 million, and P24.1 million in 2022, 2021 and 2020, respectively, 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 P39.1 million, P35.2 million, and P32.5 million in 2022, 2021 and 2020, 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). The outstanding payables, which are due upon demand, related to these transactions amounting to P62.1 million and P45.9 million as of December 31, 2022 and 2021, 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

The Group has a 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 P2.0 million, P15.7 million, and P15.1 million for the years ended December 31, 2022, 2021 and 2020, 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 21.3). There was no outstanding liability related to this transaction as of December 31, 2022 and 2021.

26.9 Key Management Personnel Compensation

Compensation paid to key management personnel consist of short-term and post-employment benefits, which include among others, salaries and allowances, bonuses and other employee benefits totaling P59.4 million, P46.1 million, and P59.8 million in 2022, 2021, and 2020, respectively. There are no outstanding liabilities arising from this transaction.

27. EARNINGS PER SHARE

Basic and diluted earnings per share were computed as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net profit attributable to the equity shareholders of the Parent Company	P 2,121,667,409	P 2,069,694,381	P 2,130,725,241
Divided by weighted average number of outstanding common shares*	<u>3,395,864,100</u>	<u>3,395,864,100</u>	<u>3,395,864,100</u>
Basic and diluted earnings per share	<u>P 0.625</u>	<u>P 0.609</u>	<u>P 0.627</u>

*The Group has no potential dilutive common shares as of December 31, 2022, 2021 and 2020.

28. EQUITY

28.1 Capital Stock

The Parent Company has an authorized capital stock of P4,000,000,000 divided into 4,000,000,000 shares with a par value of P1 per share, of which 3,395,864,100 shares or P3,395,864,100 are issued and outstanding as of December 31, 2022 and 2021.

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 P6.7 per share and P6.8 per share as of December 31, 2022 and 2021, respectively.

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).

On May 14, 2020, the Parent Company's BOD unanimously approved a P1,000.0 million buyback program of the Parent Company's shares through the open market on the PSE subject to applicable SEC and PSE rules, for a period of two years or upon full utilization of the appropriated amount, whichever comes first. The Parent Company acknowledges that the share buyback program shall have an effect on the Parent Company's Minimum Public Ownership (MPO), and that it commits to bringing the MPO to the required percentage within a period of twelve months. As of the date of issuance of the 2022 consolidated financial statements, the SEC is yet to approve the Parent Company's buyback program and management has projected that the approved amount may only reach to P300.0 million.

As of December 31, 2022 and 2021, there are 29 and 27 holders of the listed common shares owning at least one board lot of 100 shares, respectively. The public float lodged with PCD Nominee is counted as one stockholder only.

28.2 Revaluation Reserves

The movements of this account in 2022, 2021 and 2020 are as follows:

	Investment Properties <i>(see Note 2.25)</i>	Retirement Benefit Obligation <i>(see Notes 24.2 and 25)</i>	Financial Assets at FVOCI <i>(see Note 17.2)</i>	Total
Balance as of				
January 1, 2022	P 19,047,893	(P 37,942,414)	(P 33,397,618)	(P 52,292,139)
Remeasurements of				
post-employment				
defined benefit plan	-	18,229,335	-	18,229,335
Fair value gain on				
financial assets				
at FVOCI	-	-	341,528	341,528
Other comprehensive				
income before tax	-	18,229,335	341,528	18,570,863
Tax expense	-	(4,557,334)	-	(4,557,334)
Other comprehensive				
income after tax	-	13,672,001	341,528	14,013,529
Balance as of				
December 31, 2022	P 19,047,893	(P 24,270,413)	(P 33,056,090)	(P 38,278,610)
Balance as of				
January 1, 2021	P 19,047,893	(P 54,393,773)	(P 25,905,453)	(P 61,251,333)
Remeasurements of				
post-employment				
defined benefit plan	-	21,935,146	-	21,935,146
Fair value loss on				
financial assets				
at FVOCI	-	-	(7,492,165)	(7,492,165)
Other comprehensive				
income (loss)				
before tax	-	21,935,146	(7,492,165)	14,442,981
Tax expense	-	(5,483,787)	-	(5,483,787)
Other comprehensive				
income (loss)				
after tax	-	16,451,359	(7,492,165)	8,959,194
Balance as of				
December 31, 2021	P 19,047,893	(P 37,942,414)	(P 33,397,618)	(P 52,292,139)

	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, 2020	P 19,047,893	(P 27,491,376)	P 299,863	(P 8,143,620)
Remeasurements of post-employment defined benefit plan	-	(38,431,996)	-	(38,431,996)
Fair value loss on financial assets at FVOCI	-	-	(26,205,316)	(26,205,316)
Other comprehensive loss before tax	-	(38,431,996)	(26,205,316)	(64,637,312)
Tax income	-	11,529,599	-	11,529,599
Other comprehensive loss after tax	-	(26,902,397)	(26,205,316)	(53,107,713)
Balance as of December 31, 2020	P 19,047,893	(P 54,393,773)	(P 25,905,453)	(P 61,251,333)

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, 2022, 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

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 was completed in 2020. As of December 31, 2022, the Group has two additional ongoing projects for leasing activities, which are expected to be completed on various dates until 2024. Accordingly, the management has retained the appropriation until the expected completion of the on-going development of its most recent projects, 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. The Group's retained earnings are restricted up to the extent of its accumulated equity shares in its associates and joint ventures as of the end of the reporting periods (see Note 13).

The Parent Company's BOD approved the declaration of cash dividends of P0.061 per share or equivalent to P207.0 million in 2022, and P0.047 per share or equivalent to P160.0 million each reporting period in 2021 and 2020 out of its unrestricted retained earnings as of December 31, 2021, 2020 and 2019 to stockholders of records as of March 22, 2022, March 22, 2021 and March 11, 2020, respectively. Such dividends were fully paid in the same year of declaration.

Also in 2020, BAHI's BOD approved the declaration of cash dividends of P100 per share and P200 per share to its stockholders of records as of August 13, 2020. Of the total cash dividends, P200.0 million is attributable and fully paid to other shareholders of BAHI in 2020 (see Note 13.5). No similar declaration of dividends were made in 2022 and 2021.

Subsequently, in March 2023, the Parent Company's BOD approved the declaration of cash dividends, which shall be taken out of the unrestricted earnings of the Parent Company as of December 31, 2022 (see Note 32).

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 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>2022</u>	<u>2021</u>	<u>2020</u>
Within one year	P 1,226,485,449	P 1,012,135,869	P 1,125,340,220
After one year but not more than two years	1,110,266,789	827,493,840	1,116,198,259
After two years but not more than three years	992,856,921	681,549,765	789,636,576
After three years but not more than four years	921,502,544	599,984,911	599,029,983
After four years but not more than five years	733,241,663	570,284,221	508,305,072
More than five years	<u>36,932,416,756</u>	<u>31,381,180,770</u>	<u>31,861,464,258</u>
	<u>P41,916,770,122</u>	<u>P35,072,629,376</u>	<u>P35,999,974,368</u>

The total rent income recognized on investment properties amounted to P1,818.4 million, P1,779.0 million and P1,787.6 million, including rent income resulting from the application of the straight-line basis of revenue recognition in accordance with PFRS 16 amounting to P552.6 million, P462.0 million and P500.5 million in 2022, 2021 and 2020, 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 P28.8 million, P24.5 million and P22.0 million in 2022, 2021 and 2020, respectively.

The Group is subject to risks associated with the rights it retains in the properties it leases, such as alterations made by the lessee that may impair the value of the leased properties. To manage the exposure on such risks, the Group exercises strict control over the fit-out process and no alterations are allowed to be made without prior approval of the Group. The Group also requires security deposits and advance rentals equivalent to at least three months of rent. Moreover, the Group retains its right to inspect the leased properties over the lease term. In case of expiration of lease term or early termination due to the default of the lessee, the Group is entitled to the improvements installed on the leased properties without any obligation to reimburse the lessee for the costs of improvements.

29.2 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.

29.3 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 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, 2022, 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.

29.4 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.

	<u>Land and Land Development Costs (see Note 11)</u>	<u>Land under Investment Properties (see Note 15)</u>	<u>Total</u>
December 31, 2022:			
Gross valuation	P 2,496,743,857	P15,979,130,617	P 18,475,874,474
Estimated liability for land development costs	(792,812,242)	(5,405,837,691)	(6,198,649,933)
Net amounts	<u>P 1,703,931,615</u>	<u>P10,573,292,926</u>	<u>P 12,277,224,541</u>
December 31, 2021:			
Gross valuation	P 2,970,048,253	P15,619,133,351	P 18,589,181,604
Estimated liability for land development costs	(889,891,550)	(5,617,337,844)	(6,507,229,394)
Net amounts	<u>P 2,080,156,703</u>	<u>P10,001,795,507</u>	<u>P 12,081,952,210</u>

The movements in the estimated land development costs are as follows:

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 6,507,229,394	P 6,592,952,706
Development costs incurred during the year	(308,579,461)	(85,723,312)
Balance at end of year	<u>P 6,198,649,933</u>	<u>P 6,507,229,394</u>

29.5 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 issuance of the Group's consolidated financial statements. 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, 2022, 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, 2022 and 2021, the Group's ratios of net interest-bearing loans to total capital are as follows:

	Notes	<u>2022</u>	<u>2021</u>
Total loans and borrowings	18	P 3,181,500,000	P 3,282,350,000
Less: Cash and cash equivalents	8	<u>(5,594,474,547)</u>	<u>(5,665,952,194)</u>
Net loans and borrowings (a)		<u>(2,412,974,547)</u>	<u>(2,383,602,194)</u>
 Total equity		 <u>26,173,216,027</u>	 <u>24,224,178,117</u>
 Net loans and borrowings and equity (b)		 <u>P23,760,241,480</u>	 <u>P21,840,575,923</u>
 Gearing ratio (a/b)		 <u>-10%</u>	 <u>-11%</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.

As of December 31, 2022 and 2021, the Group is in compliance with the loan covenants (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, 2022, 2021 and 2020:

- In 2022, the Group reclassified a certain parcel of land which was previously presented under Land and Land Development Costs to Investment Properties amounting to P428.6 million (see Notes 11 and 15). There was no similar transaction in 2021 and 2020.
- In 2022 and 2021, the capitalized borrowing costs to investment properties and property development costs amounted to P105.6 million and P53.7 million, respectively (see Notes 10, 15 and 18). There was no similar transaction in 2020.
- In 2022 and 2021, the Group capitalized certain portion of amortization of right-of-use asset amounting to P5.5 million, P10.4 million, and interest expense on lease liability amounting to P0.1 million and P0.7 million, respectively, as part of property development costs (see Notes 10 and 16). There was no similar transaction in 2020.

- In 2022, the Group and its lessor agreed for a lease modification which resulted in the remeasurement of the right-of-use asset and lease liability amounting to P9.7 million. In 2021, the Group recognized right-of-use assets and lease liabilities both amounting to P379.3 million (see Note 16). There were no similar transactions in 2020.
- In 2022, 2021, and 2020, the Group capitalized certain portion of depreciation of property and equipment amounting to P13.1 million, P22.6 million, and P39.3 million, respectively, as part of land and land development costs [see Notes 2.5(a) and 14].
- In 2020, Advances from a Co-joint Venturer amounting to P40.0 million was reclassified as part of Advances from and Due to Related Parties due to the assumption of the liability by the Ultimate Parent Company (see Note 26.2). There was no similar transaction in 2022 and 2021.

32. EVENT AFTER THE END OF THE REPORTING PERIOD

On March 15, 2023, the Parent Company's BOD approved the declaration of cash dividends of P0.07497358 per share or equivalent to P254.6 million to stockholders of record as of March 30, 2023. The dividends which is payable on April 5, 2023, shall be taken out of the unrestricted earnings of the Parent Company as of December 31, 2022 (see Note 28.3).



P&A
Grant Thornton

**Report of Independent Auditors
to Accompany Supplementary
Information Required by the
Securities and Exchange Commission
Filed Separately from the Basic
Consolidated Financial Statements**



Shaping a Vibrant Tomorrow
#BoldPerspectives #DivergentThinking #ForgingPaths

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The Board of Directors and Stockholders
D.M. Wenceslao & Associates, Incorporated and Subsidiaries
(A Subsidiary of Wendel Holdings Co., Inc.)
15th Floor, Aseana 3
D. Macapagal Blvd. corner Asean Ave., Aseana City
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, 2022, on which we have rendered our report dated March 15, 2023. 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. 9566637, January 3, 2023, Makati City
SEC Group A Accreditation
Partner - No. 121347-SEC (until financial period 2023)
Firm - No. 0002 (until Dec. 31, 2024)
BIR AN 08-002551-040-2019 (until Jan. 24, 2026)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

March 15, 2023

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
LIST OF SUPPLEMENTARY INFORMATION
DECEMBER 31, 2022

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**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, 2022

(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 5,594,474,547	P 5,594,474,547	P 53,849,109
Receivables - net		6,603,299,122	6,603,299,122	-
Refundable deposits		<u>35,844,973</u>	<u>35,844,973</u>	<u>-</u>
		<u>12,233,618,642</u>	<u>12,233,618,642</u>	<u>53,849,109</u>
FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS				
Equity Securities				
Arthaland Corporation	350,000	35,700,000	35,700,000	-
Petron Corporation	7,500	7,612,500	7,612,500	-
San Miguel Corporation	50,000	5,000,000	5,000,000	-
Ayala Corporation	50,000	5,000,000	5,000,000	-
Debt Security				
P1B Global Holdings PTE Ltd.	5,289,370	<u>5,303,290</u>	<u>5,303,290</u>	<u>-</u>
		<u>58,615,790</u>	<u>58,615,790</u>	<u>-</u>
FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME				
Equity Securities				
Powersource Philippine Distributed Power Holdings, Inc.	72,453,780	38,489,827	38,489,827	-
Tagaytay Highland International Golf Club Inc.	1	1,425,000	1,425,000	-
Tagaytay Midland Golf Club	1	1,550,000	1,550,000	-
Quezon City Sport Club	1	600,000	600,000	-
Alphaland City Club	1	450,000	450,000	-
Philippine Long Distance Telephone Company	1	4,363	4,363	-
Philippine Construction Association	1	<u>1,000</u>	<u>1,000</u>	<u>-</u>
		<u>42,520,190</u>	<u>42,520,190</u>	<u>-</u>
GRAND TOTAL		<u>P 12,334,754,622</u>	<u>P 12,334,754,622</u>	<u>P 53,849,109</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, 2022

(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 473,211,213	P 32,662,000	P 20,866,701	P -	P 485,006,512	P -	P 485,006,512
Stockholders	97,113,470	4,524,993	-	-	101,638,463	-	101,638,463
Wendel Vega Marine Carrier	96,719,744	-	54,576,719	-	42,143,025	-	42,143,025
Bay Resources and Development Corporation	37,583,941	-	-	-	37,583,941	-	37,583,941
Wendel Ground Improvement, Inc	25,388,562	-	-	-	25,388,562	-	25,388,562
Urban Agro Products, Inc.	20,254,657	-	128,000	-	20,126,657	-	20,126,657
Wendel Construction Co., Inc.	13,220,530	-	8,063,503	-	5,157,027	-	5,157,027
European Resources & Technologies, Inc.	7,557,728	1,797	-	-	7,559,525	-	7,559,525
Bay Security Services, Inc.	4,915,018	-	8,991	-	4,906,027	-	4,906,027
10k South Concrete Mix	4,827,265	-	-	-	4,827,265	-	4,827,265
Wendel Osaka Realty Corporation	1,694,022	-	17,483	-	1,676,539	-	1,676,539
Ascana CI., Beach and Marina	1,037,961	-	174,489	-	863,472	-	863,472
Ascana Power Station Association, Inc.	818,930	-	-	-	818,930	-	818,930
Cagayan Economic Development	750,000	-	-	-	750,000	-	750,000
Cagayan Valley Bio Energy	539,500	-	-	-	539,500	-	539,500
Ascana Urban Art Foundation	270,434	-	-	-	270,434	-	270,434
Patriot Log Home Asia, Inc.	80,726	-	-	-	80,726	-	80,726
Others	22,375,146	8,650,923	-	-	31,026,069	-	31,026,069
TOTAL	P 808,358,847	P 45,839,713	P 83,835,886	P -	P 770,362,674	P -	P 770,362,674

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, 2022

(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:							
Boracay International Airport & Dev't Corp.	P 48,979,401	p -	P 112,114	p -	P 48,867,287	p -	P 48,867,287
Alphaland Bay City Corporation	41,872,046	1,200	274,685	-	41,598,561	-	41,598,561
Aseana Holdings, Inc.	17,817,611	-	213,561	-	17,604,050	-	17,604,050
Aseana City Transport & Travel Corp.	9,901,522	-	-	-	9,901,522	-	9,901,522
Aseana Real Estate Services & Management Corp	8,094,364	1,051,635	1,382,432	-	7,763,567	-	7,763,567
Fabricom Realty Development Corporation	6,356,053	-	86,740	-	6,269,313	-	6,269,313
R-1 Consortium, Inc.	6,058,856	-	86,842	-	5,972,014	-	5,972,014
Aseana Resi Rent Corp.	2,277,306	-	-	-	2,277,306	-	2,277,306
Bay Dredging, Inc.	1,560,525	-	139,697	-	1,420,828	-	1,420,828
Mandaue Land Consortium, Inc.	1,012,559	2,049	371,671	-	642,937	-	642,937
Aseana Gas Energy Corp.	657,451	-	-	-	657,451	-	657,451
SHLP BBP Realty, Inc.	529,734	2,879	186,930	-	345,683	-	345,683
58 Jupiter Inc.	279,731	-	-	-	279,731	-	279,731
Portal Holdings, Inc.	222,880	5,011,630	924,944	-	4,309,566	-	4,309,566
Others	161,772	313,121	448,077	-	26,816	-	26,816
	P 145,781,811	P 6,382,514	P 4,227,693	p -	P 147,936,632	p -	P 147,936,632

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule D - Long-term Debt

December 31, 2022

(Amounts in Philippine Pesos)

Title of Issue and Type of Obligation	Amount Authorized by Indenture	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
Security Bank of the Philippines Loans payable		P 1,000,000,000	P 1,388,888,889
BDO Unibank, Inc. Term loan		111,111,111	-
Bank of the Philippine Islands Term loan		83,333,333	416,666,667
BPI Family Savings Bank Term loan		<u>75,000,000</u>	<u>106,500,000</u>
TOTAL		<u>P 1,269,444,444</u>	<u>P 1,912,055,556</u>

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, 2022

(Amounts in Philippine Pesos)

Name of Related Party	Balance at Beginning of Period	Balance at End of Period	Purpose
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Not Applicable

The Group does not have non-current indebtedness to related parties as at December 31, 2022.

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, 2022

(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, 2022.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule G - Capital Stock

December 31, 2022

(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	-	2,715,353,627	22,357	680,488,116

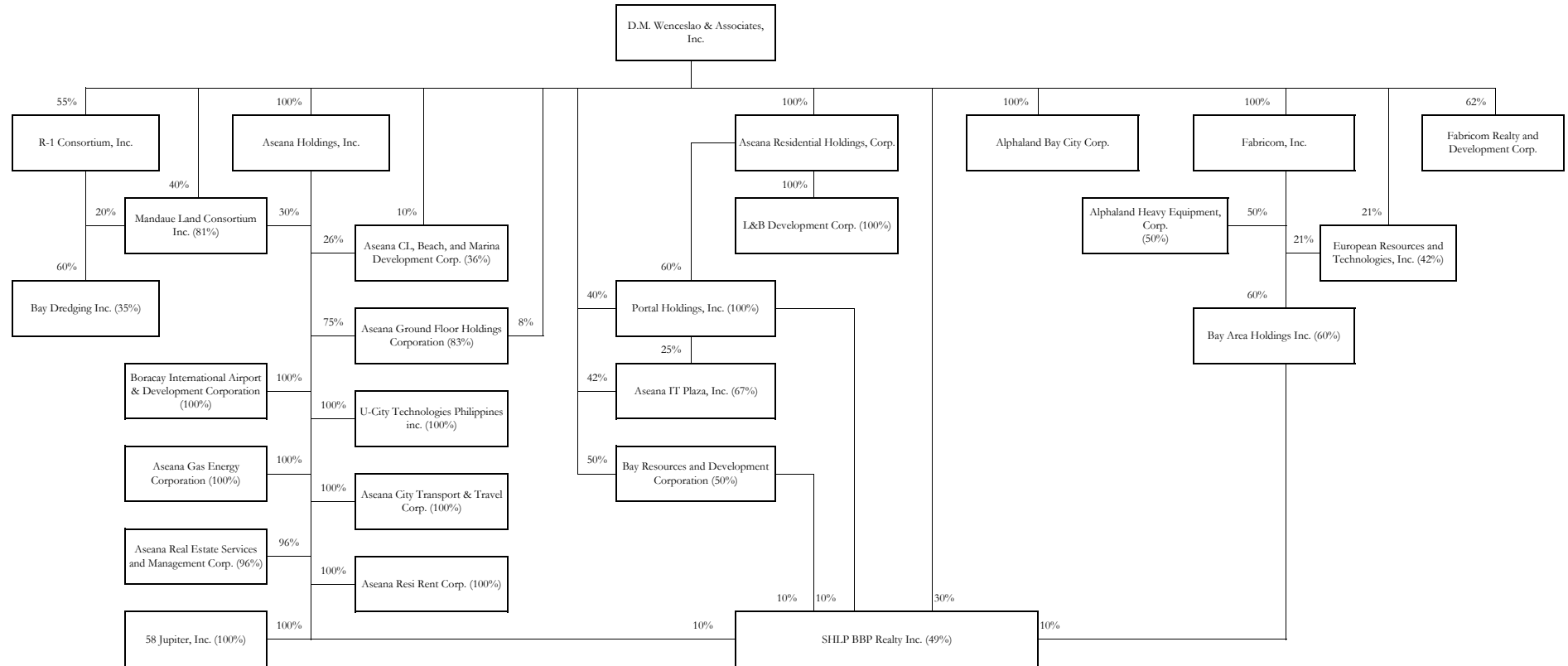
D. M. WENCESLAO & ASSOCIATES, INCORPORATED
15th Floor, Aseana 3
D. Macapagal Blvd. corner Asean Ave., Aseana City, Parañaque City

Reconciliation of Retained Earnings Available for Dividend Declaration
As of December 31, 2022

Unappropriated Retained Earnings Available for Dividend Declaration at Beginning of Year	P 9,831,329,104
Rent income based on Philippine Financial Reporting Standard (PFRS), 16, Leases	(4,412,362,804)
Deferred tax income from deferred tax assets	(102,401,668)
Revaluation increment on land	(19,047,893)
Unrealized foreign currency gains	(<u>323,635</u>)
Unappropriated Retained Earnings Available for Dividend Declaration at Beginning of Year (As Adjusted)	<u>5,297,193,104</u>
Net Profit Realized During the Year	
Net profit per audited financial statements	1,238,379,717
Non-actual/unrealized income:	
Accrued rent income based on PFRS 16, Leases	(517,735,231)
Net deferred tax income from deferred tax assets	(<u>24,614,662</u>)
	<u>696,029,824</u>
Other Transactions During the Year	
Cash dividends declared	(<u>206,960,973</u>)
Unappropriated Retained Earnings Available for Dividend Declaration at End of Year	<u>P 5,786,261,955</u>

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
 SEC Released Revised SRC Rule 68
 Annex 68-J

15th floor, Aseana 3 D, Macapagal Blvd. corner Asean Ave., Aseana City, Parañaque City
 December 31, 2022



Report of Independent Auditors on Components of Financial Soundness Indicators

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Philippines

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The Board of Directors and Stockholders
D.M. Wenceslao & Associates, Incorporated and Subsidiaries
(A Subsidiary of Wendel Holdings Co., Inc.)
15th Floor, Aseana 3
D. Macapagal Blvd. corner Asean Ave., Aseana City
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, 2022 and 2021, on which we have rendered our report dated March 15, 2023. 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 and for the years ended December 31, 2022 and 2021, and no material exceptions were noted.

PUNONGBAYAN & ARAULLO



By: John Endel S. Mata
Partner

CPA Reg. No. 0121347
TIN 257-622-627
PTR No. 9566637, January 3, 2023, Makati City
SEC Group A Accreditation
Partner - No. 121347-SEC (until financial period 2023)
Firm - No. 0002 (until Dec. 31, 2024)
BIR AN 08-002551-040-2019 (until Jan. 24, 2026)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

March 15, 2023

D.M. WENCESLAO AND ASSOCIATES, INC.
Supplemental Schedule of Financial Soundness Indicators
December 31, 2022 and 2021

Ratio	Formula	2022	Formula	2021
Current ratio	Total Current Assets divided by Total Current Liabilities Total Current Assets 13,572,337,229 Divide by: Total Current Liabilities <u>8,302,500,868</u> Current ratio 1.63	1.63	Total Current Assets divided by Total Current Liabilities Total Current Assets 14,049,443,598 Divide by: Total Current Liabilities <u>8,407,529,857</u> Current ratio 1.67	1.67
Acid test ratio	Quick assets (Total Current Assets less Other Current Assets) divided by Total Current Liabilities Total Current Assets 13,572,337,229 Less: Contract Assets (199,489,733) Land and land Development Costs (1,703,931,615) Property Development Costs (1,820,603,113) Other Current Assets <u>(1,605,133,813)</u> Quick Assets 8,243,178,955 Divide by: Total Current Liabilities <u>8,302,500,868</u> Acid test ratio 0.99	0.99	Quick assets (Total Current Assets less Other Current Assets) divided by Total Current Liabilities Total Current Assets 14,049,443,598 Less: Contract Assets (33,217,659) Land and land Development Costs (2,080,156,703) Property Development Costs (1,589,013,035) Other Current Assets <u>(1,367,905,540)</u> Quick Assets 8,979,150,661 Divide by: Total Current Liabilities <u>8,407,529,857</u> Acid test ratio 1.07	1.07
Solvency ratio	Total Assets divided by Total Liabilities Total Assets 38,644,532,940 Divide by: Total Liabilities <u>12,471,316,913</u> Solvency ratio 3.10	3.10	Total Assets divided by Total Liabilities Total Assets 36,983,483,403 Divide by: Total Liabilities <u>12,759,305,286</u> Solvency ratio 2.90	2.90
Debt-to-equity ratio	Total Loans and Borrowings divided by Total Equity Attributable to Owners of Parent Company Total Loans and Borrowings 3,181,500,000 Divide by: Total Equity Attributable to Owners of Parent Company <u>25,551,728,115</u> Debt-to-equity ratio 0.12	0.12	Total Loans and Borrowings divided by Total Equity Attributable to Owners of Parent Company Total Loans and Borrowings 3,282,350,000 Divide by: Total Equity Attributable to Owners of Parent Company <u>23,623,008,150</u> Debt-to-equity ratio 0.14	0.14
Assets-to-equity ratio	Total Assets divided by Total Equity Attributable to Owners of Parent Company Total Assets 38,644,532,940 Divide by: Total Equity Attributable to Owners of Parent Company <u>25,551,728,115</u> Asset-to-equity ratio 1.51	1.51	Total Assets divided by Total Equity Attributable to Owners of Parent Company Total Assets 36,983,483,403 Divide by: Total Equity Attributable to Owners of Parent Company <u>23,623,008,150</u> Asset-to-equity ratio 1.57	1.57
Interest rate coverage ratio	Earnings before interest and taxes (EBIT) divided by Total Interest EBIT 2,849,492,770 Divide by: Total Interest * <u>117,279,326</u> Interest rate coverage ratio 24.30	24.30	Earnings before interest and taxes (EBIT) divided by Total Interest EBIT 2,535,133,019 Divide by: Total Interest * <u>73,263,907</u> Interest rate coverage ratio 34.60	34.60

* Includes interest expense and capitalized interest from bank loans

Ratio	Formula	2022	Formula	2021
Return on equity	Net Profit divided by Average Total Equity Net Profit 2,141,985,354 Divide by: Average <u>Total Equity 25,198,697,072</u> Return on equity 0.09	0.09	Net Profit divided by Average Total Equity Net Profit 2,090,933,569 Divide by: Average <u>Total Equity 23,254,231,502</u> Return on equity 0.09	0.09
Return on assets	Net Profit divided by Average Total Assets Net Profit 2,141,985,354 Divide by: Average <u>Total Assets 37,814,008,172</u> Return on assets 0.06	0.06	Net Profit divided by Average Total Assets Net Profit 2,090,933,569 Divide by: Average <u>Total Assets 34,920,252,453</u> Return on assets 0.06	0.06
Net profit margin	Net Profit divided by Total Revenue Net Profit 2,141,985,354 <u>Divide by: Total Revenue 4,220,264,810</u> Net profit margin 0.52	0.52	Net Profit divided by Total Revenue Net Profit 2,090,933,569 <u>Divide by: Total Revenue 3,446,712,914</u> Net profit margin 0.61	0.61
Debt Ratio	Total Loans and Borrowings divide by Total Assets Total Loans and Borrowings 3,181,500,000 <u>Divide by: Total Assets 38,644,532,940</u> Debt ratio 0.08	0.08	Total Loans and Borrowings divide by Total Assets Total Loans and Borrowings 3,282,350,000 <u>Divide by: Total Assets 36,983,483,403</u> Debt ratio 0.09	0.09
Gross Profit Margin	Gross Profit divided by Total Revenue Gross Profit 3,245,380,037 <u>Divide by: Total Revenue 4,220,264,810</u> Gross profit margin 0.77	0.77	Gross Profit divided by Total Revenue Gross Profit 2,848,359,647 <u>Divide by: Total Revenue 3,446,712,914</u> Gross profit margin 0.83	0.83

D.M. WENCESLAO & ASSOCIATES, INCORPORATED AND SUBSIDIARIES
INDEX TO SUSTAINABILITY REPORT

FORM 14-A, ITEM 7

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ABOUT THIS CHAPTER

Tenets of sustainability have long been embedded throughout the operations, building practices, and overall business philosophy of D.M. Wenceslao & Associates, Inc. (“DMW” or “the Company”). This year, DMW continues to report on the progress of its sustainability journey through its Five Pillars of Sustainability.

This chapter has been written in accordance with the Philippine Securities and Exchange Commission (SEC)'s annual sustainability reporting requirements and is informed by globally recognized Sustainability Reporting standards. It showcases how environmental, social, and governance (ESG) impacts, risks, and opportunities are managed across the Company’s operations, in alignment with DMW’s material Sustainability topics and the United Nations Sustainable Development Goals (SDGs).

COMPANY INFORMATION

Company Details

D.M. Wenceslao & Associates, Incorporated (“DMW” or “the Company”) is an integrated property developer specializing in land reclamation, construction, and real estate development. DMW is an “AAAA” licensed contractor with a 58-year corporate history. Since 1965, the Company has reclaimed more than 2.4 million sqm of land, leased-out or developed 300,000 sqm of land and buildings, and completed over 140 construction and infrastructure projects, including large, complex government developments throughout the Philippines.

DMW is the master developer and primary owner of Aseana City, 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. Table 1 shows DMW’s operational commercial and residential assets as of writing.

Table 1. Operational DMW Assets

Project	Location
Aseana One	Aseana City, Parañaque City, Metro Manila
Aseana Two	Aseana City, Parañaque City, Metro Manila
Aseana Three	Aseana City, Parañaque City, Metro Manila
Aseana Power Station	Aseana City, Parañaque City, Metro Manila
Aseana Square	Aseana City, Parañaque City, Metro Manila
Aseana Town Center	Aseana City, Parañaque City, Metro Manila
S&R Building (Second Floor)	Aseana City, Parañaque City, Metro Manila
8912 Asean Ave	Aseana City, Parañaque City, Metro Manila
Pixel Residences	Aseana City, Parañaque City, Metro Manila
DMWAI Building	Quezon City

58 Jupiter	Jupiter, Makati City
Erlag Building	Legazpi, Makati City

DMW is headquartered in Aseana 3, Asean Ave cor. Diosdado Macapagal Blvd, Aseana City, Paranaque, Metro Manila.

Scope

This chapter covers the key performance indicators for the Company's material ESG topics from January 1 to December 31, 2022. This report highlights DMW's year-over-year (YoY) performance in various ESG categories and key sustainability activities and performance.

The information contained in this chapter applies to the legal entities and properties within these entities indicated below:

- Aseana Residential Holdings Corp. (ARHC) – wholly-owned DMW subsidiary and exclusive residential arm. ARHC currently has two low-density residential projects within its portfolio:
 - Pixel Residences, a 170-unit development currently on ready-for-occupancy (RFO) status
 - MidPark Towers, a 4-tower development with 669 large format units (currently under construction and not included in this report)
- Aseana Holdings, Inc. (AHI) – 100% owned DMW subsidiary that caters to the development potential of Aseana City. The following completed office and commercial properties under AHI: Aseana One, Aseana Two, Aseana Three, 8912 Asean Ave, Aseana Powerstation, and Aseana Square are covered in this report.
- U-City Technologies Philippines, Inc. – operates the smart city, public city, and surveillance services for Aseana City.
- Aseana City Transport and Travel Corporation – established to operate public utility transport services for Aseana City.
- Fabricom, Inc. – operates the importation of heavy equipment and machinery for the Group. DMW Field Office serves as the main office for Fabricom, Inc.
- Aseana Real Estate Services and Management Corporation – operates the property management services of the Group.

Mr. Benigno A. Tatunay, DMW's Chief Finance Officer, is the highest-ranking person responsible for this report.

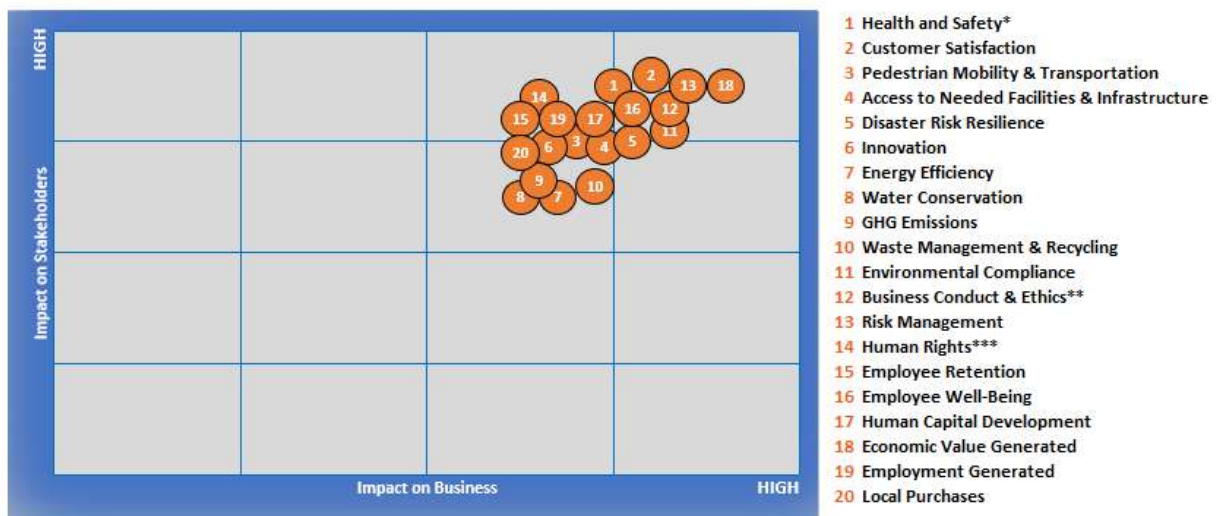
MATERIALITY PROCESS

Materiality

In accordance with the SEC Guidelines, the content of this chapter is informed by the principle of materiality. It focuses on the economic, environmental, social, and corporate governance aspects of DMW’s operations and activities in the Philippines and the Company’s approaches to the material ESG topics listed below.

The Material Sustainability Topics established in 2021 remain the same for 2022. The process of selecting these material ESG topics included: 1) conducting stakeholder engagement and employee engagement surveys; 2) holding two-way conversations within DMW’s workforce; and 3) hosting senior leadership workshops to determine the impact of identified material sustainability topics. The resulting list incorporates the Company’s core values, mission, and vision in an articulated set of ESG priorities. The materiality matrix below reflects the Company’s perception of these topics’ impacts on its business and stakeholders. The Company’s Material Sustainability Topics are approved by its Chief Executive Officer.

Figure 1. Material Sustainability Issues



*Health and Safety covers Customer Health and Safety and Occupational Health and Safety.

**Business Conduct and Ethics include Corruption & Bribery, Fair-dealing, Whistle Blowing, and Data Privacy

***Human Rights includes Child labor, Forced labor, Discrimination, and Harassment

Stakeholder Engagement

Stakeholder engagement involved internal and external stakeholders: brokers, customers, employees, shareholders, investors, government and regulatory bodies, business partners and suppliers, and local community groups. DMW engages regularly and extensively with these stakeholder groups to promote understanding and dialogue regarding the Company's material ESG topics.

Table 2. Summary of Key Stakeholder Engagement Activities

ENGAGEMENT CHANNELS AND FREQUENCY	MATERIAL TOPICS	COMPANY'S RESPONSE
BROKERS		
Broker's Day	Customer Experience	Quality product offers
CUSTOMERS		
<ul style="list-style-type: none"> ● Press releases (regular) ● Corporate sponsorships ● Media placements ● Distribution of collaterals ● Open houses (monthly) ● Corporate sponsorships (occasional) ● Company hotlines 	<ul style="list-style-type: none"> ● Safe, secure, and clean environment ● Quick turnaround time ● Complaints resolution ● Customer experience ● Connectivity ● Disaster risk reduction efforts ● Access to world-class facilities ● Innovation 	<ul style="list-style-type: none"> ● 24/7 building management ● Master-planned city development (value-adding tenants to estate, construction of walkways, pedestrian and bike lanes) ● Resolution of customer complaints ● CCTVs covering the entire estate ● Incorporation of disaster risk resilient features in the planning and build out of the whole Aseana City ● Regular on-site inspection of flood hazard and storm surge levels, followed by the on-going formulation of necessary technical adjustments to sea wall and drainage system treatment across the estate ● Safety-seal certified mixed-use and office buildings in Aseana ● Pledged 352,919 sqm of office and mixed-use buildings to support the International Finance Corporation's (IFC) Building Resilience Index initiative
EMPLOYEES		

- Employee consultations (quarterly)
- Extracurricular events/ activities (occasional)
- Training sessions (as planned)
- New employee orientation
- Health and safety
- Work-life balance
- Training and development
- Human rights
- Employee retention
- [Employee Code of Conduct](#)
- [Human Rights Commitment, Anti-Corruption Policy, Whistleblowing Policy](#)
- Social events
- Employee engagement activities
- Skills and competency development through training and seminars
- Orientation and property tour
- Hybrid work arrangements
- Flexible working hours
- DMW Employee Career Pathing

SHAREHOLDERS/INVESTORS

- Stockholder meeting (annual)
- Investor briefings (quarterly)
- Non-deal roadshows (at least 2x/ year)
- Investor conferences/ corporate access events (at least once a year)
- One-on-one meetings, emails, and conference calls (regular)
- Site tours (at least 4x/year)
- Philippine Stock Exchange (regular)
- Company website (regular)
- Financial and operating performance
- Effective risk management
- Good governance
- ESG related performance
- Operational eco-efficiency (energy efficiency, waste management, water conservation, GHG emissions)
- Submission of structured and unstructured continuing disclosures
- Regular investor and analyst access to management through multiple communication channels and events
- Annual participation in [S&P Corporate Sustainability Assessment](#)

GOVERNMENT AND REGULATORY BODIES

- Review of compliance requirements (as needed)
- Meetings
- Environmental compliance
- Compliance with other regulations
- Economic value generated
- Employment generated
- Acquisition of proper permits
- [Environmental Policy](#)
- [Waste Management Policy](#)
- Monitoring of activities
- Payment of appropriate taxes

BUSINESS PARTNERS AND SUPPLIERS

- Contractual agreements
- Alignment meetings
- Compliance with contractual obligations
- Work-site safety
- Labor practices
- [Ethical Business Conduct](#) (Corruption, Bribery, Data Privacy, Fair Dealing, Whistleblowing)
- Procurement through proper channels
- [Supplier Code of Conduct](#)
- [Human Rights Commitment, Anti-Corruption Policy, Whistleblowing Policy, Data Privacy Policy](#)

LOCAL COMMUNITIES

- Nutrition assistance
- Scholarship (annual)
- Medical and funeral assistance (as needed)
- Livelihood programs (as planned)
- Programs intended for food, education, general welfare, and livelihood
- Enforcement of the mission of the foundation





SUSTAINABILITY PILLARS

DMW strives to be the leading city developer in the country, aiming to create city-scale real estate products which will contribute to sustainable local and national development. DMW's sustainability framework guides this mission. The Company's Sustainability Framework was updated in 2021 to reflect the results of its Materiality Assessment. DMW's Material Sustainability Topics and its Sustainability Framework remain the same in 2022.

The framework consists of five pillars that provide an integrated approach to addressing the Company's material ESG topics and its commitments to the UN SDGs. Like the UN SDGs, DMW's pillars are correlated, and hand-in-hand contribute to the sustainability of DMW.

Table 3. Sustainability Pillars

Quality of Life	Environmental Stewardship	Good Governance and Ethical Business Practice	People-Centric Labor Practices	Economic Development
The masterplan for DMW's estate and projects is centered on providing world-class quality of living to its locators and customers through immediate access to necessary facilities and infrastructure, cleanliness and safety, pedestrian mobility, and constant innovation to align with emerging tenant needs amid ever-changing times.	DMW recognizes corporations' role as stewards of the environment. Across the organization, natural resources are used efficiently with energy and water conservation and waste management and recycling programs in place. DMW's developments are planned and constructed to judiciously reduce consumption and emissions.	Good governance and adherence to ethical business practices are embedded in the Company's DNA. This allows DMW to forge relationships with its business partners built on the foundation of mutual trust.	Just as DMW prioritizes the quality of life of its tenants, the company is also committed to ensuring the well-being of its employees, contractors, and partners through fundamental respect for human rights, providing avenues for growth, and ensuring a safe and conducive work environment.	As one of the top Philippine property companies in terms of market capitalization, DMW recognizes its role in contributing to the Philippine economy through taxes, local procurement, and employment generation.
<ul style="list-style-type: none"> Customer Health and Safety 	<ul style="list-style-type: none"> Environmental Compliance Energy Efficiency 	<ul style="list-style-type: none"> Business Conduct and Ethics (Corruption, 	<ul style="list-style-type: none"> Human Rights (Child labor, forced labor, 	<ul style="list-style-type: none"> Economic value generated

<ul style="list-style-type: none"> • Customer Satisfaction • Pedestrian Mobility and Transportation • Access to Needed Facilities & Infrastructure • Disaster Risk Resilience • Innovation 	<ul style="list-style-type: none"> • Water Conservation • GHG Emissions • Waste Management and Recycling 	<p>Bribery, Data Privacy, Fair-Dealing)</p> <ul style="list-style-type: none"> • Risk Management 	<p>discrimination, harassment)</p> <ul style="list-style-type: none"> • Employee well-being • Employee Retention • Human Capital Development • Occupational Health and Safety 	<ul style="list-style-type: none"> • Employment generated • Local purchases
				
<p>GRI 203: Indirect Economic Impacts</p> <p>GRI 416: Customer Health and Safety</p>	<p>GRI 302: Energy</p> <p>GRI 303: Water and Effluents</p> <p>GRI 305: Emissions</p> <p>GRI 306: Waste</p> <p>GRI 307: Environmental Compliance</p>	<p>GRI 205: Anti-Corruption</p>	<p>GRI 202: Market Presence</p> <p>GRI 401: Employment</p> <p>GRI 403: Occupational Health & Safety</p> <p>GRI 404: Training and Education</p> <p>GRI 405: Diversity and Equal Opportunity</p>	<p>GRI 201: Economic Performance</p> <p>GRI 401: Employment</p>

			GRI 406: Non-Discrimination	
			GRI 408: Child Labor	
			GRI 409: Forced Labor	

The Company’s contributions to UN SDGs and management approach to material sustainability topics are discussed in the following sections.

SUSTAINABILITY PERFORMANCE

Quality of Life

The Philippine Development Plan 2023-2028 established a framework to promote livable communities, highlighting the importance of strengthening social cohesion, disaster risk resilience, green and open spaces, and availability of public and active transport, among others.

The Company has always championed improving the livability of communities. Providing estate residents and locators with an elevated quality of life is a key value proposition of DMW’s real estate products. As such, over 30% of the Company’s Material Sustainability Topics are clustered under the Quality-of-Life pillar.

The pandemic has highlighted the importance of this Sustainability Pillar, as health and safety; pedestrian mobility; access to needs; and innovation became top-of-mind considerations of estate residents and locators.

DMW holistically develops Aseana City as a place where people can live, work, and form meaningful connections; the Material Topics and UN SDGs in Table 4 guide this development path.

Table 4. Material Topics under Quality of Life

Material topics	UN SDGs
<ul style="list-style-type: none"> • Customer Health and Safety • Customer Satisfaction • Pedestrian Mobility and Transportation • Access to Needed Facilities & Infrastructure • Disaster Risk Resilience • Innovation 	<ul style="list-style-type: none"> • SDG 3: Good Health and Well-being • SDG 9: Industry, Innovation, and Infrastructure • SDG 11: Sustainable Cities and Communities • SDG 13: Climate Action • SDG 16: Peace, Justice, and Strong Institutions

Customer Health and Safety

Health-and-safety took centerstage when the pandemic struck. Proper sanitation and well-ventilated spaces became necessities rather than added features.

Since the beginning of the pandemic, the Company has responded with urgency -- appointed and trained safety marshals, conducted regular disinfection and sanitation, strictly complied with protocols on contact tracing, installed temperature checks, placed well-positioned disinfecting sprays and mats across properties, constantly communicated with building tenants, and continuously engaged with property managers to guarantee that updated protocols were being followed. Apart from this, the Company successfully obtained Safety Seal certifications for its office and mixed-use buildings in Aseana. This voluntary certification scheme affirms that establishments comply with the minimum public health standards set by the government and is integrated with the StaySafe.ph digital contact-tracing app.

As soon as the vaccines became available, DMW immediately launched its vaccination program, achieving 100% employee and estate personnel vaccination rate by the end of 2021. This helps ensure the safety of the Company's personnel themselves and the safety of Aseana City residents and locators they deal with.

Even as the country already transitioned to an endemic phase and learned to live with the virus in 2022, the relevance of COVID-redefined health and safety standards did not wane. As such, DMW continued to amplify its efforts to create a safe and healthy environment in Aseana City. Among other highlights, the Company attained over 80% booster-vaccination rate of employees and estate personnel by the end of 2022.

In terms of public safety and security, Aseana City features smart city services such as closed-circuit television (CCTV) surveillance and emergency notification systems. Cameras are positioned strategically over main focal points of the development and equipped with emergency buttons to activate a two-way emergency response call system. Estate personnel are present across Aseana City and have assisted or responded to 526 vehicular accidents and attempted offenses in 2022. Aseana City and its security personnel are consistently recognized by the Paranaque City Police Station for their exemplary effort and active participation in enforcing the law and maintaining peace and order.

The Company's project management team assesses and implements health and safety improvements on DMW's projects on an ongoing basis. Notably, the Company maintained zero incidence of non-compliance with government health and safety regulations.

Table 5. Assessment of Product Health and Safety Impact

	2020	2021	2022	% Latest YOY Change
Percentage of real estate products assessed for health and safety impacts	100%	100%	100%	No Change

Table 6. Incidents of Non-Compliance with Health and Safety Regulations

	2020	2021	2022	% Latest YOY Change
Incidents of non-compliance with regulations resulting in a fine or penalty	0	0	0	No Change
Incidents of non-compliance with regulations resulting in a warning	0	0	0	No Change

Customer Satisfaction

Monitoring customer feedback allows the Company knowledge on the concerns of its residents and locators, providing valuable points for improvement. To date, there have been no substantiated customer complaints on privacy, marketing and labeling, and health and safety.

For our Customer Experience Survey, we used the Net Promoter Score (NPS) as a metric to better assess client satisfaction. Various insights are gained from NPS calculations, such as customer experience and general brand perception.

A 10-point scale survey was used with values ranging from “poor” to “excellent.” Customers who responded with ratings ranging from ‘1’ to ‘6’ were treated as ‘detractors’; ‘7’ to ‘8’ – ‘passives’; and ‘9’ to ‘10’ – ‘promoters.’ To arrive at the net promoter score, the percentage of ‘detractors’ is deducted from the percentage of ‘promoters.’ Bain & Company, the creators of NPS, suggest that a score above 0 is ‘good’ and indicates general customer satisfaction, a score above 20 is ‘favorable’, and above 50 is ‘excellent.’¹

Table 7 summarizes the Company’s NPS over the past three years across Aseana 1, Aseana 2, and Aseana 3. In 2022, DMW expanded its NPS coverage to include Aseana Powerstation. DMW’s average scores for each establishment range from ‘good’ to ‘excellent’ (Aseana 1 = 39.0, Aseana 2 = 16.0, Aseana 3 = 47.0, Aseana Powerstation = 59.0). Both Aseana One and Aseana Three reported significant improvements in NPS while Aseana Powerstation, which started its customer satisfaction survey in 2022, attained an ‘excellent’ NPS of 59.0. Among the salient drivers of high NPS scores were A) quick response of building management team; B) top-tier security services; C) well-maintained and clean assets; and D) successful COVID mitigation and response.

On Aseana 2, while its NPS remained ‘good’, a year-over-year decline was logged. The primary reason was a reported aircon downtime in the property. The property management team has resolved the issue within the team’s internally set acceptable resolution time. Aside from resolving the issue, the team has placed additional controls to prevent recurrence of such issue moving forward.

We will continue to conduct this survey to remain updated with the evolving needs of our customers and from there, continue to recalibrate and improve our approach.

¹[Good NPS score](#)

Table 7. Summary of NPS for Aseana One, Two, and Three

Average Customer Experience Survey scores by property (NPS):	2020	2021	2022	% Latest YOY Change
Aseana One	18.1	26.2	39.0	48.85%
Aseana Two	13.8	22.4	16.0	-28.57%
Aseana Three	9.2	9.9	47.0	374.75%
Aseana Powerstation	Not available	Not available	59.0	N/A
Average*	13.7	19.5	40.25	N/A
Did a third party conduct the customer satisfaction study? (Y/N)	N	N	N	N/A

*Average for Aseana One, Aseana Two, and Aseana Three in 2020 and 2021 and average for Aseana One, Aseana Two, Aseana Three, and Aseana Powerstation in 2022

The Company's close monitoring of customer and stakeholder feedback, immediately followed by necessary corrective actions or improvements, allowed for 0 substantiated complaints on product health and safety, marketing and labeling, and customer privacy. Further, DMW strictly adheres to its [Data Privacy Policy and Health & Safety Policy](#).

Table 8. Substantiated Complaints

	2020	2021	2022	% Latest YOY Change
No of substantiated complaints on product or service health and safety	0	0	0	No Change
No. of complaints addressed	0	0	0	No Change
No. of substantiated complaints on marketing and labeling	0	0	0	No Change
No. of complaints addressed	0	0	0	No Change
No. of substantiated complaints on customer privacy	0	0	0	No Change
No. of complaints addressed	0	0	0	No Change

Pedestrian Mobility and Transportation

Mobility and means for active transportation are crucial to DMW's mission of creating sustainable city-scale real estate products.

Well-positioned pedestrian lanes, bike lanes, and skywalks allow for a truly walkable estate and inclusive ease of access – not only accessible to public and private motor vehicles but also to pedestrians, bikers, and the like.

Currently, Aseana City has 16,840.00 m of pedestrian lanes which comprise 59% of the estimated total of 28,404 m once Aseana is fully built, whereas skywalks and bike paths stand at 772 m and 2,509 m as of end-2022. These skywalks and bike paths are expected to increase over five-fold to 4,412 m and 16,315 m upon full-build out of Aseana City.

These upcoming pedestrian lanes, skywalks, and bike lanes will complement the continued development of office, retail, F&B, condominiums, shopping warehouses, hospitals, and other mixed-use buildings in Aseana.

Table 9. Pedestrian Lanes, Skywalks, Bike Lanes

	2020 (in meters)	2021 (in meters)	2022 (in meters)	Estimate upon full build-out of Aseana City (meters)
Total length of pedestrian lanes	16,840 (59% of total)	16,840 (59% of total)	16,840 (59% of total)	28,404
Total length of skywalk connection	587 (13% of total)	772 (17% of total)	772 (17% of total)	4,413
Total length of bike path/lane	0	2,509 (15% of total)	2,509 (15% of total)	16,315

Access to Needed Facilities & Infrastructure

DMW's master plan for Aseana City is centered on creating a genuinely mixed-use city where the community has immediate access to necessary facilities. Aseana is being developed as a “Next Generation” central business district (CBD) in Metro Manila—with a growing number of best-in-class recreational and entertainment outlets, commercial and retail developments, prime office space, residential condominiums, grocery warehouses, and a large-scale hospital.

Through this holistic development approach, estate residents, tourists, and office workers are granted means to live, work, commune with nature, and pursue entertainment options all within Aseana City.

Building on the growing community of Aseana and the need for religious spaces, DMW opened the Church of St. John Paul II to the public. Inspired by the papal hat or mitre, the Church of St. John Paul II is an imposing edifice welcoming all locators and visitors of Aseana. The Church has scheduled weekly masses for religious devotees.

DMW's flagship commercial project, Parqal, is set to open this year. ‘Parqal’, a wordplay from ‘park’ and ‘kalye’, aptly captures Aseana City's tenets of livability and walkability. In the middle of Parqal is

a climate-protected linear park brimming with greeneries. Protecting Parqal-goers from dynamic weather conditions is an ETFE canopy with an iconic look that illuminates Aseana City.

Parqal sits on five hectares of land stretching from Diokno Avenue to Macapagal Boulevard, 60% of its total area is dedicated to lush green landscapes and recreational facilities.

Dubbed as the “best looking mall in the Philippines” by distinguished real estate and infrastructure pundits, Parqal is a collection of nine independent four-storey buildings whose architectural expression has a modernized approach to the “Bahay-na-Bato” – the Philippines’ vernacular architecture derived from Hispanic and Chinese influences. The lower floors are designed to host retail and F&B shops whereas the upper floors will be home to offices.

Parqal is perceived to be one of the metro’s top tourist hubs, boasting its impressive architectural design, first-rate retail and commercial outlets, prominent green spaces, and proximity to public transportations. Standing on five hectares of land, Parqal reimagines the street park experience into an integrated urban street with modern conveniences.

Through land leases, DMW attracts highly prized tenants with developments that accrue to the holistic development of Aseana City. In the first half of 2022, DMW signed a 50-year contract of lease with St. Luke’s Medical Center, Inc. for a 1.4ha parcel of land in Aseana City.

St. Luke’s Medical Center is widely recognized as the leading and most respected healthcare institution in the Philippines. This development will allow Aseana’s community immediate access to world-class quality healthcare services and high-quality patient-centered care.

Through all these, Aseana City ensures a complete live, work, and play experience for its locators. DMW aims to further expand the diversity of major brands and best-in-class locators in Aseana City through its projects and partnerships with renowned and reputable institutions.

Disaster Risk Resilience

The Philippines, being in the Pacific Ring of Fire, is highly exposed to natural disasters. DMW recognizes that natural disasters and adverse weather conditions pose risks to Aseana City. As such, natural disasters are among the top risks identified in our Risk Management Manual, more comprehensively discussed in the Company’s [Risk Manual](#).

Among the strategies in place to mitigate the potential impact of natural disasters include 1) incorporation of disaster risk resilient features in the planning and build out of our buildings and the whole Aseana City in general; 2) Regular on-site inspection of flood hazard and storm surge levels, followed by the on-going formulation of necessary technical adjustments to sea wall and drainage system treatment across the estate; 3) strict on-site construction protocols implemented to ensure the safety of workers during day-to-day business operations and more importantly, during adverse weather conditions; and 4) appointment of safety marshals and conduct of regular safety drills.

Early in 2022, DMW has pledged 352,919 sqm of its office and mixed-use buildings to support the International Finance Corporation's (IFC) Building Resilience Index initiative. The [Building Resilience Index](#) is a web-based hazard mapping and resilience assessment framework that stakeholders can use to assess, improve, and disclose the resilience of their projects.

Through this pledge, DMW commits to assess the resilience of our buildings assets and from there evaluate and look to develop a roadmap to further improve on disaster risk resilience. As of writing, back-and-forth coordination between the DMW Team and IFC-BRI Team is ongoing.

Innovation

DMW constantly innovates to continue thriving amidst an ever-changing business landscape.

In addressing climate change, the Company has deemed it imperative to innovate both to manage A) inward impact (or impact of climate change on DMW explained further in [Disaster Risk Resilience](#) and [Climate Risk and Opportunities](#)) and B) outward impact (or impact of the company on the environment discussed further in [Environmental Stewardship](#)).

On the digital front, the cycle of change was accentuated by the pandemic. DMW has partnered with real estate platforms like Lamudi and Dot Property to strengthen online visibility; shifted to digital marketing events such as monthly virtual presentations and webinars; offered contactless services; adopted an online payment system; and launched an online 3D property showcase application. The Aseana City Showcase App allows potential clients to view a 3D masterplan and walkthrough of [Aseana City](#), [MidPark Towers](#), and [Parqal](#). Now that mobility is back to pre-pandemic level, these digital innovations still play a huge role in the Company's marketing activities either to complement marketing campaigns or to replace in part some traditional activities in view of cost-efficiency.

DMW will continue to engage with stakeholders and experts across multiple facets of the real estate business to identify trends and be able to innovate in anticipation of changes in customer needs and preferences.

Environmental Stewardship

DMW acknowledges its responsibility to manage its impact on the environment; the company is aware that its use of resources has substantial effect. Environmental stewardship has become a more urgent matter with climate change, especially since the Philippines is among the most affected countries.

DMW has taken notable strides towards environmental stewardship, especially regarding resource management. The Company has integrated into its culture and operations the conservation of energy and materials. The Company has also incorporated sustainability in designing its real estate products through energy efficiency, water efficiency, and waste minimization.

The Company's [Environmental Policy](#) outlines its environmental goals and the measures it undertakes towards achieving such goals. Embedded in the company's policy is the purchase of renewable energy through retail electricity supply contracts. In 2022, 59% of total electricity consumption is accounted for by renewable energy. The roles and responsibilities of DMW's management in achieving the environmental goals are also discussed in detail in its Environmental Policy.

The Philippine Development Plan 2023 – 2028 identifies waste minimization and proper waste disposal among its key strategies to establish livable communities. DMW's waste management strategy is guided by its [Waste Management Policy](#) which outlines how the Company strives to minimize waste and sets out protocols on proper waste segregation and handling.

DMW has an appointed DENR EMB-accredited Pollution Control Officer in compliance with the Philippine Environmental Impact State System (PD 1586), Toxic Substances and Hazardous and Nuclear Wastes Control Act of 1990 (RA 6969), Ecological Solid Waste Management of 2000 (RA 9003), and the Philippine Clean Water Act of 2004 (RA 9275).

Aside from managing the impact of its operations to the environment, DMW also regularly partners with DENR for environmental projects including the Adopt an Estero Program which aims rehabilitate the 1,404-meter Redemptorist Water Channel that stretches from Roxas Boulevard to Manila Bay, coastal cleanup activities, and tree planting programs, among others.

As discussed under each material topic, DMW aims to minimize impacts wherever possible. Note, that the country's re-opening program from COVID-related restrictions was in full effect in 2022. As such, foot-traffic and mobility in DMW's properties was significantly higher in 2022 than in 2021 and 2020. In addition, 8912 Asean Ave, which is the Company's largest office property, was operational for only 3 months in 2021 whereas in 2022, 8912 Asean Ave was in operation for the full year. Achieving 2022 consumption that is at par or even lower than 2021 and 2020 highlights the effectiveness of the Company's conservation efforts, discussed further in each Material Topic section below.

Table 10. Material Topics under Environmental Stewardship

Material topics	UN SDGs
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<ul style="list-style-type: none"> • Environmental Compliance • Energy Efficiency • Water Conservation • GHG Emissions • Waste Management and Recycling 	<ul style="list-style-type: none"> • SDG 6: Clean Water and Sanitation • SDG 7: Affordable and Clean Energy • SDG 12: Responsible Consumption and Production • SDG 13: Climate Action • SDG 14: Life Below Water
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Environmental Compliance

DMW strives for full compliance with the environmental regulations of the DENR and other regulatory bodies. Where there is any violation, the root cause is immediately assessed, reported, and addressed.

DMW regularly engages with relevant stakeholders to ensure strict environmental compliance. There were no reported non-compliance incidents both in 2022 and 2021, which ascertains that the Company's measures to aim for full compliance have been effective.

While there was an incident in the 2020, this was addressed swiftly and adequately.² DMW made preventative measures and submitted a position paper to the DENR - EMB NCR. No monetary fine/non-monetary sanction was levied on the Company.

Table 11. Environmental Compliance

	2020	2021*	2022	% Latest YOY Change
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	Php 0	Php 0	Php 0	No change
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	0	0	0	No change
No. of cases resolved through dispute resolution mechanism	1	0	0	No change

Energy Efficiency

² [DMW Annual and Sustainability Report 2020, p. 35](#)

Resource management is embedded in the culture of DMW. Mindful conservation of resources has been instilled across the organization – from little ways such as turning off lights upon exiting a room to a larger scale planning and design of energy efficient projects such as Parqal.

Beginning 1Q2022, the Philippine economy has fully re-opened from Covid-related mobility restrictions. This resulted to a spike in mobility to higher than pre-pandemic level and a significant increase in commercial foot-traffic. In addition, the 69,000sqm GLA 8912 Asean Ave only came online and consumed energy beginning 4Q2021 whereas 8912 was in operation for the full year of 2022. Despite these, DMW managed to keep total energy consumption at 13,824,010.98kWh, only 3.85% higher YoY. This reflects the positive impact of all the Company’s conservation efforts. The Company has met its 2022 energy consumption reduction target which was benchmarked against its 2019 energy consumption. Given the more ‘normalized’ level of operations in 2022, DMW has deemed it apt to now base its energy consumption targets in 2023 against its 2022 performance.

The Company procures renewable energy via retail electricity supply contracts. Approximately 59% of the Company’s total energy consumption is accounted for by renewable energy. The Company has restated its renewable energy consumption 2020 and 2021 data to align with industry standards. Previously, the Company included the renewable energy share estimate in the power supply mix of its electric distribution utility in the computation of total renewable energy consumed. In the restated data 2020 to 2022, the Company only included renewable energy which were procured through retail electricity supply contracts.

The Company will continue to manage its energy consumption through mindful consumption and through the development of energy-efficient real estate products. Further, the Company aims for a higher share of renewable energy to total consumption. Once, the operating metrics and consumption level of newly opened properties stabilize, the Company will explore additional retail electricity supply contracts for renewable energy.

The Company’s flagship project – Parqal – is constructed in line with the rigorous requirements of the Philippine Green Building Council’s Building for Ecologically Responsive Design Excellence (BERDE). Among the requirements of BERDE is the reduction of peak energy consumption in kWh/person/m2 of at least 35%

Table 12. Energy Consumption

	2020 (kWh)	2021* (kWh)	2022 (kWh)	% Latest YOY Change
Total Energy** Consumption	13,275,561.93	13,310,897.28	13,824,010.98	3.85%
Renewable Energy***	8,541,131.90	8,956,924.66	8,209,254.52	-8.35%
Non-Renewable Energy	4,734,430.03	4,353,972.62	5,614,756.46	28.96%

*Aseana 8912 has been operational only since the fourth quarter of 2021.

**Except for Pixel Residences, energy consumption reported covers the consumption of the whole building -- including consumption of tenants -- as DMW believes property companies have the capacity to influence tenant consumption. Data for Pixel Residences only cover

energy consumption in common use areas and DMW-owned ground floor commercial space. Pixel Residences has already been fully turned over to buyers

***Procured renewable energy via retail electricity supply contracts

Diesel consumption slightly increased to 304,729.95 liters as the lifting of Covid-related restrictions early in 2022 caused a significant uptick in mobility. Gasoline consumption was 9.98% lower year on year despite the surge in mobility. DMW was able to control its gasoline and diesel consumption despite a full re-opening from Covid-related restrictions through promoting active mobility across the entire organization -- where walking through the pedestrian lanes and skywalks across the estate is encouraged for activities or transactions within Aseana City.

Table 13. Gasoline and Diesel Consumption

Fuel Type	Total Fuel Consumption 2020 (L)	Total Fuel Consumption 2021 (L)	Total Fuel Consumption 2022 (L)	% Latest YOY Change
Gasoline	4,081.08	10,926.42	9,836.15	-9.98%
Diesel*	380,581.39	292,025.20	304,729.95	4.35%

*Diesel use considers generator sets, transportation, construction equipment, and other diesel-intensive activities

Water Conservation

Just as energy conservation is embedded in the Company's culture, so too is water conservation. DMW endeavors to conserve water throughout its operations and ensures it is used mindfully and treated properly prior to discharge. DMW implements a wide range of water conservation initiatives in its buildings, ranging from the installation of more efficient equipment to educating employees and tenants about water-saving best practices. DMW tracks the use of water across its facilities to understand consumption patterns and the Company initiates measures on identified areas for improvement.

The Company's properties consumed a total of 117,118 m³ in 2022, 8.17% lower than 2021 consumption. This decline in consumption was recorded in a year when foot-traffic and mobility surged to a level higher than before the pandemic; this highlights the success of the Company's efforts to conserve water. Notably, water consumption is significantly lower in Aseana Three, 8912 Asean Ave, and in DMW project sites.

DMW aims to further improve water efficiency of its properties. Among its significant undertakings is the construction of its Flagship Project Parqal in line with the rigorous requirements of the Philippine Green Building Council's Building for Ecologically Responsive Design Excellence (BERDE). Among the requirements of BERDE is the at-least-50% reduction of water consumption m³/m²/person based on an 8-hour shift.

Table 14. Water Consumption

	Total 2020 Consumption (m ³)	Total 2021 Consumption (m ³)	Total 2022 Consumption (m ³)	% Latest YOY Change

Total Water Consumption	124,810.00	127,532.00	117,118.00	-8.17%
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DMW does not have complete meters in place to accurately track and break down the volume of effluents. For the purpose of this report, it is assumed that Water Withdrawal is 100% equal to both Water Consumption and Water Discharge. Wastewater data covers data for entire building assets, including tenants' consumption.

Air Emissions (GHG Emissions)

As the real estate industry accounts for a chunk of global carbon emissions, DMW accepts the responsibility to manage and reduce emissions. The Company recognizes that while efforts to limit environmental footprint across the globe have progressed, a lot more needs to be done to limit the increase of global average temperature to well-below 2.0°C above pre-industrial baseline.

For its part, DMW moved to lower emissions by reducing reliance on non-renewable energy sources and creating a more energy-efficient portfolio, further discussed in the [Energy Efficiency](#) section.

DMW restated its 2020 and 2021 emissions data to align the computation of GHG Scope 1 and Scope 2 with Intergovernmental Panel on Climate Change's (IPCC) emission factors. The Company uses the market-based method in computing for its GHG Scope 2 emissions where an emission factor of 0 CO₂/MWh is assigned on renewable energy consumed, consistent with the Company's redeemed I-RECs. The reported GHG Scope 2 emissions include emissions from the electricity consumption of its building tenants, not only DMW's own emissions, as the Company believes that building landlords have the capacity to influence tenant consumption and should use such influence to help lower emissions. As such, the Company sets its emission reduction targets based on total building emissions.

The Company's Scope 1 (direct) and Scope 2 (indirect) emissions are summarized in Tables 15 to 16. Direct emissions were capped at 843.1 MT CO₂, only 3.99% higher YoY despite the uptick in mobility related to the lifting of Covid restrictions. The Company's efforts to promote active mobility across the estate helped in limiting direct emissions, these efforts are discussed in detail in the [Energy Efficiency](#) section.

Meanwhile, indirect emissions rose 28.93% despite total electricity consumption only increasing by 3.85%. The disproportionate rise of indirect emissions is due to a lower percentage of renewable energy used in 2022 compared to 2021. Aseana One and Aseana Two are both fully powered by renewable energy procured through retail electricity supply contracts with Aboitiz Power. Meanwhile, other properties, including the newly-opened 8912 Asean Ave procures electricity from Meralco – an electric distribution utility. The Company's assumption for computing renewable energy is that the electricity procured from Meralco is 100% non-renewable. The Company's renewable energy computation is discussed in detail in the [Energy Efficiency](#) section.

Moving forward, the Company aims to decrease GHG Emissions through increasing the share of renewable energy in its total electricity consumption via additional retail electricity supply contracts or exploring onsite renewable energy generation for select properties.

Table 15. GHG Emissions Scope 1

	GHG Emissions Scope 1 2020 (MT CO ₂)	GHG Emissions Scope 1 2021 (MT CO ₂)	GHG Emissions Scope 1 2022 (MT CO ₂)	% Latest YOY Change
Total GHG Emissions Scope 1	1,033.6 MT CO ₂	810.7 MT CO ₂	843.1 MT CO ₂	3.99%

Table 16. GHG Emissions Scope 2

	GHG Emissions Scope 2 2020 (tonnes CO ₂)	GHG emissions Scope 2 2021 (tonnes CO ₂)	GHG emissions Scope 2 2022 (tonnes CO ₂)	% Latest YOY Change
Total GHG Emissions Scope 2	2,048.00	1,884.00	2,429.00	28.93%

For the year 2022, the Company did not conduct air pollutant emission test for standby gensets in adherence to DENR-EMB memorandum circular 2022-03. Although air pollutant emission test was not conducted, the Company continues to implement the programs it has in place to minimize air pollutant emissions.

Table 17. Air Pollutants

Air Emissions - Air Pollutants	2020	2021	2022	% Latest YOY Change
Nitrogen oxides (NOx)	5,709.20 mg/Ncm	725.67 mg/Ncm	Not available	N/A
Carbon monoxide (CO)	811.20 mg/Ncm	585.92 mg/Ncm	Not available	N/A

The Company has not collected data for other air pollutants such as sulfur oxides (SOx), persistent organic pollutants (POPs), volatile organic compounds (VOCs), hazardous air pollutants (HAPs), and particulate matter (PM). For the year 2022, the Company did not conduct air pollutant emission test for standby gensets in adherence to DENR-EMB memorandum circular 2022-03

Waste Management and Recycling

DMW acknowledges that the development and operation of real estate assets account for large quantities of waste and material usage, which the Company manages as best as it can to minimize negative impacts through reuse and recycling in the project development process and property management operations.

DMW's [Waste Management Policy](#) guides the company's actions towards achieving its goal of limiting its environmental footprint through waste minimization, segregation, proper handling, and recycling.

In the development of Parqal, all construction materials and design elements were selected in alignment and compliance with Philippine Green Building Council's Building for Ecologically Responsive Design Excellence (BERDE) Program. By considering the lifecycle of all aspects of the architectural design, structural frames, and other construction materials, DMW aims for Parqal's BERDE certification. Further, materials in all the Company's developments are vetted against occupant health through safe non-toxic materials, durability, and end-of-life reclamation options.

DMW ensures that waste is properly handled through strict accreditation of third-party vendors. For solid wastes generated, Aseana City strictly requires all its partner-vendors to secure and periodically update its permit-to-dump issued by the Metro Manila Development Authority (MMDA). Similarly, for hazardous waste generated, DMW requires its vendors/partners to secure an updated TSD Registration Certificate and HW Transporter Registration Certificate. This ensures that vendors and partners are duly registered and recognized by the Environmental Management Bureau of the Department of Environment and Natural Resources.

The Company also partnered with Basic Environmental Systems and Technologies, Inc. to launch its “Trash-to-Cashback Program” where select waste materials are exchanged for “environmental points” in Aseana City drop-off locations. All the waste materials collected are then recycled or upcycled.

Table 18 summarizes the amount of solid waste and hazardous waste generated throughout DMW’s properties. Despite an uptick in activities in 2022, following the post-COVID re-opening of the country, DMW’s total solid waste generated even declined to 1,135,888kg, 19.86% lower year-over-year. On hazardous waste, the Company recorded a 10.24% yoy drop to 31,125 kg. This year-over-year reduction in waste generation even amidst an uptick in foot-traffic and activity highlights the success of the company’s waste minimization efforts.

Table 18. Waste Generated*

	Total 2020 Consumption (m ³)	Total 2021 Consumption (m ³)	Total 2022	% Latest YOY Change in Waste Generation
Total solid waste generated	1,397,632 kg	1,417,448 kg	1,135,888 kg	-19.86%
Total weight of hazardous waste generated and transported***	10,065.60 kg**	34,677 kg	31,125 kg	-10.24%

*Weight per type of waste (e.g., reusable, recyclable, composted, incinerated, residuals/landfilled) is not yet available

**Reported 2020 data only covers 6 months’ worth of hauling due to limited available data following the end of contract with our previous hauler in the 2H20

***Hazardous waste pertains to used oil, lead batteries, paint sludge, busted lights, and other construction, industrial and chemical waste.

Table 19. Materials Used by the Company

Material	2020	2021	2022	% Latest YOY Change
Acetylene	246 tanks	80 tanks	180 tanks	125.00%
Cement	8,800 kg	73,520 kg	72,400 kg	-1.52%
Common wire nail	75 kg	514 kg	267 kg	-48.05%
Concrete pile epoxy	1,490 sets	24 sets	40 sets	66.67%
Cutting disc	380 pcs	72 pcs	52 pcs	-27.78%
Deformed rebars	3,125,539 kg	5,916,000 kg	30,693,205 kg	418.82%
G.I. tie wire	12,235 kg	420 kg	345 kg	-17.86%
Gravel	32 m3	137 m3	360 m3	162.77%
Grinding disc	128 pcs	30 pcs	30 pcs	No change

HDPE coupling	6 pcs	62 pcs	6 pcs	-90.32%
HDPE pipe	46 rolls	190 rolls	253 rolls	33.16%
HDPE stub-out	24 pcs	50 pcs	54 pcs	8.00%
HDPE tee reducer	1 pc	14 pcs	24 pcs	71.43%
Marine plywood	760 pcs	420 pcs	114 pcs	-72.86%
Oxygen	501 tanks	124 tanks	278 tanks	124.19%
Paving block	14,050 pcs	62,350 pcs	302,720 pcs	385.52%
Phenolic board	170 pcs	665 pcs	523 pcs	-21.35%
Primer	17 pails	34 pails	28 pails	-17.65%
Ready-mix concrete	24,571,080 kg	25,525 kg	61,569 kg	141.21%
Vibro sand	41,270 kg	129 m3	762 m3	490.70%

On effluents, the Company regularly tests parameters as required by the DENR Administrative Order 2016-08 for Water Quality Guidelines & General Effluents Standards. However, for the purpose of Sustainability Reporting, the Company assumes total volume of water discharge is equivalent to water withdrawal due to temporary absence of a flowmeter. DMW commits to install a flowmeter to properly track effluent discharge moving forward.

The company aims to have a sound waste and effluent management system and as such commits to improve tracking of effluents and the disposal method of solid waste moving forward. DMW will continue its waste minimization, segregation, proper waste handling, and recycling efforts.

Climate Disclosures

In assessing its Climate-related risks and opportunities, DMW looked at the Intergovernmental Panel on Climate Change (IPCC) scenarios RCP8.5, RCP4.5, and RCP2.6. The RCP8.5 scenario, where no change in emissions is expected, may lead to an increase in average global temperature of over 4.0°C by year 2100 whereas in the RCP2.6 scenario, which is aligned with the goals of [The Paris Agreement](#) and where global emissions are expected to reach net-negative, may limit increase in average global temperature to below 2.0°C by 2100. In between these two scenario extremes, the Company looked at the intermediate scenario RCP4.5 which represents a scenario with moderate mitigation efforts; this may lead to an increase in average global temperature of 3.0°C by year 2100.

DMW continues to do its part in limiting emissions. The Company's efforts are discussed in detail throughout the whole [Environmental Stewardship](#) section of this report.

Transitioning to a lower-carbon economy may entail risks relating to policy, legal, technology, and market changes to address adaptation requirements related to climate change. An insufficient collective response to climate change will result to a less-than-ideal increase in average global temperature which will then lead to acute and chronic physical risks.

Efforts to mitigate and adapt to climate change also produce opportunities, particularly for organizations at the forefront of developments.

Enumerated below are the Company's identified climate-related risks and mitigants as well as climate-related opportunities:

Table 20. Climate-Related Risks

Risk Category	Risk Type	Examples	Mitigants
Physical Risks	Acute Risks	Increased severity of typhoons and flooding	<p>Among the strategies in place to mitigate the potential impact of physical risks to climate change include:</p> <ul style="list-style-type: none"> • Incorporation of disaster risk resilient features in the planning and build out of the whole Aseana City • Regular on-site inspection of flood hazard and storm surge levels, followed by the on-going formulation of necessary technical adjustments to sea wall and drainage system treatment across the estate • Periodic review and inspection of reclamation works • Pledged 352,919 sqm of office and mixed-use buildings to support the International Finance Corporation’s (IFC) Building Resilience Index initiative
	Chronic Risks	Sustained higher temperatures causing sea level rise or chronic heat waves	
Transition Risks	Policy and Legal Risks	Regulatory changes including carbon taxation, climate-related litigation risk	<p>DMW employs tangible methods to limit emissions including through:</p> <ul style="list-style-type: none"> • Procurement of renewable energy via retail electricity supply contracts, which in 2022 accounted for bulk of DMW’s energy consumption • Development of flagship project – the over 70,000sqm Parqal – in accordance with Sustainability requirements of Building for Ecologically Responsive Design Excellence (BERDE) Program of the Philippine Green Building Council • Retrofitting of building equipment (E.g., LED lights) • Aseana City is built on tenets of pedestrian mobility and walkability; across the estate, pedestrian lanes, elevated walkways, and bike lanes are abundant, which allow residents to forego use of automotive vehicles within the estate.
	Technology Risks	Technological innovations that support the transition to a lower-carbon economy can hasten obsolescence of higher emission technologies	
	Market Risk	Shift in consumer preference, a more environmental footprint-conscious consumer, aversion to high-emission assets	
	Reputational Risk	Companies without tangible action to reduce emissions may suffer reputational repercussion	

Table 21. Climate-Related Opportunities

Category	Opportunity	DMW’s Actions to Capture Opportunities
Resource Efficiency	Direct cost savings through resource efficiency	<ul style="list-style-type: none"> • Development of its largest commercial asset – Parqal -- in accordance with operational eco-

		<p>efficiency requirements under the Building for Ecologically Responsive Design Excellence (BERDE) Program of the Philippine Green Building Council. Among the requirements of BERDE are A) reduction of peak energy consumption in kWh/person/m² of at least 35% and B) at-least-50% reduction of water consumption m³/m²/person based on an 8-hour shift.</p> <ul style="list-style-type: none"> • New buildings have energy efficient features including LED lights, variable refrigerant flow air-conditioning, and double-glazed curtain walls, among others. • Retrofitting of building equipment
Energy Source	The trend toward clean energy, rapidly declining costs, and adoption of these technologies is significant. Organizations that shift their energy usage toward low emission energy sources could potentially save on annual energy costs moving forward.	<ul style="list-style-type: none"> • The Company procures renewable energy via retail electricity supply contracts, which in 2022 accounted for bulk of energy consumption.
Products	Organizations that innovate and develop new low-emission products may improve their competitive position and capitalize on shifting client preferences.	<ul style="list-style-type: none"> • Development of flagship project – the over 70,000sqm Parqal – in accordance with Sustainability requirements of Building for Ecologically Responsive Design Excellence (BERDE) Program of the Philippine Green Building Council
Markets	Capital markets are starting to assign a premium on sustainable products	
Resilience	Climate change and disaster risk-resilient buildings may command a premium in the future.	<ul style="list-style-type: none"> • DMW pledged 352,919 sqm of office and mixed-use buildings to support the International Finance Corporation’s (IFC) Building Resilience Index initiative • Incorporation of disaster risk resilient features in the planning and build out of the whole Aseana City • Regular on-site inspection of flood hazard and storm surge levels, followed by the on-going formulation of necessary technical adjustments to sea wall and drainage system treatment across the estate

Good Governance and Ethical Business Practice

The Company believes that sound policies, regulations, and fair management constitute the backbone of a successful organization. Emphasizing good governance and ethical business practices allows DMW to forge relationships with its business partners built on the foundation of mutual trust. These themes are covered in the material topics identified in Table 22.

Crucial to good governance are concrete systems and policies that serve as comprehensive references to ensure consistent actions. Our publicly available [Code of Business Conduct and Ethics](#) details the scope of our commitments and principles which our employees and business partners must adhere to.

Along with our [Employee Code of Conduct](#) and [Supplier Code of Conduct](#), our Human Rights Commitment, Anti-Corruption Policy, and Data Privacy Policy are also publicly available. Of equal importance, our Whistle Blowing policy provides a formal mechanism for relevant stakeholders to raise concerns and provides assurance that “whistleblowers” will be protected from any form of harassment for whistleblowing.

We utilize our [Risk Management Manual](#) to identify risks, outline processes to mitigate risks, and designate roles and responsibilities. The company’s Risk Management Manual is updated periodically to keep in-tune with both re-emerging and new risks.

Table 22. Material Topics under Good Governance and Ethical Business Practice

Material topics	UN SDGs
<ul style="list-style-type: none"> ● Business Conduct and Ethics (Corruption, Bribery, Data Privacy, Fair-Dealing) ● Risk Management 	<ul style="list-style-type: none"> ● SDG 16: Peace, Justice, and Strong Institutions

Business Conduct and Ethics (Corruption, Bribery, Data Privacy, Fair-Dealing)

In its 58 years of operations, DMW has built a reputation of having fair and ethical business practices. Embedded in its codes of conduct are tenets of ethics and fair dealing, which the Company implements and monitors with formal mechanisms for relevant stakeholders to raise concerns, along with an assurance that “whistleblowers” will be protected from any form of harassment.

The [Anti-Corruption Policy](#) guides its employees and business partners against bribery, extortion, and the solicitation of money, material objects, free meals, signing privileges, discounts, and other special favors not permitted by the Company. DMW strictly enforces this and has a zero tolerance on corruption.

The Company discusses this comprehensively with new hires during the New Employee Orientation (NEO), periodically conducts anti-corruption training for tenured employees, consistently communicates it to stakeholders, and includes it in all contracts and agreements. As a case in point, provisions on Anti-Corruption, Anti-Bribery, Data Protection, Confidential Information, Intellectual Property, and others are included in DMW’s Employee Code of Conduct and Supplier Code of Conduct.

As with previous years, DMW has not had any reported incident of corruption within the company nor with its business partners. This testifies to the Company’s efforts in promoting proper business conduct – all suppliers and business partners were briefed on DMW’s anti-corruption policies, and all DMW directors, management, and employees received anti-corruption training.

The Company's [Whistleblowing Policy](#) fortifies its anti-corruption efforts. This serves as a formal mechanism to encourage and protect internal and external stakeholders who whistle-blow on perceived malpractices.

DMW's commitment to data protection is also part of this material topic, which its [Data Privacy Policy](#) highlights. The Data Privacy Policy ensures compliance with all applicable laws concerning data protection and guarantees that any confidential business information or trade secrets gained by virtue of business activities with the company is maintained confidential and will not be improperly used or disclosed to third parties.

As always, DMW will continue to uphold principles of good governance and ethical business practices in its operations.

Risk Management

DMW is cognizant of various risks including operational, financial, and ESG risks. The Company adopted the [Enterprise Risk Management \(ERM\) framework](#) for its Risk Manual. This involves 1) Identifying Risks, 2) Assessing and Prioritizing Risks, 3) Responding to Risks, and 4) Monitoring the Risks and the Response.

The Audit and Risk Committee oversees the Company's ERM system and DMW's Chief Risk Officer (CRO) champions, supervises, and improves the ERM process.

The Company recognizes that the direct and indirect effects of climate change expose the Company to risks. This includes higher costs for resources, stricter government regulations, and potential damage to properties due to extreme weather events. The Company's assessment of climate-related risks and opportunities is discussed in greater detail here: [Climate Risks and Opportunities](#).

People-Centric Labor Practices

Just as DMW prioritizes the quality of life of its tenants, the company is also committed to ensure the well-being of its employees, contractors, and business partners through fundamental respect of human rights, providing avenues for growth, and ensuring a safe and conducive work-environment. The material topics under this pillar focus on the items summarized in Table 23 below with the corresponding UN SDGs.

Table 23. Material Topics under People-Centric Labor Practices

Material topics	UN SDGs
<ul style="list-style-type: none"> Human Rights (Child labor, forced labor, discrimination, harassment) Employee Retention Employee Well-being Health and Safety (Occupational) Human Capital Development 	<ul style="list-style-type: none"> SDG 1: No Poverty SDG 3: Good Health and Well-being SDG 5: Gender Equality SDG 8: Decent Work and Economic Growth SDG 10: Reduced Inequalities

Human Rights (Child Labor, Forced Labor, Discrimination, Harassment)

DMW's [Human Rights Commitment](#) asserts its dedication toward a proper work environment, which includes preventing child labor, forced labor, human trafficking, harassment, and discrimination. This also includes upholding health and safety and fair working conditions both in the Company's own operations and in that of its external business partners.

Testament to the strength of DMW's internal measures to respect human rights, the company continued to record zero (0) incidents of child labor, forced labor, discrimination, and harassment.

Table 24. Incidents of Child Labor, Forced Labor, Discrimination, and Harassment

	2020	2021	2022	% Latest YOY Change
No. of legal actions or employee grievances involving forced or child labor	0	0	0	No Change
No. of Incidents of Discrimination and Harassment	0	0	0	No Change

The company values diversity: employment is decided on the basis of qualification, merit, and business need. Tables 25 to 28 show that the company has men and women of different ages in various positions and has employees from the vulnerable sector in its workforce. There are currently no employees covered under Collective Bargaining Agreements, although the Company has conducted

multiple sessions and consultations to discuss employee-related policies. DMW will continue to strictly implement and actively promote its Human Rights Commitment.

Table 25. Employee Breakdown by Gender

	2020	2021	2022	% Latest YOY Change
Total number of employees	328	330	374	13.33%
No. of female employees	111	115	141	22.61%
No. of male employees	217	215	233	8.37%

Table 26. Employee Breakdown by Position and Gender

Position	Male	Female	Subtotal by position
Executive / Top Management	6	1	7
Senior Management	11	4	15
Middle Management	29	15	44
Officers and Professionals	59	37	96
Rank and File	30	67	97
Blue collar workers	12	0	12
Skilled workers	66	0	66
Consultant	20	17	37
Total	233	141	374

Table 27. Employee Breakdown by Age and Gender

Age	Male	Female	Subtotal by age
< 30 years old	62	84	146
30-50 years old	127	52	179
> 50 years old	44	5	49
Total	233	141	374

Table 28. Employees from the Vulnerable Sector

	2020	2021	2022	% Latest YOY Change
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PWDs in the workforce	Not available	4	4	No change
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Employee Well-being

DMW attends to employees' well-being through fair and competitive compensation and a wide range of benefits on top of what is legally mandated. Salient benefits include flexible working hours, grant of hybrid work arrangement on case-to-case basis, cash advances, car plan, extended HMO coverage, and the like. Table 29 summarizes the benefits we offer and the percentage of employees who availed them.

The Company conducts regular Employee Engagement and Culture Survey to ensure employee well-being and to be able to address areas for improvement, if any. The survey is a 4-point Likert scale questionnaire with response options "4-strongly agree", "3-agree", "2-disagree", "1-strongly disagree" on questions relevant to employee well-being. In 2022, 97% of respondents were "Satisfied" – employees whose average response is '3' or more.

DMW will continue to keep in tune with employee needs and preferences and continue to work on areas that can be further improved.

Table 29. Employee Benefits

Benefits	% of women who availed in 2022	% of men who availed in 2022
SSS	6%	8%
Philhealth	4%	0%
Pag-IBIG	6%	10%
Parental leave	1%	5%
Vacation Leave	88%	52%
Sick Leave	88%	52%
Medical benefits (aside from Philhealth) HMO	88%	52%
Housing assistance (aside from Pag-ibig)	0%	0%
Retirement fund (aside from SSS)	0%	1%
Further education support	0%	0%
Company Stock options	0%	0%
Telecommuting	88%	52%
Flexible working hours	88%	52%

Employees who availed of benefits include those separated or resigned in 2022.

Table 30. Employee Engagement and Culture Survey Results

	2020	2021	2022	% Latest YOY Change
Satisfied respondents	98%	98%	97%	-1.02%

Occupational Health and Safety

DMW is cognizant of inherent health and safety risks in the real estate development and construction business. The Company's [Enterprise Risk Manual](#) identifies safety and health among its most impactful risks. As such, DMW has detailed guidelines and implemented policies to ensure that these risks are well-mitigated.

Across all sites, strict construction protocols are implemented. The regular rainy season is also factored in the work plan of projects to ensure that higher-risk activities are avoided during adverse weather conditions. The Company also implements policies such that its properties and work sites have the needed medical professionals, safety officers, and first responders on standby. Further, regular safety drills are being conducted along with weekly huddles of assigned personnel to continuously reinforce safety protocols.

Meanwhile, the Company recognized the additional risk on health and safety resulting from the pandemic and has acted with urgency. In addition to the Company's COVID-related health and safety efforts discussed under [Health and Safety](#), DMW also implemented a hybrid work model for its workforce.

Across all companies, DMW had 858,872 safe man-hours and had no work-related fatalities, illnesses, major injuries nor minor injuries in 2022. This outstanding record is testament to the Company's commitment to occupational health and safety. The Company will continue to promote OHS and strictly implement safety policies in the workplace.

Table 31. Occupational Health and Safety

	2020	2021	2022	% Latest YOY Change
Safe Man-Hours (covers site-based workers only)	220,712 hr	826,313 hr	858,872 hr	3.94%
No. of work-related injuries	1 (minor)	2 (minor)	0	-100%
No. of work-related fatalities	0	0	0	No Change
No. of work-related ill-	0	0	0	No Change

health				
No. of safety drills and training (includes those undergone by both employees & on-site workers)	6 employee safety trainings Weekly huddles to reinforce safety protocols	6 employee safety trainings Weekly huddles to reinforce safety protocols	5 employee safety trainings Weekly huddles to reinforce safety protocols	-16.67%

Employee Retention

DMW treats its employees as indispensable assets. Thereby, the company continuously invests in employee development and well-being.

Details on the training programs provided to employees are discussed in [Human Capital Development](#) while the Company's efforts to ensure employee well-being are detailed in this segment: [Employee Well-being](#).

The pandemic has significantly affected the country's labor force, with turnover rates rising across most industries. For instance, the turnover rate of the construction industry rose from 21.6% in 2020 to 47.9% in 2021.³ The Company experienced the same increase in turnover rate in 2021, albeit lower than the industry's rate. DMW recognizes that a high turnover rate will negatively affect efficiency in its operations. In 2022, the Company's efforts yielded positive results as turnover rate declined to 21.4% from 25.8% in the year prior.

DMW will continue to invest in employee development and well-being.

Table 32. Turnover Rate

	2020	2021	2022	% Latest YOY Change
Turnover rate	17.4%	25.8%	21.4%	-17.05%

Human Capital Development

Upskilling employees is fundamental to the Company's success in steering through the ever-changing business landscape. This has become especially relevant as the COVID-19 pandemic caused a paradigm shift in the conduct of business.

DMW provided more than 20 in-house and external training sessions for its employees (Tables 33 and 34). The company maintained its standard learning sessions that covered topics such as time management, personal finance, stress management, and COVID-19-related self-care

³ [The ongoing resignation of 2021: 5 ways companies can retain talent](#)

recommendations. These were supplemented by external courses and seminars covering various industry-specific topics.

Total training hours increased by 29% to 2,921.00 and average training hours per employee improved to 7.81 from 6.86 on the back of increased number of offered training programs as well as due to higher participation of employees. The employees attributed their increased participation to the improved relevance of offered training sessions both to their careers and personal life.

DMW has an established Career Pathing Program which is a system to proactively identify and reward high-performing employees. In 2022, most 'high potential employees' were promoted to higher positions, resulting in the uptick of internal hire ratio.

DMW will continue to promote a culture of growth through providing best-in-class training programs and constantly improving on these programs to remain abreast with evolving needs. The Company also commits to further expand its Career Pathing Program.

Table 33. In-House Training Programs

In-House Training and/or Standard Learning Sessions	Topics / skills
New Employee Orientation	Company Profile, Vision, Mission and Values, Policies and Procedures, Safety and Health Protocols, Guidelines
HR Hour	HR Updates, Timekeeping Policies and Procedures, Protocols and Guidelines and other pandemic-related topics (Resilience, Health Tips, Mental Health), Anti Money Laundering and other Law Updates
Sales Training	Presentation Skills for Property Specialists
Chair Yoga	Yoga stretches employees can do at their own desk.
Matters of the H.E.A.R.T (Hypertension Education Awareness Response Treatment)	Hypertension Education Awareness Response Treatment
Booster Vaccination Education	COVID-19 Booster Information
Healthy Heart, Healthy You: Cardiovascular Disease Prevention and Control Program	Ways to prevent cardiovascular diseases.

Table 34. External Training Programs, Seminars, and Courses

Program	Topics and Skills
Customer Service Training	Customer Service, Professionalism
CPD Live Webinar for Architecture	Technical Aspect of Subdivision and Condominium Buyers Protective Decree (Pd 957), Effective Construction Project Risk Planning & Management, Government Procurement Reform Act (R.A.9184)

CPD Live Webinar for Engineering	Sustainable Drainage Design and Analysis In Epaswmm Software For Land Development Projects, Road Construction Methodology, Effective Construction Project Planning & Management, Planning Of Mass Transportation In The Philippines, Traffic Impact Assessment (Tia) For Sustainable Development, Design Of A Better Normal Active Transportation/Bicycle Facilities In The Philippines, Sustainable Drainage System Design In Vertical & Horizontal Infrastructures
First Aid Training	Best occupational first aid practices
Pollution Control Training	Environment/Pollution Management, Compliance, Reports
CPD for Accountants	Tax Updates and Taxpayer Bill of Rights
Document Control and Records Management Training	Records Management
Basic Pollution Control Officer Training	Environment/Pollution Management, Compliance, Reports
47th IIEE	Latest technological trends, best practices, new industry regulations
Data Protection Officer Certification	Data Privacy Act and its Implementing Rules
Leadership Trends Forum 2022	Global Leadership Forecast 2023 Trends Highlights
Energy Management Training Certification	ASHRAE Standards, Energy Audit and Instrumentation, Industrial Systems
Revit MEP Fundamentals	Basics of HVAC, electrical, piping/plumbing and more
Civil 3D Fundamentals	Workflows for various civil engineering projects
Autodesk Infraworks	Designing automated 3D model building capabilities, web-based technology, and vertically specialized using Infraworks
ISO Orientation	Quality Management
Bloomberg IR Workshop: Prospecting and Driving Investor Conversations	IR Best Practices, uses of Bloomberg to better reach investors
TCFD Climate-Related Financial Reporting	Climate-related reporting and practical examples
UN Women: Inclusion of Gender Indicators in Sustainability Disclosures Training	Gender-related disclosures in Sustainability Reporting

Table 35. Employee Training and Development

	2020	2021	2022	% Latest YOY Change
Total training hours (hr)	1,112 hr	2,262.5 hr	2,921.0 hr	29.10%

Female training hours (hr)	684.5 hr	1,226.8 hr	1,412 hr	23.00%
Male training hours (hr)	427.5 hr	1,035.7 hr	1,509 hr	41.06%
Average training hours provided to employees	3.39 hr/employee	6.86 hr/employee	7.81 hr/employee	13.85%
Internal hires (%)	Not available	18%	26%	44.44%

Economic Development

The Philippine Development Plan 2023-2028 aims to bring the country towards achieving an upper middle-income economy by 2025.

As one of the largest property companies in the country in terms of market capitalization, DMW recognizes its role in contributing to the Philippine economy through payment of taxes, local procurement, and employment generation, among others. Material Topics in this pillar focuses on the Company's contribution to the country's economic development, as identified in Table 36.

Through its diverse real estate products, DMW has stayed resilient throughout the ebb and flow of the industry for nearly 60 years. As of end-2022, DMW leases out 166,015 sqms of land, manages 162,351 sqms of leasable floor area, sells residential products, and undertakes construction projects.

Table 36. Material Topics under Economic Development

Material topics	UN SDGs
<ul style="list-style-type: none"> • Economic value generated • Employment generated • Local purchases 	<ul style="list-style-type: none"> • SDG 1: No Poverty • SDG 8: Decent Work and Economic Growth

Economic Value Generated

Through the development of Aseana City, DMW generates employment, stirs economic activity, and contributes to overall economic growth. Throughout the development cycle, jobs are created; business opportunities are opened; and tax revenues are consistently generated for the government.

In 2022, DMW managed to grow its revenues significantly despite a macroeconomic backdrop tainted by relatively high inflation and rising interest rates. The Company's Annual Report details DMW's financial performance for the year, summarized in Table 37. Revenues rose 22.44% to Php4.2 billion from Php3.4 billion while operating costs increased to Php1.3 billion. Employee wages and benefits increased to Php172.1 million as the Company's workforce continued to grow during the pandemic and despite macroeconomic headwinds. Taxes given to the government was at Php467 million.

Payments to suppliers and community investments stood at Php2.5 billion and Php68.3 million, respectively.

The Company's financial performance highlights its resilience and steady growth even during crises. DMW will further strengthen our presence in the property development industry in the years to come.

Table 37. Direct Economic Value Generated and Distributed

	2020	2021	2022	% Latest YOY Change
Direct economic value generated (Revenue)	Php2,734,364,926.00	Php3,446,712,914.00	Php4,220,264,810.00	22.44%
Direct economic value distributed:				
Operating costs	Php850,394,544.00	Php790,418,156.00	Php1,345,229,029.00	70.19%
Employee wages & benefits	Php156,690,816.00	Php158,678,421.00	Php172,091,518.00	8.45%
Payments to suppliers and other operating costs	Php3,433,841,046.93	Php2,036,764,612.63	Php2,483,195,465.95	21.92%
Dividends to stockholders and interest payments to loan providers	Php185,664,130.94	Php176,135,394.94	Php218,618,501.57	24.12%
Taxes given to government	Php637,849,282.00	Php486,282,675.00	Php467,117,935.00	-3.94%
Community investments (e.g., donations, CSR)	Php82,361,694.00	Php35,458,190.78	Php68,283,297.49	92.57%

Employment Generated

Employees are indispensable assets to DMW. As the Company grows, the employment opportunities also grow and by extent increases DMW's contribution to the country's overall employment.

In 2022, DMW hired 118 new employees, which resulted in a new hire rate of 31.6%. This is higher than the prior year's which is 20.3%. Given DMW's planned expansions, the Company expects its workforce to continue growing moving forward.

Table 38. Newly Hired Employees

Company	New female employees	New male employees	Total new employees
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Total	57	61	118
New hire rate			31.55%

Local Purchases

DMW aspires to continuously contribute to building a better nation. The Company strengthens its local economy by purchasing from local suppliers; this is crucial to the Philippine economy as the country recovers from the pandemic and is currently faced by macroeconomic headwinds. In spending most of its procurement budget on domestic suppliers, DMW supports local enterprises and helps prevent further economic dips in the local industry. The Company plans to further expand its roster of domestic suppliers.

Table 39. Procurement Practices

Location	Number of suppliers	% of Total suppliers	% of Procurement Budget
Local	201	99.5%	98.6%
International	1	0.5%	1.4%
Total	202	100%	100%

Local suppliers include foreign brands with local operations in the Philippines.

SUMMARY OF DISCLOSURES

A. ECONOMIC DISCLOSURES

Economic disclosures	2020	2021	2022	Latest YOY change
ECONOMIC PERFORMANCE				
Direct Economic Value Generated and Distributed				
Direct economic value generated (Revenue)	Php2,734,364,926.00	Php3,446,712,914.00	Php4,220,264,810.00	22.44%
Direct economic value distributed:				
Operating costs	Php850,394,544.00	Php790,418,156.00	Php1,345,229,029.00	70.19%
Employee wages & benefits	Php156,690,816.00	Php158,678,421.00	Php172,091,518.00	8.45%
Payments to suppliers and other operating costs	Php3,433,841,046.93	Php2,036,764,612.63	Php2,483,195,465.95	21.92%
Dividends to stockholders and interest payments to loan providers	Php185,664,130.94	Php176,135,394.94	Php218,618,501.57	24.12%
Taxes given to government	Php637,849,282.00	Php 486,282,675.00	Php467,117,935.00	-3.94%

Community investments (e.g. donations, CSR)	Php 82,361,694.00	Php 35,458,190.78	Php68,283,297.49	92.57%
Climate-Related Risks and Opportunities ⁴				
PROCUREMENT PRACTICES				
Proportion of Spending on Local Suppliers				
Percentage of procurement budget spent on local suppliers	93%	95%	99%	4.21%
ANTI-CORRUPTION				
Training on Anti-corruption Policies and Procedures				
Percentage of employees briefed on corporate anti-corruption policies and procedures	100%	100%	100%	No change
Percentage of business partners briefed on corporate anti-corruption policies and procedures	100%	100%	100%	No change
Percentage of directors and management who have received anti-corruption training	100%	100%	100%	No change
Percentage of employees and management who have received anti-corruption training	100%	100%	100%	No change
Incidents of Corruption				
No. of incidents in which directors were removed or disciplined for corruption	0	0	0	No change
No. of incidents in which employees were removed or disciplined for corruption	0	0	0	No change
No. of incidents when contracts with business partners were terminated due to incidents of corruption	0	0	0	No change
Contributions				
Lobbying Interest	Php 0	Php 0	Php 0	No change

⁴ Refer to discussion in [Climate Disclosures](#) section

Local, regional, or national political campaigns	Php 0	Php 0	Php 0	No change
Direct Political Contributions	Php 0	Php 0	Php 0	No change
Trade Associations	Php 0	Php 0	Php 0	No change
Other spending related to ballot measures or referendums	Php 0	Php 0	Php 0	No change

B. ENVIRONMENTAL DISCLOSURES

Environmental disclosures	2020	2021	2022	Latest YOY change
RESOURCE MANAGEMENT				
Energy Consumption and Reduction of Consumption				
Gasoline	4,081.08 liters	10,926.42 liters	9,836.15 liters	-9.98%
LPG	N/A	N/A	N/A	N/A
Diesel	380,581.39 liters	292,025.20 liters	304,729.95 liters	4.35%
Electricity (total including renewable sources)	13,275,561.93 kWh	13,310,897.28 kWh	13,824,010.98 kWh	3.85%
Electricity from renewable sources*	8,541,131.90	8,956,924.66	8,209,254.52	-8.35%
Electricity from non-renewable sources	4,734,430.03	4,353,972.62	5,614,756.46	28.96%
Water Consumption				
Water consumption	124,810 m ³	127,532 m ³	117,118 m ³	-8.17%
Water withdrawal	124,810 m ³	127,532 m ³	117,118 m ³	-8.17%
Water recycled and reused	0 m ³	0 m ³	0 m ³	No change
Materials Used				
Renewable	-	-	-	N/A
Percentage of recycled input materials used to manufacture the organization's primary products and services	-	-	-	N/A
Non-Renewable:				
Acetylene	246 tanks	80 tanks	180 tanks	125.00%
Cement	8,800 kg	73,520 kg	72,400 kg	-1.52%
Common wire nail	75 kg	514 kg	267 kg	-48.05%
Concrete pile epoxy	1,490 sets	24 sets	40 sets	66.67%
Cutting disc	380 pcs	72 pcs	52 pcs	-27.78%
Deformed rebars	3,125,539 kg	5,916,000 kg	30,693,205 kg	418.82%
G.I. tie wire	12,235 kg	420 kg	345 kg	-17.86%
Gravel	32 m ³	137 m ³	360 m ³	162.77%
Grinding disc	128 pcs	30 pcs	30 pcs	No change
HDPE coupling	6 pcs	62 pcs	6 pcs	-90.32%
HDPE pipe	46 rolls	190 rolls	253 rolls	33.16%
HDPE stub-out	24 pcs	50 pcs	54 pcs	8.00%
HDPE tee reducer	1 pc	14 pcs	24 pcs	71.43%
Marine plywood	760 pcs	420 pcs	114 pcs	-72.86%
Oxygen	501 tanks	124 tanks	278 tanks	124.19%

Paving block	14,050 pcs	62,350 pcs	302,720 pcs	385.52%
Phenolic board	170 pcs	665 pcs	523 pcs	-21.35%
Primer	17 pails	34 pails	28 pails	-17.65%
Ready-mix concrete	24,571,080 kg	25,525 kg	61,569 kg	141.21%
Vibro sand	41,270 kg	129 m ³	762 m ³	490.70%
Ecosystems and Biodiversity				
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	N/A	N/A	N/A	N/A
Habitats protected or restored	N/A	N/A	N/A	N/A
IUCN Red List species and national conservation list species with habitats in areas affected by operations	N/A	N/A	N/A	N/A
ENVIRONMENTAL IMPACT MANAGEMENT				
Air Emissions - Green House Gases				
Direct (Scope 1) GHG Emissions**	1,033.6 MT CO ₂	810.7 MT CO ₂	843.1 MT CO ₂	3.99%
Indirect (Scope 2) GHG Emissions**	2,048.0 MT CO ₂	1,884.0 MT CO ₂	2,429.0 MT CO ₂	28.93%
Emissions of ozone-depleting substances	N/A	N/A	N/A	N/A
Air Emissions - Air Pollutants				
Nitrogen oxides (NO _x)	5,709.20 mg/Ncm	725.67 mg/Ncm	Not Available	N/A
Carbon monoxide (CO)	811.20 mg/Ncm	585.92 mg/Ncm	Not Available	N/A
Sulfur oxides (SO _x)	N/A	N/A	N/A	N/A
Persistent organic pollutants (POPs)	N/A	N/A	N/A	N/A
Volatile organic compounds (VOCs)	N/A	N/A	N/A	N/A
Hazardous air pollutants (HAPs)	N/A	N/A	N/A	N/A
Particulate matter (PM)	N/A	N/A	N/A	N/A
Solid Waste				
Total solid waste generated	1,397,632 kg	1,417,448 kg	1,135,888 kg	-19.86%
Breakdown of disposal method (reused, recycled, composted, incinerated, residuals) ***	N/A	N/A	N/A	N/A
Hazardous Waste				
Total weight of hazardous waste	10,065.60 kg	34,677 kg	31,125 kg	-10.24%

generated and transported ****				
Effluents				
Total volume of water discharges (assumed to be equal to water withdrawal due to no meter installed to measure effluents)	124,810 m ³	127,532 m ³	117,118 m ³	-8.17%
Percent of wastewater recycled	0%	0%	0%	No change
ENVIRONMENTAL COMPLIANCE				
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	Php 0*****	Php 0	Php 0	No change
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	0*****	0	0	No change
No. of cases resolved through dispute resolution mechanism	1	0	0	No change

*Restated renewable energy consumption 2020 and 2021 data. Previously, the renewable energy share in the power supply mix of the electric distribution utility was included in the computation of total renewable energy consumed. In the restated data 2020 to 2022, only renewable energy procured through retail electricity supply contracts was included.

**Restated 2020 and 2021 to align computation of GHG Scope 1 and Scope 2 to align with Intergovernmental Panel on Climate Change's (IPCC) emission factors. The Company uses the market-based method in computing for its GHG Scope 2 emissions where an emission factor of 0 is assigned on renewable energy consumed.

***Data for breakdown unavailable.

****Reported hazardous waste in 2022 and 2021 cover a full year's worth of hauling activities whereas the reported 2020 data only covers 6 months' worth of hauling due to limited available data following the end of contract with previous hauler in 2H20

***** No sanction/ fine levied on the Company as the issue was swiftly resolved and preventive measures were made

C. SOCIAL DISCLOSURES

Social disclosures	2020	2021	2022	Latest YOY change
EMPLOYEE MANAGEMENT				
Employee Hiring and Benefits				
Total number of employees	328	330	374	13.33%
No. of female employees	111	115	141	22.61%
No. of male employees	217	215	233	8.37%
Percentage of Filipino Employees	100%	100%	100%	No change
Turnover rate	17.4%	25.8%	21.4%	-17.05%
Absentee rate	3.8%	5.7%	7.0%	22.81%
Average length of employee service	8.0 years	3.6 years	5.0 years	40.1%

Ratio of lowest paid employee against minimum wage	1:1	1:1	1:1	No change
Female and male employees who availed of benefits:				
SSS - Female	19%	17%	6%	-64.71%
SSS - Male	23%	21%	8%	-61.90%
PhilHealth - Female	5%	2%	4%	100.00%
PhilHealth - Male	2%	1%	0%	-100.00%
Pag-IBIG - Female	5%	5%	6%	20.00%
Pag-IBIG - Male	12%	14%	10%	-28.57%
Parental Leave - Female	0%	3%	1%	-66.67%
Parental Leave - Male	0%	0%	5%	N/A
Vacation Leave - Female	66%	59%	88%	49.15%
Vacation Leave - Male	46%	43%	52%	20.93%
Sick Leave - Female	65%	55%	88%	60.00%
Sick Leave - Male	40%	33%	52%	57.58%
Medical benefits (HMO) - Female	81%	82%	88%	7.32%
Medical benefits (HMO) - Male	58%	59%	52%	-11.86%
Retirement fund (aside from SSS) - Female	0%	6%	0%	-100.00%
Retirement fund (aside from SSS) - Male	4%	0%	1%	N/A
Telecommuting - Female	96%	99%	88%	-11.11%
Telecommuting - Male	63%	66%	52%	-21.21%
Flexible working hours - Female	86%	93%	88%	-5.38%
Flexible working hours - Male	54%	47%	52%	10.64%
Cash advances - Female	7%	11%	3%	-72.73%
Cash advances - Male	17%	12%	6%	-50.00%
Car Plan - Female	0%	1%	0%	-100.00%
Car Plan - Male	0.4%	3%	1%	-66.67%
Magna Carta Leave for Women	0%	0%	1%	N/A
Housing assistance (aside from Pag-ibig)	N/A	N/A	N/A	N/A
Further education support	N/A	N/A	N/A	N/A
Company Stock options	N/A	N/A	N/A	N/A
Employee Training and Development				
Total training hours provided to employees	1,112 hr	2,262.5 hr	2,921 hr	29.10%



Female employees	684.5 hr	1,226.8 hr	1,412 hr	23.00%
Male employees	427.5 hr	1,035.7 hr	1,509 hr	41.06%
Average training hours provided to employees	3.39 hr/employee	6.86 hr/employee	7.81 hr/employee	13.85%
Female employees	6 hr/employee	11 hr/employee	10 hr/employee	-6.13%
Male employees	2 hr/employee	5 hr/employee	7 hr/employee	34.44%
Average amount spent for training per employee	Php2,000/employee	Php2,000/employee	Php2,672/employee	33.60%
Labor Management Relations				
Percentage of employees covered by Collective Bargaining Agreements	N/A	N/A	N/A	N/A
No. of consultations conducted with employees concerning employee-related policies	4	4	2	-50%
Diversity and Equal Opportunity				
Percentage of female workers in the workforce	34%	35%	38%	8.57%
Percentage of male workers in the workforce	66%	65%	62%	-4.62%
No. of employees from indigenous communities and/or vulnerable sector	78 (Class D & E)	66 (Class D&E)	75 (Class D&E)	13.64%
No. of PWDs in the workforce	Not available	4	4	No change
Percentage of Asians (Filipinos) in the workforce	100%	100%	100%	No change
Workplace Conditions, Labor Standards, and Human Rights Occupational Health and Safety				
Safe Man-Hours (covers site-based workers only)	220,712 hr	826,313 hr	858,872 hr	3.94%
No. of work-related injuries	1	2	0	-100.00%
No. of work-related fatalities	0	0	0	No change
No. of work-related ill-health	0	0	0	No change
No. of safety drills and training (includes those undergone by both employees & on-site workers)	6 employee safety trainings Weekly huddles to reinforce safety protocols for onsite workers	6 employee safety trainings Weekly huddles to reinforce safety protocols for onsite workers	5 employee safety Trainings Weekly huddles to reinforce safety protocols for onsite workers"	-16.67%
Labor Laws and Human Rights				


Policies that explicitly disallow violations of labor laws and human rights in the workplace (Y/N): ⁵				
Forced labor	Y	Y	Y	No change
Child labor	Y	Y	Y	No change
Human rights	Y	Y	Y	No change
Anti-harassment	Y	Y	Y	No change
No. of legal actions or employee grievances involving forced or child labor	0	0	0	No change
SUPPLY CHAIN MANAGEMENT				
Supplier Accreditation and Screening				
Supplier accreditation policy	Y	Y	Y	No change
Considering sustainability topics when screening suppliers: environmental performance, forced labor, child labor, human rights, bribery and corruption	Y	Y	Y	No change
RELATIONSHIP WITH COMMUNITY				
Significant Impacts on Local Communities				
For operations affecting IPs, total number of Free and Prior Informed Consent (FPIC) consultations and Certification Preconditions (CPs) secured	N/A	N/A	N/A	N/A
CUSTOMER MANAGEMENT				
Customer Satisfaction				
Average Customer Experience Survey scores by property (NPS):				
Aseana One	18.1	26.2	39.0	48.85%
Aseana Two	13.8	22.4	16.0	-28.57%
Aseana Three	9.2	9.9	47.0	374.75%
Aseana Powerstation	Not available	Not available	59.0	N/A
Did a third party conduct the customer satisfaction study? (Y/N)	N	N	N	N/A
Health and Safety				

⁵ Refer to discussion in [Human Rights](#) section


No of substantiated complaints on product or service health and safety	0	0	0	No Change
Percentage of real estate products assessed for health and safety impacts	100%	100%	100%	No Change
Incidents of non-compliance with regulations resulting in a fine or penalty	0	0	0	No Change
Incidents of non-compliance with regulations resulting in a warning	0	0	0	No Change
No. of complaints addressed	0	0	0	No Change
Marketing and Labeling				
No. of substantiated complaints on marketing and labeling	0	0	0	No Change
No. of complaints addressed	0	0	0	No Change
Customer Privacy				
No. of substantiated complaints on customer privacy	0	0	0	No Change
No. of complaints addressed	0	0	0	No Change
No. of customers, users and account holders whose information is used for secondary purposes	N/A	N/A	N/A	N/A
Data Security				
No. of data breaches, including leaks, thefts and losses of data	N/A	N/A	N/A	N/A

D. UN Sustainable Development Goals

Key Products and Services	UN SDG	Contribution to UN SDG/ Potential Negative Impact/ Management Approach
<ul style="list-style-type: none"> Estate Development 		Pages 33 to 34; Pages 40 to 41
<ul style="list-style-type: none"> Commercial Building Leasing 		Pages 12 to 14; Pages 33 to 35

<ul style="list-style-type: none"> • Land Leasing • Residential Development • Land Sales • Construction 		Pages 31 to 32
		Page 22
		Pages 20 to 21
		Pages 35 to 36; Pages 38 to 40
		Pages 15 to 17
		Pages 31 to 34;
		Pages 12 to 18
		Pages 24 to 26
		Pages 17 to 18; Pages 22 to 24; Pages 26 to 28
		Pages 24 to 26
	Page 13; Pages 29 to 30	

ESG RATING

ESG Assessment	Rating
 <p>S&P Global Corporate Sustainability Assessment (CSA)</p>	<p>88th Percentile Rank or Top 12% Among a global universe of S&P-assessed real estate companies as of Feb 2023</p>



DMWAI w <dmwaione@gmail.com>

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1 message

eafs@bir.gov.ph <eafs@bir.gov.ph>

Wed, Apr 12, 2023 at 11:14 AM

To: DMWAIONE@gmail.com

Cc: DMWAIONE@gmail.com

Hi DM WENCESLAO & ASSOCIATES INC,

Valid files

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- EAFS000846618RPTY122022.pdf
- EAFS000846618ITRTY122022.pdf
- EAFS000846618AFSTY122022.pdf

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- <None>

Transaction Code: **AFS-0-M1TY3240A5HB98CKPXXMR3MT0Y4WVWV**Submission Date/Time: **Apr 12, 2023 11:14 AM**Company TIN: **000-846-618**

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STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **D.M. Wenceslao & Associates, Inc.** (the Company) is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the years ended December 31, 2022 and December 31, 2021, 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 Company'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 Company'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 and Araullo, the independent auditor appointed by the stockholders, has audited the financial statements of the Company 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.

SYLVIA C. WENCESLAO

Chairman

DELVIN ANGELO C. WENCESLAO

Chief Executive Officer

BENIGNO A. TATUNAY

Chief Financial Officer

Signed this 15th day of March, 2023.

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



MEMBER



Management Service



Accreditation by the Joint Accreditation System
of Australia and New Zealand URL
www.jas-anz.org/register

Cert. No. TUV 100 05 1867



SUBSCRIBED AND SWORN to before me this _____ day of _____ 2023 at
_____ **MAKATI CITY** _____, Philippines, affiants exhibiting to me their respective Passports, to wit:

MAR 27 2023

<u>Name</u>	<u>Passport No.</u>	<u>Date & Place of Issue</u>
Sylvia C. Wenceslao	P9179880B	March 15, 2022, DFA Manila
Delfin Angelo C. Wenceslao	P5710494A	January 22, 2018, DFA Manila
Benigno A. Tatunay	P6123739A	Feb 21, 2018, DFA Manila

Doc. No. 3
Page No. 105
Book No. 4
Series of 2023

ATTY. MA FILIPINAS E. PIADAGDAGAN
Notary Public
Email Add: atty.piadagdagan@gmail.com
6105 Garcia St., South Combo, Makati City
IBP No. 286224, January 12, 2023, Makati City
PTR No. 9564651, January 3, 2023, Makati City
Roll No. 60631
MCLE Certificate of Exemption No. VII-BEP003717
Appointment No. M-2018 until December 31, 2024

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MEMBER



Management Service



Accreditation by the Joint Accreditation System
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Cert. No. TUV 100 05 1867



FOR SEC FILING

Financial Statements and
Independent Auditors' Report

D.M. Wenceslao & Associates, Incorporated

December 31, 2022, 2021 and 2020

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

T +63 2 8988 2288

Report of Independent Auditors

The Board of Directors and Stockholders
D.M. Wenceslao & Associates, Incorporated
(A Subsidiary of Wendel Holdings Co., Inc.)
15th Floor, Aseana 3
D. Macapagal Blvd. corner Asean Ave., Aseana City
Parañaque City

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of D.M. Wenceslao & Associates, Incorporated (the Company), which comprise the statements of financial position as at December 31, 2022 and 2021, and the statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2022, and notes to financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and cash flows for each of the three years in the period ended December 31, 2022 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 Financial Statements* section of our report. We are independent of the Company 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 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.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRS, 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 Company'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 but to do so.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 Company'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 Company'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 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 Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Report on Other Legal and Regulatory Requirements

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information for the year ended December 31, 2022 required by the Bureau of Internal Revenue as disclosed in Note 31 to the financial statements is presented for purposes of additional analysis and is not a required part of the basic financial statements prepared in accordance with PFRS. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

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

PUNONGBAYAN & ARAULLO



By: John Endel S. Mata
Partner

CPA Reg. No. 0121347
TIN 257-622-627
PTR No. 9566637, January 3, 2023, Makati City
SEC Group A Accreditation
Partner - No. 121347-SEC (until financial period 2023)
Firm - No. 0002 (until Dec. 31, 2024)
BIR AN 08-002551-040-20 (until Jan. 24, 2026)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

March 15, 2023

D.M. WENCESLAO & ASSOCIATES, INCORPORATED
(A Subsidiary of Wendel Holdings Co., Inc.)
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2022 AND 2021
(Amounts in Philippine Pesos)

	Notes	2022	2021
<u>A S S E T S</u>			
CURRENT ASSETS			
Cash and cash equivalents	8	P 4,301,155,709	P 3,543,401,667
Receivables - net	9	5,045,247,136	4,969,574,107
Land and land development costs	10	1,296,155,767	1,688,781,584
Other current assets	11	<u>117,847,321</u>	<u>417,610,209</u>
Total Current Assets		<u>10,760,405,933</u>	<u>10,619,367,567</u>
NON-CURRENT ASSETS			
Receivables	9	4,398,331,664	3,952,952,699
Investments in subsidiaries, associates and a joint venture - net	12	6,588,519,195	6,588,519,195
Property and equipment - net	13	105,432,143	91,048,702
Investment properties - net	14	3,044,091,312	2,448,486,737
Other non-current assets	15	<u>171,521,525</u>	<u>170,880,527</u>
Total Non-current Assets		<u>14,307,895,839</u>	<u>13,251,887,860</u>
TOTAL ASSETS		<u><u>P 25,068,301,772</u></u>	<u><u>P 23,871,255,427</u></u>

	Notes	2022	2021
<u>LIABILITIES AND EQUITY</u>			
CURRENT LIABILITIES			
Loans and borrowings	16	P 75,000,000	P 74,970,000
Trade and other payables	17	829,293,070	679,397,736
Advances from related parties	24	100,022,656	49,653,724
Deposits and advances	18	132,344,397	66,873,700
Income tax payable		-	190,087,152
Total Current Liabilities		<u>1,136,660,123</u>	<u>1,060,982,312</u>
NON-CURRENT LIABILITIES			
Loans and borrowings	16	106,500,000	187,500,000
Deposits and advances	18	327,975,287	267,572,868
Deferred tax liabilities - net	23	1,101,183,441	991,832,175
Retirement benefit obligation - net	22	16,708,433	28,522,844
Total Non-current Liabilities		<u>1,552,367,161</u>	<u>1,475,427,887</u>
Total Liabilities		<u>2,689,027,284</u>	<u>2,536,410,199</u>
EQUITY			
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		(43,987,267)	(56,997,783)
Retained earnings		12,062,747,848	11,031,329,104
Total Equity		<u>22,379,274,488</u>	<u>21,334,845,228</u>
TOTAL LIABILITIES AND EQUITY		<u>P 25,068,301,772</u>	<u>P 23,871,255,427</u>

See Notes to Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED
(A Subsidiary of Wendel Holdings Co., Inc.)
STATEMENTS OF PROFIT OR LOSS
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

	Notes	<u>2022</u>	<u>2021</u>	<u>2020</u>
REVENUES				
Rentals:	4, 14, 24			
Land		P 933,540,704	P 891,065,310	P 909,341,916
Building		275,362,327	237,473,045	245,250,931
Other revenues		<u>43,688,115</u>	<u>3,640,676</u>	<u>-</u>
		1,252,591,146	1,132,179,031	1,154,592,847
Sale of land	2, 4	787,600,000	787,600,000	-
Construction contracts	2, 4	<u>183,430,883</u>	<u>550,189,342</u>	<u>830,643,797</u>
		<u>2,223,622,029</u>	<u>2,469,968,373</u>	<u>1,985,236,644</u>
COSTS OF SERVICES AND SALES				
Construction contracts	21			
	19	172,190,956	535,059,285	814,676,897
Sale of land	10	55,212,604	55,212,604	-
Rentals	19	<u>34,603,668</u>	<u>35,092,318</u>	<u>33,347,799</u>
		<u>262,007,228</u>	<u>625,364,207</u>	<u>848,024,696</u>
GROSS PROFIT		<u>1,961,614,801</u>	<u>1,844,604,166</u>	<u>1,137,211,948</u>
OTHER OPERATING INCOME				
(EXPENSES)				
General and administrative expenses	21	(419,727,830)	(314,846,763)	(370,396,802)
Selling expenses	21	(45,185,747)	(616,688)	(113,000)
Other operating income	20	<u>53,982,437</u>	<u>15,034,742</u>	<u>7,718,332</u>
		(<u>410,931,140</u>)	(<u>300,428,709</u>)	(<u>362,791,470</u>)
OPERATING PROFIT		<u>1,550,683,661</u>	<u>1,544,175,457</u>	<u>774,420,478</u>
OTHER INCOME (CHARGES)				
Finance income	20	45,752,630	13,566,544	85,631,300
Finance costs	20	(16,454,617)	(18,141,442)	(24,098,667)
Dividend income	12	-	-	296,055,000
Other income	12	<u>-</u>	<u>-</u>	<u>1,000,000,000</u>
		<u>29,298,013</u>	(<u>4,574,898</u>)	<u>1,357,587,633</u>
PROFIT BEFORE TAX		1,579,981,674	1,539,600,559	2,132,008,111
TAX EXPENSE	23	<u>341,601,957</u>	<u>183,184,360</u>	<u>468,083,747</u>
NET PROFIT		<u>P 1,238,379,717</u>	<u>P 1,356,416,199</u>	<u>P 1,663,924,364</u>

See Notes to Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED
(A Subsidiary of Wendel Holdings Co., Inc.)
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

	Notes	2022	2021	2020
NET PROFIT		<u>P 1,238,379,717</u>	<u>P 1,356,416,199</u>	<u>P 1,663,924,364</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurements of post-employment defined benefit plan - net	22	16,891,984	21,935,146	(38,431,996)
Tax income (expense)	23	(<u>4,222,996</u>)	(<u>9,369,056</u>)	<u>11,529,599</u>
		12,668,988	12,566,090	(26,902,397)
Fair value gains (losses) on financial assets at fair value through other comprehensive income	15	<u>341,528</u>	(<u>7,492,165</u>)	(<u>26,205,316</u>)
Other Comprehensive Income (Loss) - Net of Tax	26	<u>13,010,516</u>	<u>5,073,925</u>	(<u>53,107,713</u>)
TOTAL COMPREHENSIVE INCOME		<u><u>P 1,251,390,233</u></u>	<u><u>P 1,361,490,124</u></u>	<u><u>P 1,610,816,651</u></u>

See Notes to Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED
(A Subsidiary of Wendel Holdings Co., Inc.)
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

Note	Capital Stock	Additional Paid-in Capital	Revaluation Reserves	Retained Earnings		Total	Total Equity
				Unappropriated	Appropriated		
Balance at January 1, 2022	P 3,395,864,100	P 6,964,649,807	(P 56,997,783)	P 9,831,329,104	P 1,200,000,000	P 11,031,329,104	P 21,334,845,228
Cash dividends declared during the year	-	-	-	(206,960,973)	-	(206,960,973)	(206,960,973)
Net profit for the year	-	-	-	1,238,379,717	-	1,238,379,717	1,238,379,717
Other comprehensive income for the year	-	-	13,010,516	-	-	-	13,010,516
Balance at December 31, 2022	<u>P 3,395,864,100</u>	<u>P 6,964,649,807</u>	<u>(P 43,987,267)</u>	<u>P 10,862,747,848</u>	<u>P 1,200,000,000</u>	<u>P 12,062,747,848</u>	<u>P 22,379,274,488</u>
Balance at January 1, 2021	P 3,395,864,100	P 6,964,649,807	(P 62,071,708)	P 8,634,912,438	P 1,200,000,000	P 9,834,912,438	P 20,133,354,637
Cash dividends declared during the year	-	-	-	(159,999,533)	-	(159,999,533)	(159,999,533)
Net profit for the year	-	-	-	1,356,416,199	-	1,356,416,199	1,356,416,199
Other comprehensive income for the year	-	-	5,073,925	-	-	-	5,073,925
Balance at December 31, 2021	<u>P 3,395,864,100</u>	<u>P 6,964,649,807</u>	<u>(P 56,997,783)</u>	<u>P 9,831,329,104</u>	<u>P 1,200,000,000</u>	<u>P 11,031,329,104</u>	<u>P 21,334,845,228</u>
Balance at January 1, 2020	P 3,395,864,100	P 6,964,649,807	(P 8,963,995)	P 7,130,987,607	P 1,200,000,000	P 8,330,987,607	P 18,682,537,519
Cash dividends declared during the year	-	-	-	(159,999,533)	-	(159,999,533)	(159,999,533)
Net profit for the year	-	-	-	1,663,924,364	-	1,663,924,364	1,663,924,364
Other comprehensive loss for the year	-	-	(53,107,713)	-	-	-	(53,107,713)
Balance at December 31, 2020	<u>P 3,395,864,100</u>	<u>P 6,964,649,807</u>	<u>(P 62,071,708)</u>	<u>P 8,634,912,438</u>	<u>P 1,200,000,000</u>	<u>P 9,834,912,438</u>	<u>P 20,133,354,637</u>

See Notes to Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED
(A Subsidiary of Wendel Holdings Co., Inc.)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

	Notes	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		P 1,579,981,674	P 1,539,600,559	P 2,132,008,111
Adjustments for:				
Depreciation	13, 14	82,022,169	59,521,945	60,336,467
Interest income	20	(43,221,222)	(12,271,636)	(85,631,300)
Interest expense and other charges	20	16,454,617	18,141,442	22,804,131
Unrealized foreign currency losses (gains) - net	20	(2,531,408)	(1,294,908)	1,294,536
Gain on derecognition of advances from a co-joint venturer	12	-	-	(1,000,000,000)
Dividend income	12	-	-	(296,055,000)
Impairment loss on investments in subsidiaries or associates	12	-	-	1,195,618
Operating profit before working capital changes		<u>1,632,705,830</u>	<u>1,603,697,402</u>	<u>835,952,563</u>
Increase in receivables		(542,352,881)	(1,565,094,382)	(2,012,396,188)
Decrease in contract assets		-	-	797,458,885
Decrease (increase) in land and land development costs		(23,031,853)	39,149,224	(112,740,157)
Decrease (increase) in other assets		299,619,667	842,877,701	(495,679,816)
Increase (decrease) in trade and other payables		(25,558,120)	(231,138,058)	236,250,144
Increase (decrease) in deposits and advances		122,177,900	22,083,291	(150,870,147)
Increase in retirement benefit obligation		<u>3,642,874</u>	<u>3,400,696</u>	<u>3,153,787</u>
Cash generated from (used in) operations		<u>1,467,203,417</u>	<u>714,975,874</u>	<u>(898,879,929)</u>
Cash paid for income taxes		(251,107,385)	(82,637,285)	(374,238,609)
Interest received		<u>43,221,222</u>	<u>12,271,636</u>	<u>85,631,300</u>
Net Cash From (Used in) Operating Activities		<u>1,259,317,254</u>	<u>644,610,225</u>	<u>(1,187,478,238)</u>
CASH FLOWS FROM INVESTING ACTIVITIES				
Additional advances to subsidiaries, associates, joint ventures, and other related parties	24	(226,907,010)	(295,706,836)	(16,391,289)
Collection of advances to subsidiaries, associates, joint ventures and other related parties	24	248,207,897	254,178,792	204,463,355
Additions, construction in progress and development costs of investment properties	14	(198,889,187)	(116,038,621)	(336,886,298)
Additions to property and equipment	13	(77,619,577)	(6,243,218)	(10,701,428)
Additional investments and equity advances to subsidiaries	12	-	(300,000,000)	(879,486,750)
Maturities of short-term placements	8, 11	-	-	1,475,000,000
Dividends received	12	-	-	296,055,000
Net Cash From (Used in) Investing Activities		<u>(255,207,877)</u>	<u>(463,809,883)</u>	<u>732,052,590</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Dividends paid	26	(206,960,973)	(159,999,533)	(159,999,533)
Proceeds from advances from related parties	24	106,214,112	29,268,533	35,676,583
Repayments of interest-bearing loans and borrowings	16	(80,970,000)	(75,000,000)	(75,000,000)
Repayments of advances from related parties	24	(55,845,180)	(23,146,153)	(25,307,993)
Interest paid		<u>(11,324,702)</u>	<u>(14,101,484)</u>	<u>(19,170,051)</u>
Net Cash Used in Financing Activities		<u>(248,886,743)</u>	<u>(242,978,637)</u>	<u>(243,800,994)</u>
Effect of Changes in Foreign Exchange Rate on Cash and Cash Equivalents		<u>2,531,408</u>	<u>1,294,908</u>	<u>(1,294,536)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		<u>757,754,042</u>	<u>(60,883,387)</u>	<u>(700,521,178)</u>
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		<u>3,543,401,667</u>	<u>3,604,285,054</u>	<u>4,304,806,232</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR		<u>P 4,301,155,709</u>	<u>P 3,543,401,667</u>	<u>P 3,604,285,054</u>

Supplemental Information on Non-cash Activities – See Note 29

See Notes to Financial Statements.

D.M. WENCESLAO & ASSOCIATES, INCORPORATED
(A Subsidiary of Wendel Holdings Co., Inc.)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

1. GENERAL INFORMATION

1.1 Corporate Information

D.M. Wenceslao & Associates, Incorporated (the Company) was incorporated in the Philippines on April 7, 1965. The Company 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 Company's shares of stock were listed at the Philippine Stock Exchange (PSE) (see Note 26.1).

The Company holds investments in certain subsidiaries, associates and joint venture entities that are all incorporated in the Philippines (see Note 12).

The Company is a subsidiary of Wendel Holdings Co., Inc. (WHI or the Parent Company), a company incorporated and domiciled in the Philippines. WHI is presently engaged in raising investments either through borrowings, or sale or lease of its capital assets. The ownership of WHI in the Company aggregates to 79.96% as of December 31, 2022 and 2021.

On April 24, 2020, the Company's Board of Directors (BOD) approved the change of the Company's registered office address from 3rd Floor Aseana Powerstation Building, Pres. Macapagal Avenue, Aseana Business Park, Parañaque City to 15th Floor, Aseana 3, D. Macapagal Blvd. corner Asean Ave., Aseana City, Parañaque City. The change in registered office address was approved by the Securities and Exchange Commission (SEC) and Bureau of Internal Revenue (BIR) on January 4, 2021 and March 15, 2021 respectively. The Company's principal place of business is located at 15th and 16th Floor, Aseana 3 Bldg., D. Macapagal Blvd. cor. Asean Avenue, Aseana City, Parañaque City.

On November 5, 2020, WHI's BOD approved the change of WHI's registered office from 306 E. Rodriguez Sr. Boulevard, Quezon City to 15th Floor Aseana 3, Asean Ave., cor Pres. Macapagal Blvd., Brgy. Tambo, Parañaque City. The change in WHI's registered office address was approved by the SEC on August 16, 2021 but remains pending with the BIR as of the date of the issuance of the 2022 financial statements.

1.2 Approval of Financial Statements

The financial statements of the Company as of and for the year ended December 31, 2022 (including the comparative financial statements as of December 31, 2021 and for the years ended December 31, 2021 and 2020) were authorized for issue by the Company's BOD on March 15, 2023.

1.3 Continuing Impact of COVID-19 Pandemic on the Company's Business

The COVID-19 pandemic started to become widespread in the Philippines in early March 2020 and its impact has been continuing until the date of the approval of these financial statements. In 2022, the country's economic status improved because of reopening of local and international travel and loosening of health and safety protocols and restrictions. Demand and supply of products are slowly returning to pre-pandemic levels. As a result, the overall continuing impact of the COVID-19 pandemic to the Company is continuously improving and Company's operations is slowly going back to its pre-pandemic levels.

Management will continue to take actions to continually improve the operations as the need arises. Based on the foregoing improvements, management projects that the Company would continue to report positive results of operations and would remain liquid to meet current obligations as they fall due. Accordingly, management has not determined material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern due to the effects of the pandemic.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies that have been used in the preparation of these 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 Financial Statements

(a) Statement of Compliance with Philippine Financial Reporting Standards

The financial statements of the Company 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 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 Financial Statements

The financial statements are presented in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Company presents statement of comprehensive income separate from the statement of profit or loss.

The Company presents a 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 statement of financial position at the beginning of the preceding period. The related notes to the third statement of financial position are not required to be disclosed.

(c) *Functional and Presentation Currency*

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

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

2.2 Adoption of Amended PFRS

(a) *Effective in 2022 that are Relevant to the Company*

The Company adopted for the first time the following amendments and annual improvements to PFRS, which are mandatorily effective for annual periods beginning on or after January 1, 2022:

PAS 16 (Amendments)	:	Property, Plant and Equipment – Proceeds Before Intended Use
PAS 37 (Amendments)	:	Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract
Annual Improvements to PFRS (2018-2020 Cycle)		
PFRS 9 (Amendments)	:	Financial Instruments – Fees in the '10 per cent' Test for Derecognition of Liabilities
PFRS 16 (Amendments)	:	Leases – Lease Incentives

Discussed below and in the succeeding page are the relevant information about these pronouncements.

- (i) PAS 16 (Amendments), *Property, Plant and Equipment – Proceeds Before Intended Use*. The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the cost of producing those items, in profit or loss. The application of these amendments had no significant impact on the Company's financial statements as there were no sales of such items produced by property, plant and equipment made before being available for use on or after the beginning of the earliest period presented.

- (ii) PAS 37 (Amendments), *Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract*. The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services. Costs that relate directly to a contract include both incremental costs of fulfilling that contract (e.g., direct labor and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g., the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendments resulted in a revision in the Company's policy to include both incremental costs and an allocation of other costs when determining whether a contract was onerous. The amendments apply prospectively to contracts existing at the date when the amendments are first applied. Management assessed that there is no significant impact on the Company's financial statements as a result of the change since none of the existing contracts as of January 1, 2022 would be identified as onerous after applying the amendments.
- (iii) Annual Improvements to PFRS 2018-2020 Cycle. Among the improvements, the following amendments which do not have significant impact and which are effective from January 1, 2022, are relevant to the Company's financial statements:
- PFRS 9 (Amendments), *Financial Instruments – Fees in the '10 per cent' Test for Derecognition of Liabilities*. The amendments clarify the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.
 - Illustrative Examples Accompanying PFRS 16, *Leases – Lease Incentives*. The amendments remove potential for confusion regarding lease incentives by deleting from Illustrative Example 13 the reimbursement relating to leasehold improvements as it had not been explained clearly enough as to whether the reimbursement would meet the definition of a lease incentive in accordance with PFRS 16.

(b) *Effective in 2022 that are not Relevant to the Company*

Among the amendments to PFRS which are mandatorily effective for annual periods beginning on or after January 1, 2022, the following are not relevant to the Company's financial statements:

- (i) PFRS 3 (Amendments), *Business Combinations - Reference to the Conceptual Framework*
- (ii) Annual Improvements to PFRS 2018-2020 Cycle. Among the improvements, the following amendments, which are effective from January 1, 2022, are not relevant to the Company:
- PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards – Subsidiary as a First-time Adopter*
 - PAS 41, *Agriculture – Taxation in Fair Value Measurements*

(c) *Effective Subsequent to 2022 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2022, which are adopted by the FRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and, none of these are expected to have significant impact on the Company's financial statements:

- (i) PAS 1 (Amendments), *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current* (effective from January 1, 2023)
- (ii) PAS 1 and PFRS Practice Statement 2 (Amendments), *Presentation of Financial Statements – Disclosure of Accounting Policies* (effective from January 1, 2023)
- (iii) PAS 8 (Amendments), *Accounting Estimates – Definition of Accounting Estimates* (effective from January 1, 2023)
- (iv) PAS 12 (Amendments), *Income Taxes – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction* (effective from January 1, 2023)
- (v) 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)

2.3 *Separate Financial Statements and Investments in Subsidiaries, Associates and Joint Venture*

These financial statements are prepared as the Company's separate financial statements. The financial statements of the Company and its subsidiaries will be consolidated and prepared separately as the Company's primary financial statements. The separate and consolidated financial statements of the Company and its subsidiaries are filed with the SEC and are prepared in accordance with PFRS.

Subsidiaries are entities (including structured entities) over which the Company has control. The Company 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.

The Company 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.

Associates are those entities over which the Company is able to exert significant influence but which are neither subsidiaries nor interests in a joint venture.

A joint arrangement is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control. Joint control exists only when the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties.

For interests in joint venture, the Company recognized in its financial statements the assets that it controls, the liabilities and the expenses that it incurs and its share in the income from the sale of goods or services by the joint operations. No adjustment is required since the assets, liabilities, income and expenses of the joint operation are recognized in the financial statements of the venturer.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. The contributions made by the Company in joint ventures are presented as part of Investments in Subsidiaries, Associates and a Joint Venture account in the statement of financial position.

The financial statements of the joint venture are prepared for the same reporting period as the financial statements of the Company.

The Company's investments in subsidiaries, associates and a joint venture are accounted for in these separate financial statements at cost, less any impairment loss (see Note 2.18).

2.4 Financial Assets

Financial assets are recognized when the Company 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 and Measurement 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 Company are described as follows:

(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 Company'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 solely payments of principal and interest (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 Company's financial assets at amortized cost are presented in the statement of financial position as Cash and Cash Equivalents and Receivables (except Advances to suppliers).

Financial assets measured at amortized cost are included in current assets, except for those with maturities greater than 12 months after the end of reporting period, which are classified as non-current assets.

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 (FVOCI)

The Company 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 Company 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 Company for trading or as mandatorily required to be classified as fair value through profit or loss. The Company has designated unquoted equity instruments and proprietary golf club shares as financial assets at FVOCI. These are presented as Financial assets at FVOCI under the Other Non-current Assets account in the 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 any 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 as part of Other Income account, when the Company's right to receive dividends is established, it is probable that the economic benefits associated with the dividend will flow to the Company, 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.

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 Company 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.

(b) Impairment of Financial Assets

The Company assesses and recognizes allowance for estimated 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. The amount of credit loss allowance for financial assets at amortized cost is determined at the end of the reporting period.

The Company 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 cost. 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 Company uses its historical experience, external indicators and forward-looking information to calculate the ECL using a provision matrix.

The Company also assesses impairment of trade 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)].

The Company applies a general approach specifically, 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 Company's receivables if demanded at the reporting date taking into consideration the historical defaults of the related parties. If the Company 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 Company 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 Company 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.

(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 Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

2.5 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 2.20). 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. 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.

2.6 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 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 2.20). 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:

Transportation equipment	5 years
Machinery and construction equipment	3-5 years
Furniture and office equipment	2-5 years
Other machinery and equipment	3 years

Fully depreciated assets are retained in the accounts until these are no longer in use and no further charge for depreciation 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 2.18).

The residual values, estimated useful lives and method of depreciation 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 impairment losses, 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 current assets pertain to other resources controlled by the Company as a result of past events. They are recognized in the financial statements when it is probable that the future economic benefits will flow to the Company 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 Company 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 services 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 are 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 building 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 2.18).

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 2.20).

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.

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 Company as an owner-occupied property becomes an investment property, the Company 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 properties, reported under Revenues and Cost of Rentals, respectively, are recognized as described in Note 2.15. An item of investment property, including the related accumulated depreciation and impairment losses, 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.

2.9 Financial Liabilities

Financial liabilities, which include loans and borrowings, trade and other payables (except tax-related liabilities), advances from related parties and rental deposits under Deposits and Advances account, are recognized when the Company becomes a party to the contractual terms of the instrument. All interest-related charges, except capitalized borrowing costs, incurred on financial liability are recognized as an expense under Finance Costs account in the 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 on an accrual basis using the effective interest method except capitalized borrowing costs which are added to the carrying amount of the asset.

Trade and other payables are initially recognized at their fair values and subsequently measured at amortized cost, using effective interest method for maturities beyond one year, less settlement payments.

Advances from related parties and advances from a co-joint venturer 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 Company 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 statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration. Financial liabilities are also derecognized when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable is recognized in profit or loss.

2.10 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 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.

2.11 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 financial statements. Similarly, possible inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets; hence, are not recognized in the financial statements. On the other hand, any reimbursement that the Company 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.

2.12 Revenue and Expense Recognition

Revenue comprises revenue from construction contracts and sale of land.

To determine whether to recognize revenue, the Company 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 Company determines whether a contract with customer exists by evaluating whether the following gating criteria are present:

- (i) the parties to the contract have approved the contract either in writing, orally or in accordance with other customary business practices;
- (ii) each party's rights regarding the goods or services to be transferred or performed can be identified;
- (iii) the payment terms for the goods or services to be transferred or performed can be identified;
- (iv) 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,
- (v) collection of the consideration in exchange of the goods and services is probable.

Revenue is recognized only when (or as) the Company 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:

- (i) the customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs;
- (ii) the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; and,
- (iii) the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

The Company enters into transactions involving construction services, sale of land 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(b). 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 financial statements, the Company 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 Company'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(a)]:

- (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 Company delivered the possession and buyer accepted the property. At which point, the buyer may already use the property and the Company 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 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 taxes (VAT).

- (b) *Construction contracts* – revenue is recognized based on the percentage-of-completion method determined through the input method as the construction services are provided. The stage of completion is measured on the basis of the Company'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 statement of financial position as receivables as only the passage of time is required before payment of these amounts will be due.

Progress billings not yet paid by customers and retention are presented as part of Receivables account in the statement of financial position.

- (c) *Other revenues from common use service area (CUSA)* – Other revenues arising from CUSA charges related to leasing activities are recognized over time as the Company performs the contractually agreed task. Customers are invoiced monthly as work progresses, which are also due upon receipt by the customers.

The Company assesses its revenue agreement against the specific criteria in order to determine if it is acting as a principal or an agent [see Note 3.1(l)]. When applicable, billings from common area, air conditioning and other dues are presented at gross amounts since the Company acts as a principal. Other revenues from electricity and water dues, in which the Company acts as an agent, are presented in excess of actual charges and consumption.

- (d) *Rendering of administrative and other services* – this is recognized on a time-and-materials basis as the services are provided. 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 statement of financial position as receivables as only the passage of time is required before payment of these amounts will be due.

When applicable, incremental costs of obtaining a contract with customers are recognized as part of Contract acquisition costs under Other Current Assets and Other Non-current Assets accounts and are 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 financial statements is significant for incremental costs in obtaining contracts with customers, the Company uses the practical expedient in PFRS 15 and has expensed such costs as incurred since the expected amortization period of these costs, if capitalized, would be less than one year.

The Company also incurs costs in fulfilling contracts with customers [see Note 3.2(f)]. When determining the appropriate accounting treatment for such costs, the Company 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

Contract fulfillment assets or capitalized costs (which are recognized as Deferred fulfillment costs presented as part of Other Current Assets account) are amortized using percentage of completion method consistent with construction revenue recognition policy of the Company. Furthermore, these are derecognized either upon disposal or when no further economic benefits are expected to flow from its use or disposal.

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 2.20).

2.13 Contract Asset and Contract Liability

Contract asset pertains to rights to consideration in exchange for goods or services that the Company has transferred to a customer that is conditioned on something other than passage of time. Under its contracts with customers, the Company will receive an unconditional right to payment for the total consideration upon the completion of the construction services. Any rights to consideration recognized by the Company as it renders the construction services are presented as Contract Asset account in the statement of financial position. A contract asset is subsequently tested for impairment in the same manner as the Company assesses impairment of its financial assets.

Any consideration received by the Company in excess of the amount for which the Company is entitled is presented as Contract Liability account in the statement of financial position. A contract liability is the Company's obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer.

2.14 Current versus Non-current classification

The Company presents assets and liabilities in the statement of financial position based on current or noncurrent classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or,
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after the reporting period; or,
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as noncurrent.

Deferred income tax assets and liabilities are classified as noncurrent assets and liabilities.

2.15 Leases

The Company accounts for its leases as follows:

(a) Company as Lessee

As an accounting policy for any new contracts entered into, the Company 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 the definition of a lease contract, the Company 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 Company;
- the Company 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 Company has the right to direct the use of the identified asset throughout the period of use. The Company 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 Company recognizes a right-of-use asset and a lease liability in the statements 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 Company, 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 Company 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 Company also assesses the right-of-use asset for impairment when such indicators exist.

On the other hand, the Company 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 Company'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.

If any, the Company accounts for short-term leases and leases of low-value assets using practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term.

(b) Company 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.

2.16 Related Party Relationships and Transactions

Related party transactions are transfers of resources, services or obligations between the Company 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 Company; (b) associates; and, (c) individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company and close members of the family of any such individual; and, (d) the Company'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 Company'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.

Directors with personal interest in the transaction should abstain from participating in the discussions and voting on the same. In case they refuse to abstain, their attendance shall not be counted for the purposes of assessing the quorum and their votes shall not be counted for purposes of determining approval.

2.17 Foreign Currency Transactions and Translation

The accounting records of the Company 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 year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized as part of Finance income account or Finance costs under Other Income (Charges) section in the statement of profit or loss.

2.18 Impairment of Non-financial Assets

The Company's investments in subsidiaries, associates and a joint venture, property and equipment, investment properties 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 Company'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.

2.19 Employee Benefits

The Company 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 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 Payables account in the 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 Company, 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 Company's defined benefit post-employment plan covers all regular full-time employees. The pension plan is non-contributory and administered by a trustee.

The liability recognized in the 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 a 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 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 plan amendment, curtailment or settlement during the reporting 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 to the plan or benefit payments. Net interest is reported as part of Finance Costs account (or Finance Income account, as applicable) in the 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 Company pays fixed contributions into an independent entity (e.g., Social Security System). Under this plan, the Company 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 Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Company 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 in Trade and Other Payables account in the statement of financial position at the undiscounted amount that the Company expects to pay as a result of the unused entitlement.

2.20 *Borrowing Costs*

Borrowing costs, which consists of interest and other costs that the Company incurs in connection with borrowing of funds, are recognized as expenses in the period in which they are incurred, except to the extent that they are capitalized. Borrowing costs that are directly 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.

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.

2.21 *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 assets and deferred tax liabilities reflects the tax consequences that would follow from the manner in which the Company 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 Company 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.

2.22 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) Gains and losses due to the changes in fair value of financial assets at FVOCI (see Note 2.4);
- (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.

Retained earnings include all current and prior period results of operations as reported in the 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 Company (see Note 26.3).

2.23 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Company'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 Company's products and service lines as disclosed in Note 4, which represent the main products and services provided by the Company.

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 Company uses for segment reporting under PFRS 8, *Operating Segments*, are the same as those used in its financial statements.

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

2.24 Earnings and Diluted Earnings Per Share

Basic earnings per share is determined by dividing net profit 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 25).

The diluted earnings per share is also computed by dividing net profit 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 25).

2.25 Events After the End of the Reporting Period

Any post-year-end event that provides additional information about the Company's financial position at the end of the reporting period (adjusting event) is reflected in the financial statements. Post-year-end events that are not adjusting events, if any, are disclosed when material to the financial statements.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

3.1 Critical Management Judgments in Applying Accounting Policies

In the process of applying the Company's accounting policies, management has made the judgments presented in the succeeding pages, apart from those involving estimation, which have the most significant effect on the amounts recognized in the financial statements.

(a) *Determining the Timing of Satisfaction of Performance Obligations*

(i) *Construction Contracts*

The Company determines that its revenue from construction services shall be recognized over time in accordance with the percentage-of-completion method. In making its judgment, the Company considers the timing of receipt and consumption of benefits provided by the Company to the customers. The Company provides the construction services without the need of reperformance of other companies. This demonstrates that the customers simultaneously receive and consume the benefits of the Company's rendering of construction service as it performs.

In determining the best method of measuring the progress of the Company's rendering of construction services, management considers the input method under PFRS 15 because of the direct relationship between the Company's effort, in terms of incurred labor hours and materials used, and the transfer of service to the customers.

(ii) *Sale of Land*

The Company 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 Company considers the delivery to and acceptance by the buyer of the property as a transfer of control at specific point in time since the Company does not have a significant continuing involvement with the property sold to the buyer and the earning process is virtually complete. Further, the Company's enforceable right for payment becomes due upon transfer of control over the land.

(b) *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 Company 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 Company expects, at contract inception, that the period between the Company transfers promised assets or services to the customer and payment due date is one year or less.

(c) *Distinguishing Investment Properties and Owner-managed Properties*

The Company determines whether a property qualifies as an investment property. In making its judgment, the Company considers whether the property generates cash flows largely independent of the other assets held by an entity.

Owner-occupied properties generate cash flows that are attributable not only to the property but also to other assets used in the performance of the construction 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 production 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 Company 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 Company considers each property separately in making its judgment.

(d) *Distinguishing Land and Land Development Costs and Investment Properties*

The Company's management identifies a property as Land and Land Development Costs (property to be developed and/or eventually sold in the normal course of business) or Investment Properties (properties intended to earn rentals, for capital appreciation or held for a currently undetermined future use) at the end of each reporting period following the approved plan of the Company's BOD.

As of December 31, 2022 and 2021, parcels of land identified as Land and Land Development Costs amounted to P1,296.2 million and P1,688.8 million, respectively (see Note 10).

Parcels of land, classified as Investment Properties amounted to P2,532.1 million and P1,904.6 million as of December 31, 2022 and 2021, respectively (see Note 14).

(e) *Distinguishing Operating and Finance Leases for Contracts where the Company is the Lessor*

The Company 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 assessed that all of the Company's existing lease agreements qualify as operating leases.

(f) *Determining Capitalization of Borrowing Costs*

The Company 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 14 and 16).

(g) *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 2.11 and relevant disclosures thereon are presented in Note 27.

(b) *Determining Joint Control in an Arrangement and Significant Influence over an Investee*

Judgment is exercised in determining whether the Company has joint control of an arrangement or significant influence over an entity. In assessing the Company's interest in an arrangement or influence over an entity, the Company 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.

(i) *Equity Investments in Entities in which the Company Holds Less than 50% and 20%*

Management considers that the Company has de facto control on its equity interest in Portal Holdings, Inc. (PHI) even though it holds less than 50.00% of the ordinary shares and voting rights in the latter since Aseana Residential Holdings Corp. (ARHC), a wholly owned subsidiary of the Company, owns the remaining 60.00% interest.

Management considers that the Company has de facto significant influence on its equity interest in Aseana CL, Beach and Marina Development Corporation (ACBMDC) even though it holds only 10.00% of the ordinary shares and voting rights in the latter. The Company, together with Aseana Holdings, Inc. (AHI), a wholly owned subsidiary of the Company, exercises significant influence since AHI owns other direct interest ownership of 26.00% in the equity shares of ACBMDC.

In making judgment regarding its involvement in PHI and ACBMDC, management considers the Company's and its controlled entities' voting rights over the investees, the relative size and dispersion of the voting rights held by other shareholders and the extent of recent participation by those shareholders in general meetings. Based on recent experience, there is no history of other shareholders forming a group to exercise their votes collectively or to prevent the Company from having the practical ability to influence the activities of PHI and ACBMDC.

(j) *Determining the ECL on Trade and Other Receivables*

The Company uses a provision matrix to calculate ECL for non-related party trade and other receivables. 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 Company's historical observed default rates. The Company'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).

On the other hand, the Company uses a general approach to calculate ECL for advances to and rental receivables from related parties [see Note 2.4(b)]. The Company'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 Company's receivables are disclosed in Note 5.2(b).

(k) *Determination on whether Lease Concessions Granted constitute a Lease Modification*

In line with the rental relief framework implemented by the government to support businesses and the broader economy due to the impact of COVID-19, the Company waived its right to collect rent and other charges as part of various lease concessions it granted to lessees such as lease payment holidays or lease payment reductions.

In making this judgment, the Company determines whether the lease concessions granted has changed the scope of the lease, or the consideration thereof, that was not part of the original terms and conditions of the lease. The Company assessed that the lease concessions it granted to lessees do not qualify as lease modifications since the terms and conditions under the corresponding lease contracts have not been modified by the waiver and therefore, is not a lease modification under PFRS 16.

The rent concessions granted by the Company for the year ended December 31, 2021 amounted to P0.5 million. There were no similar rent concessions granted in 2022.

(l) *Evaluating Principal Versus Agent Consideration*

The Company 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 Company is a principal) or to arrange for the other party to provide those goods or services (i.e., the Company is an agent). Failure to make the right judgment will result in misstatement of revenues and expenses accounts. The Company 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 P8,116 and P1,264 in 2021 and 2020, respectively, in the 2021 and 2020 statements of profit or loss. There was no similar transaction in 2022.

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) *Estimating Useful Lives of Property and Equipment and Investment Properties*

The Company estimates the useful lives of property and equipment and investment properties (except for land) based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment and investment properties 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 and investment properties are analyzed in Notes 13 and 14, respectively. Based on management's assessment, there is no change in the estimated useful lives of property and equipment and investment properties in 2022 and 2021. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above.

(b) *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 amounts of the Company's land and land development costs within the next reporting period. As indicated in Note 10, management assessed that the net realizable values of its land and land development costs account is higher than its cost.

(c) *Determining Principal Assumptions for Management's Estimation of Fair Value of Investment Properties*

Investment properties are measured using the cost model. In determining the fair value of these assets, the Company engaged the services of professional and independent appraisers applying the relevant valuation methodologies. The fair value disclosed in the financial statements is determined using the:

- Market approach for land based on information on current or recent transaction prices for 2022 and 2021; 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 2022 and 2021.

The Company 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 Company 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, 2022 and 2021 are disclosed in Note 14 while the relevant valuation methodology and fair value hierarchy are disclosed in Note 7.4.

(d) *Estimating Probability of Collection for Revenue Recognition*

The Company 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 Company uses historical payment pattern of customers and counterparties in establishing a percentage of collection threshold, or in some instances, when the Company 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 Company determines that collection of the transaction price is reasonably assured.

The percentage benchmark used by the Company in determining whether collection of the transaction price is reasonably assured is 25% collection of the total contract price for sale of raw land. Management believes that the revenue recognition criteria are appropriate based on the collection history and credit worthiness of customers in each revenue segment. Buyer's interest in the property (i.e., 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 Company has ascertained the buyer's commitment and ability to complete the payment of the total contract price.

The related revenues recognized by the Company are presented as Construction Contracts and Sale of Land under the Revenues section in the statements of profit or loss.

(e) *Determining Percentage-of-Completion for Construction Contracts*

The Company recognizes its revenue from construction contracts based on percentage-of-completion method of the project whereby the performance obligations are satisfied over time. The Company'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.

(f) *Determining the Amount of Costs Incurred to Fulfill a Contract with Customers*

In determining the amount of costs incurred in fulfilling a contract, the Company 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 Company's resources that will be used in satisfying performance obligation in the future; and, the Company expects those costs to be recovered.

The carrying value of the assets recognized arising from costs incurred in fulfilling the contracts are disclosed in Note 11.

(g) *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, as of December 31, 2022 and 2021 are fully collectible (see Note 9).

(h) *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 Company's financial assets at FVOCI and the amounts of fair value changes recognized on those assets are disclosed in Note 15.1.

(i) *Determining Realizable Amount of Deferred Tax Assets*

The Company 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, 2022 and 2021 will be fully utilized as it is expecting sufficient taxable profits will become available against which the assets can be applied (see Note 23).

(j) *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 2.18). Though management believes that the assumptions used in the estimation of fair values reflected in the 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 Company's non-financial assets in 2022, 2021 and 2020.

(k) *Valuation of Post-employment Defined Benefit Obligation*

The determination of the Company's obligation and cost of post-employment is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions are described in Note 22.2 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 22.2.

4. SEGMENT REPORTING

4.1 Business Segments

The Company'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 Company's business segments are presented below.

- (a) *Rentals* – refers to leasing of real estate properties, including land and building and other structures.
- (b) *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.
- (c) *Sale of land* – involves development and sale of industrial and other parcels of land.

The Company 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, land and land development cost, 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, 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 the segment report.

4.4 Analysis of Segment Information

Segment information is analyzed as follows for the years ended December 31, 2022, 2021 and 2020 (in thousands):

	<u>Rentals</u>			<u>Construction</u>			<u>Sale of Land</u>			<u>Total</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
REVENUES												
Sales to external customers	P 1,252,591	P 1,132,179	P 1,154,593	P 183,431	P 550,189	P 830,644	P 787,600	P 787,600	P -	P 2,223,622	P 2,469,968	P 1,985,237
COSTS AND OTHER OPERATING EXPENSES												
Cost of sales and services excluding depreciation and amortization	3,706	4,829	3,423	172,191	535,059	814,553	55,212	55,213	-	231,109	595,101	817,976
Depreciation and amortization	30,898	30,263	29,925	-	-	124	-	-	-	30,898	30,263	30,049
Other expenses	31,847	33,037	31,181	8,564	8,473	3,451	2,421	528	7,776	42,832	41,938	42,408
	66,451	68,129	64,529	180,755	543,432	818,128	57,633	55,741	7,776	304,839	667,302	890,433
SEGMENT OPERATING PROFIT	P 1,186,140	P 1,064,050	P 1,090,064	P 2,676	P 6,757	P 12,516	P 729,967	P 731,859	(P 7,776)	P 1,918,783	P 1,802,666	P 1,094,804

Segment assets and liabilities are allocated to each segment as follows:

	<u>Rentals</u>		<u>Construction</u>		<u>Sale of Land</u>		<u>Total</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Total Assets	P 10,781,324	P 11,038,463	P 5,304,492	P 3,510,863	P 1,296,156	P 1,688,781	P 17,381,972	P 16,238,107
Total Liabilities	736,751	677,630	457,931	605,683	-	-	1,194,682	1,283,313

Currently, the Company's operation is concentrated in one location; hence, it has no geographical segment (see Note 4.1).

In 2022, 2021 and 2020, rental revenues from a single lessee account for 33.02%, 29.73% and 36.98%, respectively or P734.2 million each year, of the revenues. In 2022 and 2021, revenues from sale of land are generated from a single customer, and which account for 35.42% or P787.6 million and 31.89% or P787.6 million of the revenues, respectively. There were no revenues from sale of land in 2020.

4.5 Reconciliations

The total segment balances presented for the Company's operating segments reconciled to the Company's balances as presented in the financial statements are as follows (in thousands):

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Revenues			
Revenues as reported in profit or loss	<u>P 2,223,622</u>	<u>P 2,469,968</u>	<u>P 1,985,237</u>
Profit or loss			
Segment operating profit	P 1,918,783	P 1,802,666	P 1,094,804
Other unallocated expenses – net	(368,099)	(258,491)	(320,384)
Operating profit as reported in the statements of profit or loss	1,550,684	1,544,175	774,420
Finance costs	(16,455)	(18,141)	(24,099)
Finance income	45,753	13,567	85,631
Other unallocated income*	-	-	1,296,056
Profit before tax as reported in the statements of profit or loss	<u>P 1,579,982</u>	<u>P 1,539,601</u>	<u>P 2,132,008</u>

* Other unallocated income pertains to the income from reversal of advances from a co-joint venturer and dividend income in 2020.

	<u>2022</u>	<u>2021</u>
Assets		
Segment assets	P 17,381,972	P 16,238,107
Other unallocated assets**	<u>7,686,330</u>	<u>7,633,148</u>
Total assets reported in the statements of financial position	<u>P 25,068,302</u>	<u>P 23,871,255</u>
Liabilities		
Segment liabilities	P 1,194,682	P 1,283,313
Deferred tax liabilities - net	1,101,183	991,832
Other unallocated liabilities**	<u>393,162</u>	<u>261,265</u>
Total liabilities as reported in the statements of financial position	<u>P 2,689,027</u>	<u>P 2,536,410</u>

**Other unallocated assets and liabilities mostly pertain to intercompany balances and advances to and/or from related parties.

4.6 *Disaggregation of Revenue from Contracts with Customers and Other Counterparties*

When the Company prepares its investor presentations and when the Company'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 Company determines that the categories used in the investor presentations and financial reports used by the Company'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 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 below.

	Segment Revenues (Sales to External Customers)			Reversal of Advances <i>(see Note 12)</i>	Total
	Rentals and others	Construction	Sale of land		
<i>December 31, 2022:</i>					
Lease	P 1,208,903,031	P -	P -	P -	P 1,208,903,031
Over time	43,688,114	183,430,883	-	-	227,118,998
Point in time	-	-	787,600,000	-	787,600,000
Short term	-	183,430,883	787,600,000	-	971,030,883
Long term	1,252,591,146	-	-	-	1,252,591,146
<i>December 31, 2021:</i>					
Lease	P 1,126,897,693	P -	P -	P -	P 1,126,897,693
Over time	5,281,338	550,189,342	-	-	555,470,680
Point in time	-	-	787,600,000	-	787,600,000
Short term	-	550,189,342	787,600,000	-	1,337,789,342
Long term	1,132,179,031	-	-	-	1,132,179,031
<i>December 31, 2020:</i>					
Lease	P 1,151,176,906	P -	P -	P -	P 1,151,176,906
Over time	3,415,941	830,643,797	-	-	834,059,738
Out of scope	-	-	-	1,000,000,000	1,000,000,000
Short term	-	830,643,797	-	1,000,000,000	1,830,643,797
Long term	1,154,592,847	-	-	-	1,154,592,847

Other operating income is not included above as these are considered by management insignificant to the Company's disaggregation information of revenues (see Note 20.3). On the other hand, the other income representing the derecognition of certain advances from a co-joint venturer is not covered by PFRS 15.

5. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to a variety of financial risks in relation to financial instruments. The Company'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 Company's risk management is done in close cooperation with the BOD, and focuses on actively securing the Company'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 Company does not engage in the trading of financial assets for speculative purposes nor does it write options. The relevant financial risks to which the Company is exposed to are described as follows:

5.1 Market Risk

The Company is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, interest rate risk and certain other price risks which result from its operating, investing and financing activities.

(a) Foreign Currency Risk

Most of the Company's transactions are carried out in Philippine peso, its functional currency. Exposures to currency exchange rates, however, arise from the Company's United States (U.S.) dollar and European Union (Euro) denominated cash and cash equivalents. The Company does not have any financial liabilities and other financial assets denominated in foreign currency.

To mitigate the Company's exposure to foreign currency risk, non-Philippine peso cash flows are monitored.

Foreign currency denominated financial assets, translated into Philippine pesos at the closing rate are as follows:

	2022		2021	
	U.S. Dollar	Euro	U.S. Dollar	Euro
Financial assets	<u>P 24,751,584</u>	<u>P 9,322,435</u>	<u>P 23,954,899</u>	<u>P 9,322,435</u>

The following table illustrates the sensitivity of the Company's profit before tax and equity in 2022 and 2021 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.

	Reasonably possible change in rate	2022		2021		
		Effect in profit before tax	Effect in equity	Reasonably possible change in rate	Effect in profit before tax	Effect in equity
U.S. Dollar	+/-18.94%	<u>P 4,687,950</u>	<u>P 3,515,963</u>	+/-11.30%	<u>P 2,706,904</u>	<u>P 2,030,178</u>
Euro	+/-28.89%	<u>2,693,251</u>	<u>2,019,938</u>	+/-19.91%	<u>1,856,097</u>	<u>1,392,073</u>
Total		<u>P 7,381,201</u>	<u>P 5,535,901</u>		<u>P 4,563,001</u>	<u>P 3,422,251</u>

If the Philippine peso had strengthened against the U.S. dollar and Euro, with all other variables held constant, the Company's profit before tax and equity would have been lower by P7.4 million and P5.5 million, respectively, in 2022 and P4.6 million and P3.4 million, respectively, in 2021. Conversely, if the Philippine peso had weakened against the U.S. dollar and Euro by the same percentage, with all variables held constant, 2022 and 2021 profit before tax and equity would have been higher by the same amount.

Exposures to foreign exchange rates vary during the year depending on the volume of foreign currency denominated transactions. Nonetheless, the analysis above is considered to be a reasonable estimation of the Company's currency risk.

(b) Interest Rate Risk

The Company's policy is to minimize interest rate cash flow risk exposures on long-term financing. At the end of each reporting period, the Company 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 16). 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 +/-1.88% and +/-0.97% Philippine peso in 2022 and 2021, respectively. On the other hand, the Company'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 Company'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 +/-P96.8 million and +/-P18.8 million in 2022 and 2021, respectively.

(c) Other Price Risk

The Company's market price risk arises from its investments carried at fair value. The Company 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 Company. The Company 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 Company continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. The Company'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 statements of financial position and in the detailed analysis provided in the notes to the financial statements, as summarized in the succeeding page.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
Cash and cash equivalents	8	P 4,301,155,709	P 3,543,401,667
Receivables – net	9	<u>9,378,260,830</u>	<u>8,831,963,997</u>
		<u>P13,679,416,539</u>	<u>P12,375,365,664</u>

None of the Company's financial assets are secured by collateral or other credit enhancements, except for cash and cash equivalents, short-term placements, rental receivables and contract receivables as described below and in the succeeding pages.

(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) Receivables

The Company applies the PFRS 9 simplified approach in measuring ECL which uses a lifetime expected loss allowance for all non-related party receivables.

To measure the ECL, receivables 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 and related parties other than trade receivables have substantially the same risk characteristics as the trade receivables. The Company 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, 2022 and 2021, 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 Company has identified the 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, 2022 and 2021 are not fully recoverable since these related parties do not have enough capacity to pay the advances and loans upon demand.

The Company does not consider any significant risks in the remaining advances to related parties since the Company, whose credit risks for liquid funds are considered negligible, have committed to financially support these related parties as part of its long-term corporate strategy.

The Company identifies a default when the receivables become credit impaired or when the customer has not been 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 Company 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 Company's receivables pertains to rental receivables from leasing operations to a related party and a certain third party, 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 entered into by the Company in relation to the reclamation and development of Aseana Business Park (ABP), which is also part of the Aseana City. Except for rental receivables from various and diversified profile of third party tenants, the condition exposes the Company to a significant credit risk exposure to a single group of counterparties having similar characteristics.

On July 15, 2015, the PRA's BOD approved the conveyance of certain properties to the Company in settlement of PRA's liabilities related to various implementing agreements entered into with the Company. As of December 31, 2022, the title to the properties are not yet transferred to the Company.

The Company's rental receivables are secured to the extent of advance rentals and security deposits received from lessees amounting to P198.7 million and P163.1 million as of December 31, 2022 and 2021, respectively. Further, in case of delay in collection of rentals from lessees, the Company imposes penalties pursuant to its standard lease agreements.

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.

Management also assessed retention receivables to have low probability of default since the collectability of such depends highly on the performance obligation of the Company. In addition, customers of the Company are highly liquid with good credit rating and reputation in the industry.

Based the foregoing considerations and analyses, the loss allowance as at December 31, 2022 and 2021 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 Company 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>
December 31, 2022					
<i>Expected credit loss rate</i>					
Receivable from land sales	P 49,225,000	P -	P -	P -	P 49,225,000
Loss allowance	-	-	-	-	-
<i>Expected credit loss rate</i>	-	-	-	18.59%	
Rental and other receivables	P 7,413,715	P 111,205,718	P 170,515,435	P 452,236,587	P 741,371,455
Loss allowance	-	-	-	84,068,017	84,068,017
<i>Expected credit loss rate</i>	-	-	-	7.90%	
Contract and retention receivable	P 4,011,990	P 94,243,486	P 380,863,963	P2,666,118,328	P3,145,237,767
Loss allowance	-	-	-	210,616,473	210,616,473
<i>Expected credit loss rate</i>	-	-	-	8.03%	
Advances to related parties	P 581,724	P 1,366,489	P 488,032	P 868,017,006	P 870,453,251
Loss allowance	-	-	-	69,769,183	69,769,183
December 31, 2021					
<i>Expected credit loss rate</i>					
Receivable from land sales	P 590,700,000	P -	P -	P -	P 590,700,000
Loss allowance	-	-	-	-	-
<i>Expected credit loss rate</i>	-	-	-	16.76%	
Rental and other receivables	P 6,679,389	P 95,961,272	P 146,438,852	P 397,540,666	P 646,620,179
Loss allowance	-	-	-	66,641,649	66,641,649
<i>Expected credit loss rate</i>	-	-	-	8.12%	
Contract and retention receivable	P 3,543,061	P 67,997,989	P 318,355,947	P2,239,530,724	P2,629,427,721
Loss allowance	-	-	-	181,821,246	181,821,246
<i>Expected credit loss rate</i>	-	-	-	5.49%	
Advances to related parties	P 599,495	P 1,370,539	P 499,130	P 889,284,974	P 891,754,138
Loss allowance	-	-	-	48,789,787	48,789,787

A reconciliation of the allowance for impairment for trade and other receivables as at December 31, 2022 and 2021 is presented below (see Note 9).

	<u>December 31, 2022</u>		<u>December 31, 2021</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 248,462,895	P 48,789,787	P 218,922,519	P 42,989,046
Additional ECL	<u>46,221,595</u>	<u>20,979,396</u>	<u>29,540,376</u>	<u>5,800,741</u>
Balance at end of year	<u>P 294,684,490</u>	<u>P 69,769,183</u>	<u>P 248,462,895</u>	<u>P 48,789,787</u>

*Excluding advances to related parties

The additional ECL in 2022 and 2021, and the additional ECL in 2020, net of reversal of impairment loss on financial assets, are presented as Impairment loss under ECL model - net under General and Administrative Expenses in the statements of profit or loss (see Note 21).

5.3 Liquidity Risk

Liquidity risk is the risk that cash may not be available or sufficient 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 Company aims to maintain flexibility in funding by keeping committed credit lines available.

The Company 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, 2022 and 2021, the Company's financial liabilities have contractual maturities as follows:

	Notes	Current		Non-current
		Within 6 months	6 to 12 Months	1 to 5 Years
<u>December 31, 2022</u>				
Loans and borrowings	16	P 41,847,656	P 40,863,281	P 116,601,563
Trade and other payables (except tax liabilities)	17	145,021,430	37,059,678	-
Rental deposits	18	-	-	106,868,811
Advances from related parties	24.2	<u>100,022,656</u>	<u>-</u>	<u>-</u>
		<u>P 286,891,742</u>	<u>P 77,922,959</u>	<u>P 223,470,374</u>
<u>December 31, 2021</u>				
Loans and borrowings	16	P 45,046,875	P 43,968,750	P 214,668,750
Trade and other payables (except tax liabilities)	17	126,564,844	36,030,086	-
Rental deposits	18	-	-	94,818,928
Advances from related parties	24.2	<u>49,653,724</u>	<u>-</u>	<u>-</u>
		<u>P 221,265,443</u>	<u>P 79,998,836</u>	<u>P 309,487,678</u>

The above contractual maturities reflect the gross cash flows, which may differ from the carrying values of the liabilities at the end of the reporting periods.

5.4 Concentration Risks

The Company is subject to risk incidental to the operation of its investment properties, which include among others, changes in market rental rates, inability to renew leases upon lease expiration, and inability to collect rent from lessees due to bankruptcy or insolvency of lessees. A significant portion of the Company's rental income is derived from a single counterparty and these properties are leased long-term for administrative purpose (see Note 4.4). Failure of the Company to renew the contract or collect from the lessee may significantly impact the Company's financial statements.

To mitigate these risks, the Company requires security deposits amounting to P50.0 million. The existing lease term is also for 45 years, with stipulated escalation clauses yearly to cover fluctuations of market prices. Additionally, the Company's subject investment properties are situated in favorable prime locations which are optimal for their lessee's core operations, including supply chain management.

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 statements of financial position are shown below.

	Notes	2022		2021	
		Carrying Values	Fair Values	Carrying Values	Fair Values
Financial Assets					
<i>At amortized cost:</i>					
Cash and					
cash equivalents	8	P 4,301,155,709	P 4,301,155,709	P 3,543,401,667	P 3,543,401,667
Receivables – net	9	<u>9,378,260,830</u>	<u>9,204,426,014</u>	<u>8,831,963,997</u>	<u>8,617,028,035</u>
		13,679,416,539	13,505,581,723	12,375,365,664	12,160,429,702
<i>Financial assets at FVOCI</i>					
	15.1	<u>41,699,815</u>	<u>41,699,815</u>	<u>41,358,287</u>	<u>41,358,287</u>
		P13,721,116,354	P13,547,281,538	P12,416,723,951	P12,201,787,989
Financial Liabilities					
<i>At amortized cost:</i>					
Loans and					
borrowings	16	P 181,500,000	P 174,336,825	P 262,470,000	P 248,226,950
Trade and other					
payables	17	182,081,108	182,081,108	162,594,930	162,594,930
Rental deposits	18	106,868,811	106,868,811	94,818,928	94,818,928
Advances from					
related parties	24.2	<u>100,022,656</u>	<u>100,022,656</u>	<u>49,653,724</u>	<u>49,653,724</u>
		P 570,472,575	P 563,309,400	P 569,537,582	P 555,294,532

See Notes 2.4 and 2.9 for a description of the accounting policies for financial assets and financial liabilities, respectively. The determination of fair values are described in Note 7. A description of the Company's risk management objectives and policies for financial instruments is provided in Note 5.

6.2 Offsetting of Financial Assets and Financial Liabilities

The Company has not set-off financial instruments as at December 31, 2022 and 2021 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 parent company.

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.

For rental receivables and security deposits, each party of the lease agreement will have the option to settle such amount on a net basis in the event of default of the other party.

	<u>Notes</u>		<u>Gross amounts recognized in the statements of financial position</u>		<u>Related amounts not set off in the statements of financial position</u>		<u>Net amount</u>
Advances to related parties:							
December 31, 2022	24.1	P	870,453,251	P	-	P	870,453,251
December 31, 2021	24.1	P	891,754,138	P	-	P	891,754,138
Advances from related parties:							
December 31, 2022	24.2	P	100,022,656	P	-	P	100,022,656
December 31, 2021	24.2	P	49,653,724	P	-	P	49,653,724
Rental receivables:							
	9.2, 18						
December 31, 2022		P	741,371,455	(P	2,700,612)	P	738,670,843
December 31, 2021		P	621,440,721	(P	47,078,862)	P	574,361,859
Security deposits:							
	9.2, 18						
December 31, 2022		P	195,446,905	(P	2,700,612)	P	192,746,293
December 31, 2021		P	160,175,964	(P	47,078,862)	P	113,097,102

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 do not have quoted market price, the fair value is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Company uses valuation technique, it maximizes the use of observable market data where it is available and relies as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

7.2 Financial Instruments Measurement at Fair Value

The Company'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 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. As of December 31, 2022 and 2021, the Company's financial assets at FVOCI measured at fair value amounted to P41.7 million and P41.4 million, respectively (see Note 15.1).

The Company has no financial liabilities measured at fair value as of December 31, 2022 and 2021.

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 P0.3 million in 2022 and unrealized fair value loss amounting to P7.5 million in 2021, were recognized on financial assets at FVOCI (see Note 15.1).

7.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed

The table in the succeeding page summarizes the fair value hierarchy of the Company's financial assets and financial liabilities which are not measured at fair value in the statements of financial position but for which fair value is disclosed.

		<u>2022</u>			
<u>Notes</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	
<i>Financial Assets</i>					
Cash and cash equivalents	8	P 4,301,155,709	P -	P -	P 4,301,155,709
Receivables – net	9	-	-	9,204,426,014	9,204,426,014
		<u>P 4,301,155,709</u>	<u>P -</u>	<u>P 9,204,426,014</u>	<u>P13,505,581,723</u>
<i>Financial Liabilities</i>					
Loans and borrowings	16	P -	P -	P 174,336,825	P 174,336,825
Trade and other payables	17	-	-	182,081,108	182,081,108
Rental deposits	18	-	-	106,868,811	106,868,811
Advances from related parties	24.2	-	-	100,022,656	100,022,656
		<u>P -</u>	<u>P -</u>	<u>P 563,309,400</u>	<u>P 563,309,400</u>
		<u>2021</u>			
<u>Notes</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>	
<i>Financial Assets</i>					
Cash and cash equivalents	8	P 3,543,401,667	P -	P -	P 3,543,401,667
Receivables – net	9	-	-	8,617,028,035	8,617,028,035
		<u>P 3,543,401,667</u>	<u>P -</u>	<u>P 8,617,028,035</u>	<u>P12,160,429,702</u>
<i>Financial Liabilities</i>					
Loans and borrowings	16	P -	P -	P 248,226,950	P 248,226,950
Trade and other payables	17	-	-	162,594,930	162,594,930
Rental deposits	18	-	-	94,818,928	94,818,928
Advances from related parties	24.2	-	-	49,653,724	49,653,724
		<u>P -</u>	<u>P -</u>	<u>P 555,294,532</u>	<u>P 555,294,532</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.

7.4 Fair Value Disclosures for Investment Properties Carried at Cost

The table below and in the succeeding page shows the levels within the fair value hierarchy of non-financial assets that are not measured at fair value but for which fair values are disclosed.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2022</u>				
Land	P -	P 83,439,624,230	P -	P 83,439,624,230
Buildings and improvements	-	-	1,993,328,244	1,993,328,244
	<u>P -</u>	<u>P 83,439,624,230</u>	<u>P 1,993,328,244</u>	<u>P 85,432,952,474</u>

	Level 1	Level 2	Level 3	Total
<u>December 31, 2021</u>				
Land	P -	P 71,644,466,430	P -	P 71,644,466,430
Buildings and improvements	-	-	1,989,850,244	1,989,850,244
	<u>P -</u>	<u>P 71,644,466,430</u>	<u>P 1,989,850,244</u>	<u>P 73,634,316,674</u>

The fair value of the Company's investment properties as of December 31, 2022 and 2021 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 Company'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 Company's investment properties is their current use.

The fair value of these investment properties was 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 Company using the fair values of certain parcels of land adjacent to the location of the Company'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*

As of December 31, 2022 and 2021, 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.

8. CASH AND CASH EQUIVALENTS

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

	<u>2022</u>	<u>2021</u>
Cash on hand and in banks	P 2,047,727,656	P 3,143,401,667
Short-term placements	<u>2,253,428,053</u>	<u>400,000,000</u>
	<u>P 4,301,155,709</u>	<u>P 3,543,401,667</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 0.58% to 6.00% per annum in 2022, and 0.58% to 2.85% in 2021. Interest income from cash in banks and short-term placements amounting to P43.2 million, P12.3 million and P66.8 million in 2022, 2021 and 2020, respectively, are presented as part of Finance Income account in the statements of profit or loss (see Note 20.2). Accrued interest from short-term placements is presented as part of Others under Receivables account in the statements of financial position (see Note 9).

9. RECEIVABLES

This account is composed of the following:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
Current:			
Contracts receivables	9.1, 24.5, 24.11	P 3,138,232,089	P 2,617,618,101
Rental receivables	9.2	1,231,490,181	1,039,202,663
Advances to:	9.3		
Related parties	24.1	870,453,251	891,754,138
Suppliers		50,276,496	84,525,040
Officers and employees		5,041,474	6,037,769
Receivable from land sales		49,255,000	590,700,000
Retention receivables	9.4	7,005,678	11,809,620
Others	8, 11, 24	<u>57,946,639</u>	<u>25,179,458</u>
		5,409,700,808	5,266,826,789
Allowance for impairment	5.2(b), 21	(<u>364,453,673</u>)	(<u>297,252,682</u>)
		5,045,247,136	4,969,574,107
Non-current –			
Rental receivables	9.2	<u>4,398,331,664</u>	<u>3,952,952,699</u>
		<u>P 9,433,578,800</u>	<u>P 8,922,526,806</u>

All of the Company's receivables have been reviewed for impairment. Certain receivables were found to be impaired as determined by the management; hence, adequate amounts of allowance for impairment have been recognized. This assessment is undertaken each financial year by examining based on the Company's established ECL model as fully disclosed in Note 5.2(b).

9.1 Contracts Receivables

Contracts receivables are noninterest-bearing and usually due within 30 days. Of the total outstanding balance, P557.5 million is due from PRA as of December 31, 2022 and 2021. Management believes that these receivables are fully recoverable through collection of the accounts from customers. With respect to the amount due from PRA, the receivable is recoverable in full through transfer of certain properties owned by PRA to the Company (see Note 5.2).

9.2 Rental Receivables

Rental receivables represent uncollected monthly receivables from third party tenants of the Company. This includes rent receivables arising from the application of PFRS 16, 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. PFRS 16 rent receivables amounted to P4,888.4 million and P4,412.4 million as of December 31, 2022 and 2021, respectively.

9.3 Advances

Except for certain advances which were secured by an undertaking of related parties in case of default, advances to related parties are unsecured, noninterest-bearing and are granted for working capital requirements (see Note 24.1). There are no definite repayment and settlement term on these advances.

Advances to suppliers pertain to mobilization funds provided to various suppliers for use primarily in the Company's construction projects and are reduced proportionately upon receipt of progress billings from the said suppliers.

Advances to officers and employees are noninterest-bearing and collectible through liquidation, or salary deduction within 12 months from the end of the reporting period.

9.4 Retention Receivables

The remaining retention receivables pertains to the outstanding balances with third parties of December 31, 2022 and 2021.

10. 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 222,323 square meters and 238,009 square meters as of December 31, 2022 and 2021, respectively.

The analysis of the movements of the balance of Land and Land Development Costs as of December 31 is as follows:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
Balance at beginning of year		P 1,688,781,584	P 1,711,406,678
Reclassification during the year	14(a)	(428,622,537)	-
Sale during the year	21	(55,212,604)	(55,212,604)
Development costs during the year		<u>91,209,324</u>	<u>32,587,510</u>
Balance at end of year		<u>P 1,296,155,767</u>	<u>P 1,688,781,584</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, 2022 and 2021. As of December 31, 2022 and 2021, certain portion of the parcels of land owned by the Company with a total lot area of 2,777 square meters and carrying amount of P52.9 million is used as collateral to secure certain peso denominated interest-bearing loans (see Note 16). 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 as of December 31:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
Deferred fulfillment costs	2.13, 3.2(f)	P 67,648,225	P 348,598,507
Prepayments		39,839,403	39,912,416
Deferred input VAT		4,926,410	10,789,944
Creditable withholding tax		1,365,111	4,038,566
Input VAT		-	14,270,776
Others		<u>4,068,172</u>	<u>-</u>
		<u>P 117,847,321</u>	<u>P 417,610,209</u>

Deferred fulfillment costs pertain to the costs incurred in fulfilling an anticipated contract by the Company for the projects of its subsidiaries which will be recognized as cost once billed and a related revenue is recognized.

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.

Deferred input VAT pertains to the corresponding input VAT on subcontract costs, which are yet to be recognized in installments in the next reporting period.

12. INVESTMENTS IN SUBSIDIARIES, ASSOCIATES AND A JOINT VENTURE

This account consists of the following as of December 31, 2022 and 2021:

	<u>Notes</u>	
Investments in:		
Subsidiaries	12.1	P 4,016,131,651
Associates	12.2	6,449,025
Joint venture	12.3	<u>2,000,000</u>
		4,024,580,676
Allowance for impairment	21	(<u>1,195,618</u>)
		4,023,385,058
Equity advances	12.1	<u>2,565,134,137</u>
		<u>P 6,588,519,195</u>

The subsidiaries, associates and a joint venture are all incorporated and with principal operations in the Philippines. These entities are engaged in the businesses related to the Company's operations.

These subsidiaries, associates and a joint venture 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, except for the impairment loss recognized in prior years for the investments in Fabricom Realty Development Corporation (FRDC), R-1 Consortium (R1), and Alphaland Bay City Corporation (ABCC) (see Note 21), based on either the prospect of the business or the recoverable amount from the net assets of these associates and joint venture.

The components of the carrying amounts of investments in subsidiaries, associates and a joint venture are as follows:

12.1 Investments in Subsidiaries and Equity Advances

The investments in subsidiaries as of December 31, 2022 and 2021 consist of the following:

	<u>% Interest Held</u>	
Subsidiaries:		
ARHC	100.00%	P 2,197,611,365
AHI	99.98%	1,434,615,763
Fabricom, Inc. (FI)	99.98%	315,906,617
PHI	40.16%	65,387,906
R-1	55.45%	2,375,000
FRDC	62.20%	225,000
ABCC	100.00%	<u>10,000</u>
		4,016,131,651
Equity advances –		
AHI		<u>2,565,134,137</u>
		<u>P 6,581,265,788</u>

The Company made equity advances to AHI amounting to P300.0 million, P200.0 million and P500.0 million in 2021, 2020 and 2019, respectively, relative to its planned increase in authorized capital stock as approved by AHI's BOD in prior years and filed with the SEC in September 2019, which remains pending as of December 31, 2022. In 2021, the Company subscribed to additional 1,565,134,137 shares of stock with a par value of P1.00 per share for a total subscription price of P1,565.1 million also in relation to the planned increase in the authorized capital stock of AHI as discussed above. The total subscription price was fully settled by way of conversion of the Company's contracts receivables from AHI (see Note 24.11).

The investment in PHI is classified as an investment in a subsidiary because the Company has the ultimate control over PHI since ARHC owns the remaining 60.00% interest [see Note 3.1(a)(i)].

In 2020, the Company earned and received dividend income from FI amounting to P296.1 million and is presented as Dividend Income in the 2020 statement of profit or loss. There was no similar transaction in 2022 and 2021. Further, there are no outstanding dividend receivable as of December 31, 2022 and 2021.

In 2019, the investment in ABCC, a former joint venture, amounting to P163.3 million was reclassified from Investment in Joint Venture Held for Termination account in the prior year financial statements, to Investment Properties account as this pertains to the land previously transferred in exchange for ABCC's shares of stock [see Notes 12.3(b) and 14]. Also, as a result of the termination of the joint venture, a portion of this amounting to P10,000 was reclassified to Investment in subsidiaries representing the 100% ownership of the Company in ABCC. Accordingly, ABCC became a subsidiary of the Company starting 2019.

12.2 Investments in Associates

The investments in associates as of December 31, 2022 and 2021 are presented below.

	<u>% Interest Held</u>		<u>Amount</u>
European Resources and Technology, Inc. (ERTI)	20.99%	P	2,624,900
Mandaue Land Consortium, Inc. (MLCI)	39.99%		2,499,200
SHLP BBP Realty, Inc. (SBRI)	29.98%		937,500
Aseana I.T. Plaza, Inc. (AITPI)	41.99%		262,425
ACBMDC	10.00%		<u>125,000</u>
		P	<u>6,449,025</u>

The investment in ACBMDC is classified as an investment in an associate because the Company has significant influence over ACBMDC through AHI, a wholly-owned subsidiary, which owns other direct interest ownership of 26.00%.

12.3 Investments in a Joint Venture

As of the end of the reporting periods, the investments in a joint venture consist only of 50% investment in Bay Resources and Development Corporation (BRADCO) amounting to P2.0 million. In 2019, ABCC, a former joint venture, became a subsidiary of the Company as mentioned above (see Note 12.1).

a) BRADCO

On February 15, 1992, the 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 Company and AFPRSBS each owns 50% interest in the joint venture.

Pursuant to the joint venture agreement, the Company and BRADCO entered into a construction agreement whereby the 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.

There are no significant risks, commitments, or contingencies related to the Company's interests in BRADCO during the reporting periods.

b) ABCC

On December 23, 2010, the Company, WHI and Alphaland Development, Inc. (ADI) entered in a Memorandum of Agreement (MOA) whereby the 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 Company agreed to transfer 96,751 square meters of land. Relative to this, the 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 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 Company and WHI.

Likewise in 2010, the Company agreed, through the MOA, to receive noninterest-bearing advances amounting to P1,000.0 million from ADI in consideration of which the Company agreed to assign all its rights and interest on certain number of common shares to be issued by ABCC to the 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. Such advances are presented as Advances from a Co-joint Venturer account in the 2019 statement of financial position.

In 2018, the Company, along with WHI and ABCC, entered into a Settlement Agreement (SA) with ADI regarding their joint venture agreement (the JV Agreement), and all disputes related thereto, in relation to the development of the Alphaland Bay City project located in Aseana City. Under the 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 Company entered into a Consideration Agreement (CA) with certain third parties whereby the Company was required to satisfy two performance obligations relating to the transfer of their rights provided for under a certain JV Agreement, and the provision of 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. 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 Company was entitled to consideration totaling to P2,050.0 million collectible in two years, which was accordingly recognized as income in 2019 and 2018 upon satisfaction of the respective performance obligations during such periods.

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 Company restated its investment in ABCC to recognize such investment equivalent to the previous carrying value of its parcels of land amounting to P163.3 million. Furthermore, the Company classified the same asset and amount, 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 Company 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, the Company reclassified the Investment in Joint Venture Held for Termination account to Investment Properties account in the same year. A portion of the Investment in Joint Venture Held for Termination account amounting to P10,000 was reclassified also to Investment in subsidiaries under Investments in Subsidiaries, Associates and Joint Venture account representing the 100% ownership of the Company in ABCC, which became a subsidiary starting 2019 (see Note 12.1).

In 2020, the Company reversed the advances from ADI amounting to P1,000.0 million upon completion of all administrative matters relating to the CA and SA in 2020 and prescription. Management, in consultation with its legal counsel, believes that full restitution of ADI was already served and no further claims against DMWAI under the JV Agreement is expected. The reversal of such advances is presented as Other Income in the 2020 statement of profit or loss.

12.4 Financial Information of Material Subsidiaries

The summarized financial information of subsidiaries which management considered to be material to the Company's financial statements is shown below.

	December 31, 2022			
	Assets	Liabilities	Revenues	Profit (Loss)
<i>Subsidiaries:</i>				
AHI	P 13,393,860,978	P 7,492,658,217	P 970,162,714	P 260,415,923
ARHC	6,631,818,105	3,110,445,705	1,384,480,294	577,169,047
PHI	497,544,886	4,355,183	-	(1,602,383)
FI	435,011,840	560,087	11,746,300	1,491,427
	December 31, 2021			
	Assets	Liabilities	Revenues	Profit (Loss)
<i>Subsidiaries:</i>				
AHI	P 12,529,203,700	P 6,888,416,861	P 950,004,261	P 314,639,686
ARHC	6,262,783,638	3,318,580,285	743,491,328	336,031,476
PHI	497,810,655	3,018,639	-	(1,817,261)
FI	433,540,186	430,136	10,404,500	(2,261,103)

13. PROPERTY AND EQUIPMENT

The gross carrying amounts and the accumulated depreciation of property and equipment at the beginning and end of 2022 and 2021 are shown below.

	Machinery and Construction Equipment	Transportation Equipment	Furniture and Office Equipment	Other Machinery and Equipment	Total
December 31, 2022					
Cost	P 510,482,442	P 79,486,143	P 154,465,621	P 16,177,538	P 760,611,744
Accumulated depreciation	(479,114,861)	(47,116,142)	(114,687,561)	(14,261,037)	(655,179,601)
Net carrying amount	<u>P 31,367,581</u>	<u>P 32,370,001</u>	<u>P 39,778,060</u>	<u>P 1,916,501</u>	<u>P 105,432,143</u>
December 31, 2021					
Cost	P 473,492,206	P 49,623,196	P 145,289,257	P 14,587,506	P 682,992,165
Accumulated depreciation	(449,863,681)	(37,814,729)	(90,202,867)	(14,062,186)	(591,943,463)
Net carrying amount	<u>P 23,628,525</u>	<u>P 11,808,467</u>	<u>P 55,086,390</u>	<u>P 525,320</u>	<u>P 91,048,702</u>
January 1, 2021					
Cost	P 473,237,802	P 45,051,982	P 144,425,580	P 14,033,583	P 676,748,947
Accumulated depreciation	(428,625,924)	(33,911,599)	(65,851,611)	(14,033,583)	(542,422,717)
Net carrying amount	<u>P 44,611,878</u>	<u>P 11,140,383</u>	<u>P 78,573,969</u>	<u>P -</u>	<u>P 134,326,230</u>

A reconciliation of the carrying amounts at the beginning and end of 2022 and 2021 of property and equipment is shown below.

	Machinery and Construction Equipment	Transportation Equipment	Furniture and Office Equipment	Other Machinery and Equipment	Total
Balance at January 1, 2022, net of accumulated depreciation	P 23,628,525	P 11,808,467	P 55,086,390	P 525,320	P 91,048,702
Additions	36,990,235	29,862,946	9,176,364	1,590,032	77,619,577
Depreciation charges for the year	(29,251,179)	(9,301,412)	(24,484,694)	(198,851)	(63,236,136)
Balance at December 31, 2022, net of accumulated depreciation	<u>P 31,367,581</u>	<u>P 32,370,001</u>	<u>P 39,778,060</u>	<u>P 1,916,501</u>	<u>P 105,432,143</u>
Balance at January 1, 2021, net of accumulated depreciation	P 44,611,878	P 11,140,383	P 78,573,969	P -	P 134,326,230
Additions	254,403	4,571,215	863,677	553,923	6,243,218
Depreciation charges for the year	(21,237,756)	(3,903,131)	(24,351,256)	(28,603)	(49,520,746)
Balance at December 31, 2021, net of accumulated depreciation	<u>P 23,628,525</u>	<u>P 11,808,467</u>	<u>P 55,086,390</u>	<u>P 525,320</u>	<u>P 91,048,702</u>

As of December 31, 2022 and 2021, fully depreciated assets with original costs amounting to P490.5 million and P479.2 million, respectively, are still being used in operations.

The amount of depreciation is allocated as follows:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Capitalized as part of land and land development costs	2.5	P 12,964,867	P 16,524,130	P 21,212,235
Capitalized as part of deferred fulfillment costs	2.13	156,249	4,746,664	18,016,680
Cost of construction contracts	19.1, 21	-	-	124,169
General and administrative expenses	21	<u>50,115,020</u>	<u>28,249,952</u>	<u>29,278,465</u>
		<u>P 63,236,136</u>	<u>P 49,520,746</u>	<u>P 68,631,549</u>

The management believes that the carrying amount of property and equipment is recoverable in full; hence, no impairment loss is recognized in 2022, 2021 and 2020.

There are no contractual commitments for the acquisition of property and equipment as of December 31, 2022 and 2021.

14. INVESTMENT PROPERTIES

The gross carrying amounts and the accumulated depreciation of investment properties at the beginning and end of 2022 and 2021 are shown below.

	<u>Land</u>	<u>Building and Improvements</u>	<u>Condominium Units</u>	<u>Total</u>
December 31, 2022				
Cost	P 2,532,128,645	P 819,530,792	P 25,228,650	P 3,376,888,087
Accumulated depreciation	-	(325,252,753)	(7,544,022)	(332,796,775)
Net carrying amount	<u>P 2,532,128,645</u>	<u>P 494,278,039</u>	<u>P 17,684,628</u>	<u>P 3,044,091,312</u>
December 31, 2021				
Cost	P 1,904,616,921	P 819,530,792	P 25,228,650	P 2,749,376,363
Accumulated depreciation	-	(294,354,750)	(6,534,876)	(300,889,626)
Net carrying amount	<u>P 1,904,616,921</u>	<u>P 525,176,042</u>	<u>P 18,693,774</u>	<u>P 2,448,486,737</u>
January 1, 2021				
Cost	P 1,815,529,154	P 792,069,779	P 25,228,650	P 2,632,827,583
Accumulated depreciation	-	(263,581,744)	(5,525,730)	(269,107,474)
Net carrying amount	<u>P 1,815,529,154</u>	<u>P 528,488,035</u>	<u>P 19,702,920</u>	<u>P 2,363,720,109</u>

The reconciliation of the carrying amounts of investment properties at the beginning and end of 2022 and 2021 of investment properties is shown below.

	<u>Land</u>	<u>Building and Improvements</u>	<u>Condominium Units</u>	<u>Total</u>
Balance at January 1, 2022				
net of accumulated depreciation	P 1,904,616,921	P 525,176,042	P 18,693,774	P 2,448,486,737
Additions	198,889,187	-	-	198,889,187
Reclassification	428,622,537	-	-	428,622,537
Depreciation charges for the year	-	(30,898,003)	(1,009,146)	(31,907,149)
Balance at December 31, 2022, net of accumulated depreciation	<u>P 2,532,128,645</u>	<u>P 494,278,039</u>	<u>P 17,684,628</u>	<u>P 3,044,091,312</u>
Balance at January 1, 2021				
net of accumulated depreciation	P 1,815,529,154	P 528,488,035	P 19,702,920	P 2,363,720,109
Additions	89,087,767	26,950,854	-	116,038,621
Depreciation charges for the year	-	(30,262,847)	(1,009,146)	(31,271,993)
Balance at December 31, 2021, net of accumulated depreciation	<u>P 1,904,616,921</u>	<u>P 525,176,042</u>	<u>P 18,693,774</u>	<u>P 2,448,486,737</u>

The amount of depreciation is allocated as follows:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Cost of rentals	19.2, 21	P 30,898,003	P 30,262,847	P 29,924,687
General and administrative expenses	21	<u>1,009,146</u>	<u>1,009,146</u>	<u>1,009,146</u>
		<u>P 31,907,149</u>	<u>P 31,271,993</u>	<u>P 30,933,833</u>

a) *Land*

In 2022 and 2021, the Company incurred additional land development costs amounting to P198.9 million and P89.1 million, respectively, pursuant to the development of the related land in Aseana City (see Note 27.4).

In 2022, the Company reclassified certain parcels of land amounting to P428.6 million which were previously presented under Land and Land Development Costs to Investment Properties (see Note 10). The reclassification from Land and Land Development Cost resulted from the change in management use evidenced by using the parcels of land for rental in 2022. There were no similar transactions in 2021.

b) *Other Information*

Land and building rental revenues recognized from investment properties, including rentals earned from related parties and other revenues thereto, amounted to P1,252.6 million, P1,132.2 million and P1,154.6 million in 2022, 2021, and 2020, respectively, and are shown as Rentals under Revenues account in the statements of profit or loss (see Notes 4 and 24.4). Costs incurred related to investment properties, including the depreciation, are presented as Cost of Rentals under Costs of Services account in the statements of profit or loss (see Note 19.2).

The Company paid real property taxes amounting to P3.1 million in 2022, P4.5 million in 2021 and P3.1 million in 2020, which are presented as part of Cost of Rentals under Cost of Services account in the statements of profit or loss (see Note 19.2).

The fair value of investment properties amounted to P85,433.0 million and P73,634.3 million as of December 31, 2022 and 2021, respectively (see Note 7.4).

Management believes that the carrying amount of investment properties is recoverable in full; hence, no impairment loss is recognized in 2022, 2021, and 2020.

Certain investment property with carrying amount of P321.8 million as of December 31, 2022 and 2021, are used as collateral for certain loans of the Company and its certain subsidiaries with various local banks (see Note 16).

There are no contractual commitments for the acquisition of investment properties as of December 31, 2022 and 2021, except for the development of the parcels of land in Aseana City (see Note 27.4).

15. OTHER NON-CURRENT ASSETS

This account includes the following as of December 31:

	<u>Note</u>	<u>2022</u>	<u>2021</u>
Project advances	15.3	P 119,070,674	P 118,771,204
Financial assets at FVOCI	15.1	41,699,815	41,358,287
Deposit for future investment	15.2	9,751,036	9,751,036
Others		<u>1,000,000</u>	<u>1,000,000</u>
		<u>P 171,521,525</u>	<u>P 170,880,527</u>

15.1 Financial Assets at FVOCI

The reconciliation of the carrying amounts of financial assets at FVOCI is as follows:

	<u>Note</u>	<u>2022</u>	<u>2021</u>
Balance at beginning of year		P 41,358,287	P 48,850,452
Unrealized fair value gains (losses)	26.2	<u>341,528</u>	(<u>7,492,165</u>)
Balance at end of year		<u>P 41,699,815</u>	<u>P 41,358,287</u>

Financial assets at FVOCI consist of investment in golf club shares and certain unquoted equity securities. The Company used Level 2 and 3 in determining the fair value of Financial assets at FVOCI (see Note 7.2).

As of December 31, financial assets at FVOCI is composed of the following:

	<u>2022</u>	<u>2021</u>
Unquoted securities	P 39,399,815	P 39,058,287
Golf club shares	<u>2,300,000</u>	<u>2,300,000</u>
Balance at end of year	<u>P 41,699,815</u>	<u>P 41,358,287</u>

Fair value gains or losses recognized on these Financial assets at FVOCI are shown as part of Other Comprehensive Income (Loss) in the 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 statements of financial position (see Note 26.2).

15.2 Deposit for Future Investment

Deposit for future investment pertains to the deposits made by the Company to acquire certain property. While the title of the property is not yet transferred to the Company, management remains committed to purchase the property as of December 31, 2022 and 2021.

The total amount of commitment to purchase the property approximates the amount of deposits as of December 31, 2022 and 2021.

15.3 Project Advances

Project advances significantly pertain to a Contract of Reclamation entered into in prior years with the City of Mandaue, Cebu. In 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 Company 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, 2022 and 2021, the project has not commenced but the Company 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, 2022 and 2021.

16. LOANS AND BORROWINGS

The Company's loans and borrowings are classified in the statements of financial position as follows:

	<u>2022</u>	<u>2021</u>
Current	P 75,000,000	P 74,970,000
Non-current	<u>106,500,000</u>	<u>187,500,000</u>
	<u>P 181,500,000</u>	<u>P 262,470,000</u>

The Company obtained bank loans to support its working capital requirements, financing and investing activities, which include the Company's construction and development of certain investment properties in prior years (see Note 14).

In 2015, the Company had fully drawn a P450.0 million secured loan from a term loan facility subject to a term of eight years from and after the initial drawdown date, inclusive of a grace period of two years. The loan bears an initial fixed 4% interest per annum and is subject to quarterly repricing from July 2015. The loan was obtained to partially finance the redemption of mortgaged properties with a certain corporation as payment for completing the Phase 4 of the Manila Bay Area Reclamation Project. In 2022 and 2021, the loan bears an average floating interest rate of 5.25% and 4.75%, respectively.

As of December 31, 2022 and 2021, bank loans are secured by certain assets as follows:

	<u>Notes</u>	
Investment properties	14	P 321,777,233
Land and land development cost	10	<u>52,941,702</u>
		<u>P 374,718,935</u>

The reconciliation of the carrying amount of the Company's loans and borrowings in 2022 and 2021 arising from financing activities is shown below.

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 262,470,000	P 337,470,000
Repayments	(80,970,000)	(75,000,000)
Balance at end of year	<u>P 181,500,000</u>	<u>P 262,470,000</u>

In 2022, 2021 and 2020, interest cost related to bank loans amounted to P11.3 million, P14.1 million and P19.2 million, respectively, and is recognized as part of Finance costs account under Other Operating and Non-operating Income (Charges) section in the statements of profit or loss (see Note 20.1). There is no unpaid interest related to bank loans as of December 31, 2022 and 2021.

Except as disclosed in Note 28, the Company has no significant loan covenant obligations in 2022 and 2021.

17. TRADE AND OTHER PAYABLES

This account consists of the following:

	<u>Note</u>	<u>2022</u>	<u>2021</u>
Trade payables	24.8	P 136,692,500	P 101,225,791
Deferred output VAT payable		613,067,050	502,282,395
Accrued expenses	24.12	<u>79,533,520</u>	<u>75,889,550</u>
		<u>P 829,293,070</u>	<u>P 679,397,736</u>

Deferred output VAT payable substantially relates to outstanding receivables from construction contracts as of the end of the reporting periods.

Accrued expenses include commission, and other incidental expenses within the ordinary course of business, as well as withholding taxes on compensation, expanded withholding taxes and other statutory requirements that are expected to be settled within twelve months from the end of reporting period.

18. DEPOSITS AND ADVANCES

This account consists of:

	<u>2022</u>	<u>2021</u>
Current:		
Advance rentals	P 63,459,758	P 43,306,466
Customer deposits	64,712,795	17,801,282
Unearned rent income	4,171,844	2,192,758
Others	<u>-</u>	<u>3,573,194</u>
	<u>132,344,397</u>	<u>66,873,700</u>
Non-current:		
Retention payable	110,765,630	83,510,600
Rental deposits	106,868,811	94,818,928
Unearned rent income	76,136,843	55,039,337
Advance rentals	28,376,170	28,376,170
Buyers' deposits	<u>5,827,833</u>	<u>5,827,833</u>
	<u>327,975,287</u>	<u>267,572,868</u>
	<u>P 460,319,684</u>	<u>P 334,446,568</u>

Advance rentals pertain to payments received from tenants to be applied on future rentals due on the lease of the Company'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 Company in negotiating and arranging the specific operating lease, which shall be amortized over the same term as that of the advance rentals (see Note 23).

Unearned rent income resulted from the recognition of day-one gain on discounting of rental deposits, which are amortized over the remaining lease term. The Company realized portions of its unearned rent income from discounting amounting to P3.8 million, P1.5 million, and P4.3 million in 2022, 2021, and 2020, respectively, and is presented as part of the Rental revenues in the statements of profit or loss. The related amortization of discount on security deposits amounted to P3.7 million, P2.2 million, and P3.7 million in 2022, 2021, and 2020, respectively, and is presented under the Finance Costs in the statements of profit or loss.

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.

19. COSTS OF SERVICES

19.1 Cost of Construction Contracts

The details of cost of construction contracts are shown below.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Subcontract costs	21, 24.9	P 167,283,860	P 534,690,063	P 813,367,294
Construction materials		4,907,096	339,222	1,017,919
Salaries and employee benefits	22.1	-	30,000	116,479
Depreciation	13	-	-	124,169
Gasoline and oil		-	-	51,036
	21	<u>P 172,190,956</u>	<u>P 535,059,285</u>	<u>P 814,676,897</u>

19.2 Cost of Rentals

The following are the details of direct costs and expenses of rentals:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Depreciation	14	P 30,898,003	P 30,262,847	P 29,924,687
Real property tax		3,061,254	4,515,349	3,076,532
Repairs and maintenance		-	260,233	172,000
Others		644,411	53,889	174,580
	21	<u>P 34,603,668</u>	<u>P 35,092,318</u>	<u>P 33,347,799</u>

20. OTHER OPERATING AND NON-OPERATING INCOME (CHARGES)

Presented below and in the succeeding page are the details of other operating and non-operating income or charges.

20.1 Finance Costs

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Interest expense:				
Bank loans	16	P 11,324,702	P 14,101,484	P 19,170,051
Retirement benefit obligation	22.2	1,434,699	1,792,486	181,521
Foreign currency loss – net		-	-	1,294,536
Others		3,695,216	2,247,472	3,452,559
		<u>P 16,454,617</u>	<u>P 18,141,442</u>	<u>P 24,098,667</u>

Others include interest from security deposits and bank service charges.

20.2 Finance Income

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Interest income	8, 11	P 43,221,222	P 12,271,636	P 85,631,300
Foreign currency gain - net		2,531,408	1,294,908	-
		<u>P 45,752,630</u>	<u>P 13,566,544</u>	<u>P 85,631,300</u>

20.3 Other Operating Income

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Income from rendering of administrative and other services	24.6	P 41,511,733	P -	P -
Income from equipment rental	24.6	576,905	1,333,715	1,274,807
Others		<u>11,893,799</u>	<u>13,701,027</u>	<u>6,443,525</u>
		<u>P 53,982,437</u>	<u>P 15,034,742</u>	<u>P 7,718,332</u>

Others include equipment rentals, sale of scraps, water recoveries and forfeited security deposits.

21. OPERATING EXPENSES BY NATURE

The details of operating expenses by nature are shown below.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Subcontract costs	19.1, 24.9	P 167,283,860	P 534,690,063	P 813,367,294
Salaries and employee benefits	22.1	121,490,552	116,403,372	117,661,618
Depreciation	13, 14	82,022,169	59,521,945	60,336,467
Impairment loss under ECL model - net	5.2(b), 24	67,200,991	35,341,117	47,493,953
Taxes and licenses		62,420,395	53,792,428	53,404,686
Change in land and land development costs	10	55,212,604	55,212,604	-
Commission		42,579,857	-	-
Representation and entertainment		19,090,649	20,918,329	24,488,564
Association dues	24.8	17,829,807	18,281,788	17,282,397
Professional fees		14,274,420	13,490,684	13,601,242
Corporate affairs		7,410,627	3,117,833	2,424,902
Outside services		7,041,034	7,648,606	5,797,388
Office supplies		5,491,803	6,562,559	7,764,122
Construction materials and spare parts		4,907,079	339,222	1,017,919
Utilities		3,822,414	1,830,765	1,088,130
Bond and insurance		2,011,750	2,094,993	1,143,002
Repairs and maintenance		1,771,991	2,087,830	3,198,378
Impairment loss on investments	12	-	-	1,195,618
Others		<u>45,058,803</u>	<u>9,493,520</u>	<u>47,268,818</u>
		<u>P 726,920,805</u>	<u>P 940,827,658</u>	<u>P 1,218,534,498</u>

These expenses are classified in the statements of profit or loss as follows:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Cost of construction contracts	19.1	P 172,190,956	P 535,059,285	P 814,676,897
Cost of sale of land	10	55,212,604	55,212,604	-
Cost of rentals	19.2	34,603,668	35,092,318	33,347,799
General and administrative expenses		419,727,830	314,846,763	370,396,802
Selling expenses		<u>45,185,747</u>	<u>616,688</u>	<u>113,000</u>
		<u>P 726,920,805</u>	<u>P 940,827,658</u>	<u>P 1,218,534,498</u>

The details of general and administrative expenses are shown below.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Salaries and employee benefits	22.1	P 121,490,552	P 116,373,372	P 117,545,139
Impairment loss under ECL model - net	5.2(b), 12	67,200,991	35,341,117	47,493,953
Taxes and licenses		59,359,141	49,277,079	50,328,154
Depreciation	13, 14	51,124,166	29,259,098	30,287,611
Representation and entertainment		19,090,649	20,918,329	24,488,564
Association dues	24.8	17,829,807	18,281,788	17,282,397
Professional fees		14,274,420	13,490,684	13,601,242
Corporate affairs		7,410,627	3,117,833	2,424,902
Outside services		7,041,034	7,648,606	5,797,388
Office supplies		5,491,803	6,562,559	7,764,122
Postage and communication		4,023,086	2,977,741	2,388,431
Utilities		3,822,414	1,830,765	1,088,130
Bond and insurance		2,011,750	2,094,993	1,143,002
Repairs and maintenance		1,584,991	1,827,597	3,026,378
Gas and oil		1,541,363	817,146	1,438,776
Donation		512,532	1,434,679	7,369,046
Impairment loss on investments	12	-	-	1,195,618
Others		<u>35,918,504</u>	<u>3,593,377</u>	<u>35,733,949</u>
		<u>P 419,727,830</u>	<u>P 314,846,763</u>	<u>P 370,396,802</u>

Others include transportation and travel expenses, subscription fees, bid documents and subsistence.

22. EMPLOYEE BENEFITS

22.1 Salaries and Employee Benefits Expense

Details of salaries and employee benefits are presented below.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Short-term employee benefits		P 117,847,678	P 111,899,580	P 114,048,697
Post-employment defined benefit	22.2	<u>3,642,874</u>	<u>4,503,792</u>	<u>3,612,921</u>
	21	<u>P 121,490,552</u>	<u>P 116,403,372</u>	<u>P 117,661,618</u>

Salaries and employee benefits are classified and presented in the statements of profit or loss as follows:

	<u>Notes</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Cost of construction contracts	19.1	P -	P 30,000	P 116,479
General and administrative expenses	21	<u>121,490,552</u>	<u>116,373,372</u>	<u>117,545,139</u>
		<u>P 121,490,552</u>	<u>P 116,403,372</u>	<u>P 117,661,618</u>

22.2 Post-employment Defined Benefit Obligation

(a) Characteristics of the Post-employment Defined Benefit Plan

The Company 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 Company. The trustee bank managed the fund in coordination with the Company'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.

The Company 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 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 2022, 2021 and 2020.

The amounts of post-employment defined benefit obligation recognized in the statements of financial position are determined as follows:

	<u>2022</u>	<u>2021</u>
Present value of the obligation	P 54,133,370	P 66,771,063
Fair value of plan assets	(<u>37,424,937</u>)	(<u>38,248,219</u>)
	<u>P 16,708,433</u>	<u>P 28,522,844</u>

The movements in the present value of the post-employment defined benefit obligation recognized in the statements of financial position are as follows:

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 66,771,063	P 87,122,610
Current service cost	3,642,874	4,503,792
Interest expense	3,358,584	3,450,055
Actuarial gains arising from:		
- changes in financial assumptions	(9,638,201)	(7,287,446)
- changes in demographic assumptions	(7,624,856)	(652,441)
- experience adjustments	(2,376,094)	(19,262,411)
Benefits paid	<u>-</u>	<u>(1,103,096)</u>
Balance at end of year	<u>P 54,133,370</u>	<u>P 66,771,063</u>

The movements in the fair value of plan assets are presented below.

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 38,248,219	P 41,857,802
Interest income	1,923,885	1,657,569
Remeasurement loss – return on plan assets (excluding amounts included in net interest)	(2,747,167)	(5,267,152)
Balance at end of year	<u>P 37,424,937</u>	<u>P 38,248,219</u>

Plan assets pertains only to the Company's own equity instruments (see Note 24.3). The fair values of the equity securities are determined based on quoted market prices in active markets (classified as Level 1 of the fair value hierarchy).

The components of amounts recognized in the statements of profit or loss and in the statements of comprehensive income in respect of the post-employment defined benefit plan are as follows:

	Notes	2022	2021	2020
<i>Recognized in profit or loss:</i>				
Current service cost	22.1	P 3,642,874	P 4,503,792	P 3,612,921
Net interest expense	20.1	<u>1,434,699</u>	<u>1,792,486</u>	<u>181,521</u>
		<u>P 5,077,573</u>	<u>P 6,296,278</u>	<u>P 3,794,442</u>
<i>Recognized in other comprehensive income (loss):</i>				
Actuarial losses (gains) arising from:				
- changes in financial assumptions		(P 9,638,201)	(P 7,287,446)	P 6,456,256
- changes in demographic assumptions		(7,624,856)	(652,441)	-
- remeasurement loss on plan assets		2,747,167	5,267,152	14,333,790
- experience adjustments		(<u>2,376,094</u>)	(<u>19,262,411</u>)	<u>17,641,950</u>
		<u>(P 16,891,984)</u>	<u>(P 21,935,146)</u>	<u>P 38,431,996</u>

Current service cost is recognized as part of Salaries and employee benefits under General and Administrative Expenses account in the statements of profit or loss.

The interest expense is included as part of Finance costs account under Other Income (Charges) section in the statements of profit or loss (see Note 20.1). Amount recognized in other comprehensive income (loss) is included and presented as item that will not be reclassified subsequently to profit or loss.

In determining the amounts of post-employment defined benefit obligation, the following significant actuarial assumptions were used:

	2022	2021
Discount rates	7.22%	5.03%
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 22.2 years and 22.9 years as of December 31, 2022 and 2021, 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) *Risk Associated with the Post-employment Plan*

The plan exposes the Company to actuarial risks such as investment and interest rate risk and longevity and salary risks.

(i) *Investment and Interest Rate 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 at December 31, 2022 and 2021:

	<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, 2022</u>					
Discount rate	+/- 1.0%	(P	3,525,184)	P	4,036,488
Salary growth rate	+/- 1.0%		4,170,598	(3,693,319)
<u>December 31, 2021</u>					
Discount rate	+/- 1.0%	(P	5,769,235)	P	6,770,647
Salary growth rate	+/- 1.0%		6,843,399	(5,927,209)

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 above 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 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 Company 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 the future when a significant number of employees is expected to retire.

The maturity profile of undiscounted expected benefit payments from the plan for the next 10 years as of December 31 follows:

	<u>2022</u>		<u>2021</u>
Within five years	P 26,305,540	P	23,597,401
More than five years to 10 years	<u>27,977,787</u>		<u>32,035,240</u>
	<u>P 54,283,327</u>	P	<u>55,632,640</u>

The weighted average duration of the defined benefit obligation at the end of the reporting period is 6.9 years.

23. INCOME TAXES

On March 26, 2021, R.A. No. 11534, *Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act*, as amended, was signed into law and became effective beginning July 1, 2020. The following are the major changes brought about by the CREATE Act that are relevant to and considered by the Company:

- a. regular corporate income tax (RCIT) rate is decreased from 30% to 25% starting July 1, 2020;
- b. minimum corporate income tax (MCIT) rate is decreased from 2% to 1% starting July 1, 2020 until June 30, 2023; and,
- c. the allowable deduction for interest expense is reduced to 20% (from 33%) of the interest income subjected to final tax.

As a result of the application of the lower RCIT rate of 25% starting July 1, 2020, the current income tax expense as presented in the 2020 annual income tax return of the Company was lower by P21.8 million than the amount presented in the 2020 financial statements which was charged to 2021 profit or loss.

In addition, the recognized net deferred tax assets as of December 31, 2020 were remeasured to 25% in the current period. This resulted in a decline in the recognized net deferred tax liabilities in 2020 by P176.2 million and such was recognized in the 2021 profit or loss (P180.1 million) and in other comprehensive income (P3.9 million).

The components of tax expense (income) as reported in the statements of profit or loss and statements of comprehensive income are as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
<i>Reported in profit or loss:</i>			
Current tax expense:			
RCIT at 25% in 2022 and 2021 and 30% in 2020	P 227,830,213	P 277,399,828	P 261,853,596
Final tax at 20% and 15%	8,643,474	2,512,044	17,307,282
Effect of the change in income tax rate	<u>-</u>	<u>(21,821,133)</u>	<u>-</u>
	<u>236,473,687</u>	<u>258,090,739</u>	<u>279,160,878</u>
Deferred tax expense (income) relating to:			
Origination and reversal of temporary differences	105,128,270	105,207,139	188,922,869
Effect of the change in income tax rate	<u>-</u>	<u>(180,113,518)</u>	<u>-</u>
	<u>105,128,270</u>	<u>(74,906,379)</u>	<u>188,922,869</u>
	<u>P 341,601,957</u>	<u>P 183,184,360</u>	<u>P 468,083,747</u>
<i>Reported in other comprehensive income (loss) –</i>			
Deferred tax expense (income) relating to:			
Remeasurement of Retirement benefit obligation	P 4,222,996	P 5,483,787	(P 11,529,599)
Effect of the change in income tax rate	<u>-</u>	<u>3,885,269</u>	<u>-</u>
	<u>P 4,222,996</u>	<u>P 9,369,056</u>	<u>(P 11,529,599)</u>

The reconciliation of tax on pretax profit computed at the applicable statutory rates to tax expense reported in the statements of profit or loss is as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Tax on pretax profit at 25% in 2022 and 2021 and 30% in 2020	P 394,995,419	P 384,900,140	P 639,602,433
Adjustment for income subjected to lower tax rates	(2,161,832)	(555,864)	(8,199,638)
Effect of change in income tax rate	<u>-</u>	<u>(201,934,652)</u>	<u>-</u>
Tax effects of:			
Excess of optional standard deduction (OSD) over itemized deductions	(52,982,069)	-	(84,806,946)
Non-deductible expenses	3,190,480	1,573,071	12,412,453
Non-taxable income	(1,440,041)	(798,335)	(90,924,555)
	<u>P 341,601,957</u>	<u>P 183,184,360</u>	<u>P 468,083,747</u>

The net deferred tax liabilities relate to the following as of December 31:

	<u>2022</u>	<u>2021</u>
Deferred tax liabilities:		
Rent income based on PFRS 16	(P 1,232,524,511)	(P 1,103,090,703)
Revaluation increment on land	(4,761,973)	(4,761,973)
Unrealized foreign currency gains	(632,853)	(323,728)
	(1,237,919,337)	(1,108,176,404)
Deferred tax assets:		
Allowance for impairment on receivables	91,113,419	74,313,171
Retirement benefit obligation	23,608,344	25,903,788
Advance rentals	22,014,133	16,127,270
	136,735,896	116,344,229
Net deferred tax liabilities	(P 1,101,183,441)	(P 991,832,175)

Movements in net deferred tax liabilities for the years ended December 31, 2022, 2021 and 2020 are as follows:

	<u>Profit or Loss</u>			<u>Other Comprehensive Income</u>		
	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Rent income based on PFRS 16	P 129,433,808	(P 77,870,539)	P 153,442,427	P -	P -	P -
Allowance for impairment of receivables	(21,023,244)	4,260,299	(14,248,186)	-	-	-
Advance rentals	(5,886,863)	(1,392,852)	51,656,141	-	-	-
Retirement benefit obligation	2,295,444	337,020	(1,832,328)	4,222,996	9,369,056	(11,529,599)
Unrealized foreign currency gains	309,125	323,728	-	-	-	-
Revaluation increment on land	-	(952,395)	-	-	-	-
Unrealized foreign currency losses	-	388,360	(95,185)	-	-	-
Deferred tax expense (income)	P 105,128,270	(P 74,906,379)	P 188,922,869	P 4,222,996	P 9,369,056	(P 11,529,599)

The Company is subject to MCIT which is computed at 1% in 2022 and 2021, and 2% in 2020, of gross income, as defined under the tax regulations or RCIT, whichever is higher. The Company is liable for RCIT in 2022, 2021 and 2020 since RCIT was higher than MCIT.

In 2022 and 2020, the Company opted to use OSD for income tax purposes. In 2021, the Company claimed itemized deductions.

24. RELATED PARTY TRANSACTIONS

The Company's related parties include its parent company, subsidiaries, associates, joint venture, related parties under common ownership and management, stockholders and key management personnel as described below and in the succeeding pages.

The summary of the Company's significant transactions in 2022, 2021 and 2020 with its related parties and the outstanding balances as of December 31, 2022 and 2021 are shown in below.

Related Party Category	Notes	Outstanding Balances		Amount of Transactions		
		2022	2021	2022	2021	2020
Ultimate parent company:						
Cash advances granted	24.1	P 468,719,026	P 430,872,125	P 37,846,901	P 6,295,055	P 4,170,677
Construction contracts	24.5	40,130,464	40,130,464	-	-	-
Management fee	24.4	21,844,058	3,640,676	43,688,112	3,640,676	-
Subsidiaries:						
Cash advances granted (collected)	24.1	71,102,220	71,347,641	(245,421)	7,695,122	(100,526,437)
Cash advances paid (obtained)	24.2	(82,931,483)	(37,347,147)	37,309,967	3,257,463	(7,441,855)
Contract asset	24.11	-	-	-	-	(779,442,20)
Construction contracts	24.5, 24.11	2,476,563,432	1,940,334,772	536,228,660	(1,040,017,651)	1,701,871,103
Rentals	24.4	738,322,523	572,039,733	145,578,816	165,270,562	68,983,820
Dividend income	12.1	-	-	-	-	296,055,000
Commission on sale of land	24.12	16,487,500	16,487,500	-	-	-
Contracts of services	24.9	-	-	13,155,856	11,653,040	11,556,050
Associates –						
Cash advances granted (collected)	24.1	10,090,821	9,254,521	836,300	454,315	(144,190)
Joint venture:						
Cash advances collected	24.1	37,583,941	37,583,941	-	-	(7,415,124)
Construction contracts	24.5	8,335,466	45,128,657	(36,793,191)	22,443,274	-
Retention	24.5	-	-	-	(4,988,375)	-
Related parties under common ownership and management:						
Cash advances granted (collected)	24.1	181,318,780	245,582,440	(64,263,660)	27,025,182	(97,209,017)
Cash advances paid (obtained)	24.2	(17,091,173)	(12,306,577)	12,306,577	(9,379,843)	(2,926,734)
Association dues	24.8	40,765,904	32,979,262	15,625,151	16,577,915	15,460,821
Contracts of services	24.9	-	-	21,284,592	22,594,544	21,151,240
Other income	24.6	-	-	14,732,318	1,315,641	1,274,807
Stockholders –						
Cash advances granted	24.1	101,638,463	97,113,470	4,524,993	58,370	13,052,025
Key management personnel –						
Compensation	24.10	-	-	55,198,283	43,335,720	56,838,538
Retirement Fund						
	24.3	37,424,937	38,248,219	(823,282)	(3,609,583)	(11,561,337)

The outstanding balance of receivables and payables from these transactions are unsecured, noninterest-bearing and due upon demand, unless otherwise stated.

The Company's outstanding receivables with related parties were subjected to impairment. Impairment losses in 2022, 2021, and 2020 are recognized as part of Impairment loss on financial assets under the General and Administrative Expenses account in the statements of profit or loss (see Note 21) while the disclosures on allowance for ECL are fully disclosed in Note 5.2(b).

24.1 Advances to Related Parties

In the normal course of business, the Company grants unsecured, noninterest-bearing and due upon demand cash advances to related parties for working capital requirements and other purposes. Certain advances to related parties were secured by an undertaking of another related party to pay in case of default.

The outstanding balance of advances below is presented as Advances to related parties under Receivables account in the statements of financial position (see Note 9).

	<u>2022</u>	<u>2021</u>
Ultimate parent company	P 468,719,026	P 430,872,125
Related parties under common ownership and management	181,318,780	245,582,440
Stockholders	101,638,463	97,113,470
Subsidiaries	71,102,220	71,347,641
Joint venture	37,583,941	37,583,941
Associates	10,090,821	9,254,521
	<u>P 870,453,251</u>	<u>P 891,754,138</u>

The reconciliation of the carrying amount of the advances to related parties in 2022 and 2021 are as follows:

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 891,754,138	P 850,226,094
Additions	226,907,010	295,706,836
Collections	(248,207,897)	(254,178,792)
Balance at end of year	<u>P 870,453,251</u>	<u>P 891,754,138</u>

24.2 Advances from Related Parties

The Company obtains cash advances from its related parties to assist its daily operational requirements.

The reconciliation of the carrying amounts of the advances from related parties arising from financing activities in 2022 and 2021 are as follows:

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 49,653,724	P 43,531,344
Additions	106,214,112	29,268,533
Payments	(55,845,180)	(23,146,153)
Balance at end of year	<u>P 100,022,656</u>	<u>P 49,653,724</u>

Outstanding balance with related parties are unsecured, non-interest bearing, have no fixed repayment and settlement terms and are presented as Advances from Related Parties account in the statements of financial position.

24.3 Transactions with the Retirement Fund

As discussed in Note 22.2, the Company 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 Company measured at its fair value as of December 31, 2022 and 2021.

24.4 Rental Income and Others Earned Under Project Management

The Company has existing agreements with AHI wherein the latter shall act as a manager of certain properties of the Company. For the years ended December 31, 2022, 2021 and 2020, rental income arising from these agreements amounted to P145.6 million, P165.3 million and P69.0 million, respectively, and are included as part of Rentals account under the Revenues section in the statements of profit or loss.

Outstanding receivable arising from these agreements amounted to P738.3 million and P572.0 million as of the end of 2022 and 2021, respectively, and is included as part of Rental receivables under Receivables account in the statements of financial position (see Note 9).

In 2021, the Company also entered into a contract with WHI to render certain performance obligations relative to the management and administration of the latter's real estate properties, including portions leased to a third party. Revenue recognized from this arrangement amounted to P43.7 million and P3.6 million in 2022 and 2021, respectively, and presented as Other Revenues from Rentals under the Revenues section of the 2022 and 2021 statements of profit or loss. The outstanding balance, which is unsecured and noninterest-bearing, for the same amount is presented as part Other receivables under Receivables account in the statements of financial position (see Note 9).

24.5 Contracts Revenues and Receivables

In 2017, the Company and ARHC entered into an agreement for the pile driving works for the residential project of the latter. The related contract receivable, which is unsecured and noninterest-bearing, amounting to P32.5 million and P28.9 million as of December 31, 2022 and 2021, respectively, are presented as part of Contract receivables under Receivables account in the statements of financial position (see Note 9).

The Company and BRADCO entered into construction contracts whereby the Company undertook to complete the design and construction of the roads and drainage system of certain lots situated at ABP. The related contract receivable, which is unsecured, noninterest-bearing and payable in cash, amounting to P8.3 million and P45.1 million as of December 31, 2022 and 2021, respectively, is included as part of Contract receivables under Receivables account in the statements of financial position (see Note 9).

In 2018, the Company and WHI also entered into construction contracts whereby the Company undertook to perform the land development on the properties of WHI. The outstanding receivable, which is unsecured and noninterest-bearing, amounting to P40.1 million as of December 31, 2022 and 2021 is presented as part of Contracts receivables under Receivables account in the statements of financial position (see Note 9).

24.6 Other Income from Rendering of Administrative Services

The Company recognized income amounting to P14.7 million in 2022, P1.3 million both in 2021 and 2020, from rendering of various administrative services to its related parties and are included as part of Other Operating Income account in the statements of profit or loss (see Note 20.3). There are no outstanding receivables related to these transactions as of December 31, 2022 and 2021.

24.7 Loan Security

Certain loans of the Company from local banks were secured by properties located at Parañaque City owned by Bay Area Holdings, Inc. (BAHI), a subsidiary of FI (see Notes 12.1 and 16). The Company is not permitted to sell or repledge the collateral owned by BAHI. In addition, the Company serves as a surety, and its certain investment properties are used as collateral for loan agreements entered into by its subsidiaries with various local banks (see Note 14).

24.8 Association Dues

The Company incurred association dues amounting to P15.6 million, P16.6 million and P15.5 million in 2022, 2021 and 2020, 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 statements of profit or loss (see Note 21). Outstanding payables, which are unsecured, noninterest-bearing and due upon demand, related to these transactions amounting to P40.8 million and P33.0 million as of December 31, 2022 and 2021, respectively, are included as part of Trade payables under Trade and Other Payables account in the statements of financial position (see Note 17).

24.9 Contracts of Services

The Company has existing contracts of services with FI and Wendel Construction Company Incorporated (WCCI). Under such contracts, FI and WCCI will provide consultancy, management and labor services to the Company upon the latter's request. Total costs incurred related to these contracts amounted to P34.4 million, P34.2 million and P32.7 million for the years ended December 31, 2022, 2021 and 2020, respectively, and are shown as part of Cost of construction contracts under Costs of Services account in the statements of profit or loss (see Note 19.1). There was no outstanding liability related to this transaction as of December 31, 2022 and 2021.

24.10 Key Management Personnel Compensation

Compensation paid to key management personnel consist of short-term and long-term benefits, which include among others, salaries and allowances, post-employment benefits, bonuses and other employee benefits amounting to P55.2 million, P43.3 million and P56.8 million in 2022, 2021, and 2020, respectively. There are no outstanding liabilities arising from this transaction as of December 31, 2022 and 2021.

24.11 Construction Services to AHI

In 2018 and previous years, the Company and AHI entered into a construction agreement for the development and construction of certain buildings to be held for lease in Aseana City. As the primary contractor, the Company is authorized under the construction agreement to subcontract certain construction works as deemed necessary. In 2021, the Company subscribed to additional shares of AHI by converting P1,565.1 million of its contracts receivables to equity advances (see Notes 12.1 and 29). The outstanding contracts receivables, which is unsecured and noninterest-bearing, amounting to P2,444.1 million and P1,911.4 million as of December 31, 2022 and 2021, respectively, is presented as part of Contracts receivables under Receivables account in the statements of financial position (see Note 9).

24.12 Commission on Sale of Land

AHI provided marketing efforts for the initiation and completion of sale of land in 2015. In exchange, the Company granted AHI a commission equivalent to approximately 3.00% of billings or P16.5 million and was recognized as part of direct costs of sale of land. The related liability as of December 31, 2022 and 2021 is presented as part of Accrued expenses under Trade and Other Payables account in the statements of financial position (see Note 17).

25. EARNINGS PER SHARE

Basic and diluted earnings per share based on the Company's consolidated financial statements presented herein as additional information were computed as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net profit	P 2,121,667,409	P 2,069,694,381	P 2,130,725,241
Divided by weighted average number of outstanding common shares	<u>3,395,864,100</u>	<u>3,395,864,100</u>	<u>3,395,864,100</u>
Basic and diluted earnings per share	<u>P 0.625</u>	<u>P 0.609</u>	<u>P 0.627</u>

The Company has no dilutive potential common shares as of December 31, 2022, 2021 and 2020.

26. EQUITY

26.1 Capital Stock

The Company has an authorized capital stock of P4,000,000,000 divided into 4,000,000,000 shares with a par value of P1 per share, of which 3,395,864,100 shares or P3,395,864,100 are issued and outstanding as of December 31, 2022 and 2021.

On March 6, 2018, the 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 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 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 P6.7 per share and P6.8 per share as of December 31, 2022 and 2021, respectively.

On May 14, 2020, the Company's BOD unanimously approved a P1,000.0 million buyback program of the Company's shares through the open market on the PSE subject to applicable SEC and PSE rules, for a period of two years or upon full utilization of the appropriated amount, whichever comes first. The Company acknowledges that the share buyback program shall have an effect on the Company's Minimum Public Ownership (MPO), and that it commits to bringing the MPO to the required percentage within a period of twelve months. As of the date of issuance of the 2022 financial statements, the SEC is yet to approve the Company's buyback program and management has projected that the approved amount may only reach to P300.0 million.

As of December 31, 2022 and 2021, there are 29 and 27 holders of the listed common shares owning at least one board lot of 100 shares, respectively. The public float lodged with PCD Nominee is counted as one stockholder only.

26.2 Revaluation Reserves

The movements of this account in 2022, 2021 and 2020 are as follows:

	Investment Properties (see Note 2.22)	Retirement Benefit Obligation (see Notes 22.2 and 23)	Financial Assets at FVOCI (see Note 15.1)	Total
Balance as of				
January 1, 2022	P 19,047,893	(P 41,827,683)	(P 34,217,993)	(P 56,997,783)
Remeasurements of post-employment defined benefit plan	-	16,891,984	-	16,891,984
Fair value gain on financial assets at FVOCI	-	-	341,528	341,528
Other comprehensive income before tax	-	16,891,984	341,528	17,233,512
Tax expense	-	(4,222,996)	-	(4,222,996)
Other comprehensive income after tax	-	12,668,988	341,528	13,010,516
Balance as of December 31, 2022	P 19,047,893	(P 29,158,695)	(P 33,876,465)	(P 43,987,267)
Balance as of				
January 1, 2021	P 19,047,893	(P 54,393,773)	(P 26,725,828)	(P 62,071,708)
Remeasurements of post-employment defined benefit plan	-	21,935,146	-	21,935,146
Fair value loss on financial assets at FVOCI	-	-	(7,492,165)	(7,492,165)
Other comprehensive income (loss) before tax	-	21,935,146	(7,492,165)	14,442,981
Effect of change in income tax rate	-	(3,885,269)	-	(3,885,269)
Tax expense	-	(5,483,787)	-	(5,483,787)
Other comprehensive income (loss) after tax	-	12,566,090	(7,492,165)	5,073,925
Balance as of December 31, 2021	P 19,047,893	(P 41,827,683)	(P 34,217,993)	(P 56,997,783)

	Investment Properties (see Note 2.22)	Retirement Benefit Obligation (see Notes 22.2 and 23)	Financial Assets at FVOCI (see Note 15.1)	Total
Balance as of January 1, 2020	P 19,047,893	(P 27,491,376)	(P 520,512)	(P 8,963,995)
Remeasurements of post-employment defined benefit plan	-	(38,431,996)	-	(38,431,996)
Fair value loss on financial assets at FVOCI	-	-	(26,205,316)	(26,205,316)
Other comprehensive loss before tax	-	(38,431,996)	(26,205,316)	(64,637,312)
Tax income	-	11,529,599	-	11,529,599
Other comprehensive loss after tax	-	(26,902,397)	(26,205,316)	(53,107,713)
Balance as of December 31, 2020	<u>P 19,047,893</u>	<u>(P 54,393,773)</u>	<u>(P 26,725,828)</u>	<u>(P 62,071,708)</u>

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, 2022, 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.

26.3 Unrestricted Retained Earnings

In meetings held on December 23, 2013 and October 8, 2012, the Company's BOD approved the appropriation of the unrestricted retained earnings of the Company amounting to P500.0 million and P700.0 million, respectively, necessary to cover the business expansion of the Company, and collectively with its subsidiaries as a group (the Group), as part of their 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 was completed in 2020. As of December 31, 2022, the Group has two additional ongoing projects for leasing activities, which are expected to be completed on various dates until 2024. Accordingly, the management has retained the appropriation until the expected completion of the on-going development of its most recent projects, 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 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 Company's audited financial statements as of such year, except when: (i) justified by definite corporate expansion projects or programs approved by the Company's BOD; (ii) when the Company 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 Company, such as when there is a need for special reserves for probable contingencies.

The Company's BOD approved the declaration of cash dividends of P0.061 per share or equivalent to P207.0 million in 2022, and P0.047 per share or equivalent to P160.0 million each reporting period in 2021 and 2020 out of its unrestricted retained earnings as of December 31, 2021, 2020 and 2019 to stockholders of records as of March 22, 2022, March 22, 2021 and March 11, 2020, respectively. Such dividends were fully paid in the same year of declaration.

Subsequently, in March 2023, the Company's BOD approved the declaration of cash dividends, which shall be taken out of the unrestricted earnings of the Company as of December 31, 2022 (see Note 30).

27. COMMITMENTS AND CONTINGENCIES

27.1 Operating Leases – Company as a Lessor

The Company is a lessor under operating leases covering certain real estate properties. The lease agreements have a term ranging from 1 year to 45 years, subject to 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 December 31 is shown below.

	<u>2022</u>	<u>2021</u>
Within one year	P 681,662,340	P 483,764,882
After one year but not more than two years	663,266,025	466,197,325
After two years but not more than three years	662,001,465	434,899,659
After three years but not more than four years	676,928,788	431,949,416
After four years but not more than five years	556,600,051	436,173,133
More than five years	<u>36,320,725,715</u>	<u>30,734,417,703</u>
	<u>P 39,561,184,384</u>	<u>P 32,987,402,118</u>

The total rent and related income recognized on investment properties amounted to P1,252.6 million, P1,132.2 million and P1,154.6 million, including rent income resulting from the application of the straight-line basis of revenue recognition in accordance with PFRS 16 amounting to P517.7 million, P475.8 million and P511.5 million in 2022, 2021 and 2020, respectively, and are presented as part of Rentals account under Revenues section in the 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 P16.3 million, P17.7 million and P17.1 million in 2022, 2021 and 2020, respectively.

The Company is subject to risks associated with the rights it retains in the properties it leases, such as alterations made by the lessee that may impair the value of the leased properties. To manage the exposure on such risks, the Company exercises strict control over the fit-out process and no alterations are allowed to be made without prior approval of the Company. The Company also requires security deposits and advance rentals equivalent to at least three months of rent. Moreover, the Company retains its right to inspect the leased properties over the lease term. In case of expiration of lease term or early termination due to the default of the lessee, the Company is entitled to the improvements installed on the leased properties without any obligation to reimburse the lessee for the costs of improvements.

27.2 Legal Claims

There are pending claims and legal actions filed by the Company or against the Company arising from the normal course of 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 Company.

27.3 Deficiency Tax Assessments

The Company 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 period of the Company and consequently examine certain books, records and accounts that relate to transactions in the ordinary course of business. There is a final deficiency tax assessment in the ordinary course of business against the Company that is pending with the BIR covering taxable years 2013 and 2009. Pursuant to the Company's policy of addressing such actions in line with prudent business practice, the Company has engaged tax counsels and advisors in relation to these matters.

As of December 31, 2022, the final deficiency tax assessment is still under protest. Management believes that the Company 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 financial statements.

27.4 Capital Commitments in Aseana City

Aseana City is an integrated community currently being developed by the Company, which is situated on the land reclaimed by the Company and home of several entertainment, commercial and residential establishments. The Company 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 Company has an unconditional obligation to complete the development of the parcels of land in accordance with the entire estate of Aseana City. The estimated development costs is based on the estimates of the engineering department of the Company. The details of these capital commitments in Aseana City are presented in the succeeding page.

	<u>Land and Land Development Costs (see Note 10)</u>	<u>Land under Investment Properties (see Note 14)</u>	<u>Total</u>
December 31, 2022:			
Gross valuation	P 2,516,213,112	P 7,559,202,185	P 10,075,415,297
Estimated liability for land development costs	(1,220,057,345)	(5,027,073,540)	(6,247,130,885)
Net amounts	<u>P 1,296,155,767</u>	<u>P 2,532,128,645</u>	<u>P 3,828,284,412</u>
December 31, 2021:			
Gross valuation	P 3,000,048,253	P 7,130,579,648	P 10,130,627,901
Estimated liability for land development costs	(1,311,266,669)	(5,225,962,727)	(6,537,229,396)
Net amounts	<u>P 1,688,781,584</u>	<u>P 1,904,616,921</u>	<u>P 3,593,398,505</u>

The movements in the estimated development costs are as follows:

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 6,537,229,396	P 6,658,914,671
Development costs incurred during the year	(290,098,511)	(121,685,275)
Balance at end of year	<u>P 6,247,130,885</u>	<u>P 6,537,229,396</u>

27.5 Reclaimed Land and Others

The Company'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 Company 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 Company'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 Company'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 Company's titles can no longer be invalidated, there is no assurance that the Philippine Government or third parties will not challenge the Company's rights to such reclaimed lands in the future. Notwithstanding the foregoing, the Company is not aware of the validity of the Company's titles being questioned, impugned, challenged or invalidated by the Philippine Government or any other third party since the time the Company acquired ownership over these land holdings in Aseana City and up to the issuance of the Company's financial statements. In addition to the opinions of the PRA and OGCC, management believes that the Company 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 Company's operations which are not reflected in the financial statements. As of December 31, 2022, management is of the opinion that losses, if any, from these commitments and contingencies will not have material effects on the Company's financial statements.

28. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Company's capital management objectives are to ensure that the Company maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, in the light of changes in economic condition 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 Company may adjust the dividend payment to shareholders, pay-off existing debts, return capital to shareholders or issue new shares.

The Company monitors its capital gearing by measuring the ratio of loans to total capital and net loans 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, 2022 and 2021, the Company's ratios of net interest-bearing loans to total capital are as follows:

	Notes	<u>2022</u>	<u>2021</u>
Total loans and borrowings	16	P 181,500,000	P 262,470,000
Less: Cash and cash equivalents	8	(4,301,155,709)	(3,543,401,667)
Net loans and borrowings (a)		(4,119,655,709)	(3,280,931,667)
 Total equity		 <u>22,379,274,488</u>	 <u>21,334,845,228</u>
 Net loans and borrowings and equity (b)		 <u>P18,259,618,779</u>	 <u>P18,053,913,561</u>
 Gearing ratio (a/b)		 <u>-23%</u>	 <u>-18%</u>

Certain loans with a local bank are subject to a cross default arrangement wherein if the Company or any its subsidiaries covered by the agreements fail to pay or default in the payments of any installment of the principal or interest, the related obligation will become due and demandable without the need for notice of demand for payment. Moreover, if the Company or any its subsidiaries covered by the agreements fail 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 and any of the lending bank's related parties, the obligation will only become due and demandable upon notice of demand for payment.

As of December 31, 2022 and 2021, the Company and its applicable subsidiaries are in compliance with the loan covenants.

29. SUPPLEMENTAL INFORMATION ON NON-CASH ACTIVITIES

The following discusses the supplemental information on non-cash activities as presented in the statements of cash flows for the years ended December 31, 2022, 2021, and 2020:

- In 2022, the Company reclassified a certain parcel of land which was previously presented under Land and Land Development Costs to Investment Properties amounting to P428.6 million (see Notes 10 and 14). There was no similar transaction in 2021 and 2020.
- In 2022, 2021, and 2020, the Group capitalized certain portion of depreciation of property and equipment amounting to P13.0 million, P16.5 million, and P21.2 million, respectively, as part of land and land development costs (see Notes 2.5 and 13).
- In 2021, the Company subscribed to the proposed increase in authorized capital stock of AHI by way of conversion of its contracts receivables from AHI amounting to P1,565.1 million. As a result, the contracts receivables, which was presented as part of Receivables, was reclassified to Equity advances under Investment in Subsidiaries, Associates and a Joint Venture account in the 2021 statement of financial position (see Notes 9 and 12.1).

30. EVENT AFTER THE END OF THE REPORTING PERIOD

On March 15, 2023, the Company's BOD approved the declaration of cash dividends of P0.07497358 per share or equivalent to P254.6 million to stockholders of record as of March 30, 2023. The dividends which is payable on April 5, 2023, shall be taken out of the unrestricted earnings of the Company as of December 31, 2022 (see Note 26.3).

31. SUPPLEMENTARY INFORMATION REQUIRED BY THE BUREAU OF INTERNAL REVENUE

Presented below and in the succeeding pages is the supplementary information which is required by the BIR under Revenue Regulations No. 15-2010 to be disclosed as part of the notes to financial statements. This supplementary information is not a required disclosure under PFRS.

(a) *Output VAT*

In 2022, the Company declared output VAT amounting to P182,785,288 based on the total taxable revenues amounting to P1,523,210,734. The outstanding VAT payable is netted against the related Input VAT presented under Other Current Assets while Deferred output VAT payable is presented under Trade and Other Payables account in the 2022 statement of financial position.

The tax bases comprise of Revenues and Other Operating Income in the 2022 statement of profit or loss, which are based on the Company's gross receipts for the year; hence, are not the same with the amounts accrued in the 2022 statement of profit or loss.

(b) *Input VAT*

The movements in input VAT in 2022 are summarized below.

Balance at beginning of year	P	14,270,776
Services lodged under cost of construction		42,066,558
Services lodged under cost of rental		2,598,267
Services lodged under cost of land sale		6,625,512
Services lodged under other accounts		1,517,893
Domestic purchase of goods other than capital goods and services		15,072,384
Applied against output VAT	(<u>82,151,390</u>)
Balance at end of year	P	<u> -</u>

The outstanding deferred input VAT amounting to P4,926,410 as of December 31, 2022 is presented as Deferred input VAT under Other Current Assets account in the 2022 statement of financial position.

(c) *Taxes on Importation*

The Company did not incur and pay landed costs, customs duties and tariff fees in 2022 since the Company did not have any importations during the year.

(d) *Excise Tax*

The Company did not have any transactions in 2022 which are subject to excise tax.

(e) *Documentary Stamp Tax (DST)*

The Company incurred DST in 2022 amounting to P317,731 arising from payment of marine hull, building and car insurances. This is included as part of Taxes and licenses under General and Administrative Expenses account in the 2022 statement of profit or loss.

(f) *Taxes and Licenses*

The details of the taxes and licenses in 2022 are as follows:

Real property tax	P	39,590,198
Business tax		22,203,110
DST		317,731
Others		<u>309,356</u>
	P	<u>62,420,395</u>

The amounts of taxes and licenses are allocated as follows:

Cost of rentals	P	3,061,254
Administrative expenses		<u>59,359,141</u>
	P	<u>62,420,395</u>

(g) *Withholding Taxes*

The details of total withholding taxes in 2022 are shown below.

Compensation and benefits	P	15,704,528
Expanded		14,513,662
Final		<u>1,538,338</u>
	P	<u>31,756,528</u>

(b) *Deficiency Tax Assessment and Tax Cases*

The Company has final deficiency tax assessments on VAT, withholding taxes and income taxes amounting to P308,835,205 and P457,029,980 for the taxable years 2013 and 2009, respectively. As of December 31, 2022, the tax assessments are still under protest. Management believes that the Company has enough evidence to support their claim; hence, no provisions were recognized in the financial statements.

As of December 31, 2022, the Company does not have any other final deficiency tax assessments with the BIR or tax cases outstanding or pending in courts or bodies outside of the BIR in any of the open taxable years.

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, 2023**
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
15th Floor, Aseana 3, D. Macapagal Blvd. corner Asean Ave., Aseana City, Paranaque 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 March 31, 2023

Title of each class

Number of shares issued and outstanding
and amount of debt outstanding

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, 2023 AND DECEMBER 31, 2022
(Amounts in Philippine Pesos)

Notes	March 31, 2023 (UNAUDITED)	December 31, 2022 (AUDITED)
<u>A S S E T S</u>		
CURRENT ASSETS		
Cash and cash equivalents	7 P 5,350,176,783	P 5,594,474,547
Receivables - net	8 2,901,645,386	2,648,704,408
Contract asset	482,867,301	199,489,733
Land and land development costs	10 1,733,539,965	1,703,931,615
Property development costs	9 1,920,589,871	1,820,603,113
Other current assets	11 1,696,762,274	1,605,133,813
	14,085,581,580	13,572,337,229
NON-CURRENT ASSETS		
Receivables	8 4,379,677,726	4,365,970,639
Contract Asset	620,843,037	620,843,037
Investments in associates and joint venture	12 132,184,515	128,629,011
Property and equipment - net	13 317,909,850	330,236,572
Investment properties - net	14 19,512,392,214	18,994,980,313
Deferred tax assets	9,479	573,307
Other non-current assets	16 547,018,234	630,962,832
	25,510,035,055	25,072,195,711
TOTAL ASSETS	P 39,595,616,635	P 38,644,532,940

Notes	March 31, 2023 (UNAUDITED)	December 31, 2022 (AUDITED)
<u>LIABILITIES AND EQUITY</u>		
CURRENT LIABILITIES		
Loans and borrowings	17 P 1,269,444,444	P 1,269,444,444
Trade and other payables	18 2,600,437,117	2,093,508,346
Contract liability	221,500,956	264,578,852
Advances from related parties	23 4,067,996,249	4,060,258,654
Deposits and advances	19 662,852,064	555,015,287
Lease liabilities	15 41,991,183	42,581,242
Income tax payable	68,539,489	17,114,043
Total Current Liabilities	<u>8,932,761,502</u>	<u>8,302,500,868</u>
NON-CURRENT LIABILITIES		
Loans and borrowings	17 1,893,305,556	1,912,055,556
Contract liability	122,606,445	122,606,445
Deposits and advances	19 527,506,361	520,435,301
Deferred tax liabilities - net	1,169,810,382	1,113,470,745
Lease liabilities	15 482,127,768	481,947,674
Retirement benefit obligation - net	17,646,249	18,300,324
Total Non-current Liabilities	<u>4,213,002,761</u>	<u>4,168,816,045</u>
Total Liabilities	<u>13,145,764,263</u>	<u>12,471,316,913</u>
EQUITY		
Equity attributable to holders of the parent company		
Capital stock	25 3,395,864,100	3,395,864,100
Additional paid-in capital	6,964,649,807	6,964,649,807
Revaluation reserves - net	(38,278,610)	(38,278,610)
Other reserves	(275,974,845)	(275,974,845)
Retained earnings	15,776,523,347	15,505,467,663
Total equity attributable to holders of the parent company	<u>25,822,783,799</u>	<u>25,551,728,115</u>
Noncontrolling interest	<u>627,068,573</u>	<u>621,487,912</u>
Total Equity	<u>26,449,852,372</u>	<u>26,173,216,027</u>
TOTAL LIABILITIES AND EQUITY	<u>P 39,595,616,635</u>	<u>P 38,644,532,940</u>

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 THREE MONTHS ENDED MARCH 31, 2023 AND 2022
(Amounts in Philippine Pesos)
(UNAUDITED)

	Notes	January 1 to March 31, 2023	January 1 to March 31, 2022
REVENUES			
Rentals:			
Land	14	P 312,725,698	P 247,144,201
Building	14	207,222,429	214,578,527
Other revenues		80,931,640	98,621,873
		<u>600,879,767</u>	<u>560,344,601</u>
Land sales		-	787,600,000
Sale of condominium units	9	427,239,894	233,002,571
Construction contracts		68,630,763	-
		<u>1,096,750,424</u>	<u>1,580,947,172</u>
COSTS OF SERVICES AND SALES			
Rentals	20	108,237,825	74,179,585
Land sales	10	-	55,212,604
Sale of condominium units	9, 20	175,678,709	100,854,777
Construction contracts	20	48,891,697	-
		<u>332,808,231</u>	<u>230,246,966</u>
GROSS PROFIT		<u>763,942,193</u>	<u>1,350,700,206</u>
OTHER OPERATING INCOME (EXPENSES)			
General and administrative	22	(115,169,420)	(105,265,386)
Selling	22	(24,702,593)	(53,771,797)
Other Operating Income	21	17,185,256	25,869,260
		<u>(122,686,757)</u>	<u>(133,167,923)</u>
OPERATING PROFIT		<u>641,255,436</u>	<u>1,217,532,283</u>
OTHER INCOME (CHARGES)			
Finance costs	17, 21	(12,514,599)	(14,558,937)
Finance income	7, 21	25,228,346	3,967,588
Share in net income of associates and joint ventures		3,555,505	9,004,634
Dividend Income		735,002	215,432
		<u>17,004,254</u>	<u>(1,371,283)</u>
PROFIT BEFORE TAX		<u>658,259,690</u>	<u>1,216,161,000</u>
TAX EXPENSE		<u>127,023,256</u>	<u>250,045,322</u>
NET PROFIT		<u>P 531,236,434</u>	<u>P 966,115,678</u>
Net profit attributable to:			
Equity holders of the parent company		P 525,655,769	P 960,500,540
Noncontrolling interest		5,580,665	5,615,138
		<u>P 531,236,434</u>	<u>P 966,115,678</u>
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME		<u>P 531,236,434</u>	<u>P 966,115,678</u>
Earnings Per Share - Basic and Diluted	25	<u>P 0.15</u>	<u>P 0.28</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, 2023 AND 2022
(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, 2023	P 3,395,864,100	P 6,964,649,807	(P 38,278,610)	(P 275,974,845)	P 14,305,467,665	P 1,200,000,000	P 25,551,728,117	P 621,488,163	P 26,173,216,027
Cash dividends declared	-	-	-	-	(254,600,089)	-	(254,600,089)	-	(254,600,089)
Total comprehensive income for the period	-	-	-	-	525,655,769	-	525,655,769	5,580,665	531,236,434
Balance at March 31, 2023	P 3,395,864,100	P 6,964,649,807	(P 38,278,610)	(P 275,974,845)	P 14,576,523,344	P 1,200,000,000	P 25,822,783,796	P 627,068,828	P 26,449,852,372
Balance at January 1, 2022	3,395,864,100	6,964,649,807	(P 52,292,139)	(P 275,974,845)	P 12,390,761,227	1,200,000,000	P 23,623,008,150	P 601,169,967	P 24,224,178,117
Cash dividends declared	-	-	-	-	(206,960,938)	-	(206,960,938)	-	(P 206,960,938)
Total comprehensive income for the period	-	-	-	-	960,500,540	-	960,500,540	5,615,138	966,115,678
Balance at March 31, 2022	P 3,395,864,100	P 6,964,649,807	(P 52,292,139)	(P 275,974,845)	P 13,144,300,829	P 1,200,000,000	P 24,376,547,752	P 606,785,105	P 24,983,332,857

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, 2023 AND 2022
(Amounts in Philippine Pesos)
(UNAUDITED)

	Notes	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		P 658,259,690	P 1,216,161,000
Adjustments for:			
Depreciation and amortization	13,14,15	66,195,633	58,347,547
Finance costs	21	12,497,638	14,535,087
Interest income	21	(25,228,346)	(3,408,996)
Share in net losses (earnings) of associates and joint ventures		(3,555,505)	(9,004,634)
Unrealized foreign currency loss (gain) - net		-	558,592
Operating profit before working capital changes		708,169,110	1,277,188,596
Increase in receivables		(303,075,960)	(352,043,896)
Increase in contract asset		(283,377,568)	(199,833,715)
Decrease (Increase) in land and land development costs		(11,763,354)	25,638,138
Increase in property development costs		(99,986,758)	73,893,166
Increase in other assets		(9,264,164)	(36,482,531)
Increase in trade and other payables		485,929,551	(9,117,341)
Increase in contract liability		(43,077,896)	(11,201,286)
Increase (Decrease) in deposits and advances		114,907,837	(165,908,115)
Increase in retirement benefit obligation		3,231,230	702,018
Cash generated from operations		561,692,028	602,835,034
Cash paid for income taxes		-	176,729,869
Interest received		25,228,346	3,408,996
Net Cash From Operating Activities		586,920,374	782,973,899
CASH FLOWS FROM INVESTING ACTIVITIES			
Maturities in short-term placements	11	-	
Construction in progress and development costs of investment properties	10, 14	(572,938,267)	(276,623,176)
Additional (Collection) advances to related parties	23	36,427,895	(17,669,059)
Acquisitions of property and equipment	13	(20,523,650)	(68,812,740)
Net Cash From in Investing Activities		(557,034,022)	(363,104,975)
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividend paid	28	(254,600,089)	(206,960,938)
Repayments of interest-bearing loans and borrowings	17	(18,750,000)	(28,675,000)
Repayments of lease liabilities	15	(6,294,700)	(36,468,792)
Finance costs paid	21	(2,276,794)	(3,052,274)
Obtained advances from related parties	23	7,737,467	139,444,468
Net Cash Used Financing Activities		(274,184,116)	(135,712,536)
Effect of Changes in Foreign Exchange Rate on Cash and Cash Equivalents		-	(558,592)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(244,297,764)	283,597,796
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		5,594,474,547	5,665,952,194
CASH AND CASH EQUIVALENTS AT END OF PERIOD		P 5,350,176,783	P 5,949,549,990

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, 2023 AND 2022
(UNAUDITED)
(With Comparative Audited Figures as of December 31, 2022)
(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 25).

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 79.96% as of March 31, 2023 and December 31, 2022.

On April 24, 2020, the Parent Company's Board of Directors (BOD) approved the change of DMWAI's registered office address from 3rd Floor Aseana Powerstation Building, Pres. Macapagal Avenue, Aseana Business Park, Parañaque City to 15th Floor, Aseana 3, D. Macapagal Blvd. corner Asean Ave., Aseana City, Parañaque City. The change in registered office address was approved by the Securities and Exchange Commission (SEC) and Bureau of Internal Revenue (BIR) on January 4, 2021 and March 15, 2021. DMWAI's principal place of business is located at 15th and 16th Floor, Aseana 3 Bldg., D. Macapagal Blvd. cor. Asean Avenue, Aseana City, Parañaque City.

On November 5, 2020, the WHI's BOD approved the change of WHI's registered office from 306 E. Rodriguez Sr. Boulevard, Quezon City to 15th Floor Aseana 3, Asean Ave., cor Pres. Macapagal Blvd., Brgy. Tambo, Parañaque City. The change in WHI's registered office address was approved by the SEC on August 16, 2021 but remains pending with the BIR as of the date of the issuance of the consolidated interim financial statements.

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 interim financial statements.

As of March 31, 2023 and December 31, 2022, 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	
		March 31, 2023	December 31, 2022
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%
Aseana Ground Floor Holdings Corp. (AGFHC)	(k)	82.50%	82.50%
<i>Indirect:</i>			
58 Jupiter Inc. (formerly Reine, Inc.) (58 Jupiter) – <i>Accounted for as Asset Acquisition</i>	(l)	100.00%	100.00%
L&B Development Corporation (LBDC) – <i>Accounted for as Asset Acquisition</i>	(m)	100.00%	100.00%
Boracay International Airport & Dev’t Corp. (BIADC)	(n)	99.98%	99.98%
U-City Technologies Philippines, Inc. (UCTPI)	(o)	99.98%	99.98%
Aseana City Transport & Travel Corp. (ACTTC)	(p)	99.98%	99.98%
Aseana Gas Energy Corp. (AGEC)	(q)	99.98%	99.98%
Aseana Real Estate Services Management Corp. (ARESM)	(r)	95.98%	95.98%
Bay Area Holdings, Inc. (BAHI)	(s)	59.98%	59.98%
Aseana Resi Rent Corp. (ARRC)	(t)	100.00%	100.00%
Associates:			
Alphaland Heavy Equipment, Corp. (AHEC)	(u)	50.00%	50.00%
European Resources and Technology, Inc. (ERTI)	(v)	42.00%	42.00%
Aseana CL, Beach and Marina Development Corporation (ACBMDC)	(w)	36.00%	36.00%
Joint venture –			
Bay Resources and Development Corporation (BRADCO)	(x)	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. As more fully discussed in Note 28.4, the increase in the Parent Company's effective percentage ownership in FI and BAH 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, BAH 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) The Group obtained control over AGFHC upon initial subscription of DMWAI and AHI to the additional common shares of AGFHC resulting to 7.5% direct ownership and 75% indirect ownership through AHI. The acquisition was accounted for as pooling-of-interest method of accounting as the previous stockholders of AGFHC were the principal stockholders of the Group [see Note 3.1(k)]. Transfers of assets between commonly-controlled entities are accounted for under historical cost accounting and no restatements are made to the financial information in the consolidated financial statements for periods prior to the business combination [see Note 2.3(a)(ii)]. AGFHC was incorporated in October 22, 1999 and has started commercial operations in 2021. The assets and liabilities acquired amounting to P0.4 million and P0.6 million, respectively, were assessed by management to be not significant. AGFHC was 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.
- (l) 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.
- (m) LBDC was acquired in 2020 and indirectly owned through ARHC [see Notes 3.1(k) and 13.4]; established to engage in real estate business; to acquire by purchase, lease, donation or otherwise, use improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold investment or otherwise, real estate of all kinds, whether improved, managed, or otherwise deal in or dispose of buildings, houses, apartments, townhouses, condominiums, and other structures of whatever kind together with the appurtenances or improvements found thereon.
- (n) Indirectly owned through AHI; established to build an international airport in Boracay, Municipality of Malay and/ or Carabao Island, San Jose, Romblon, Philippines.
- (o) 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).

- (p) 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.
- (q) 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.
- (r) Indirectly owned through AHI; established to acquire and manage properties such as commercial, residential, office condominium and industrial real estate.
- (s) 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 BAHI 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.
- (t) Indirectly owned through AHI; established to engage in realty business, provided that it shall not solicit, accept or take investments or placements from the public, neither shall it issue investment contracts.
- (u) 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, 2021, AHEC is currently in the process of liquidation (see Note 13.1).
- (v) 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.
- (w) 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 or real estate objects, involving commercial, industrial, urban, residential or other kinds of real property.
- (x) BRADCO was established to acquire, develop and market real estate properties [see Note 13.2(a)].

As of March 31, 2023, FRDC, R-1, MLCI, AITPI, SBRI, BIADC, AGECE and ACBMDC 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, 2023 (including the comparatives as of December 31, 2022 and for the three months ended March 31, 2022) were approved and authorized for issue by the Parent Company's Chief Executive Officer (CEO) on May 11, 2023.

2. BASIS OF PREPARATION OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

The condensed consolidated interim financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS), as modified by the application of the financial reporting reliefs issued and approved by the SEC in response to the COVID-19 pandemic. The financial reporting reliefs availed of by the Group are disclosed in details below and in the succeeding pages. 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 (BOA).

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

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

In 2020, the Group has availed of several financial reporting reliefs granted by the SEC under Memorandum Circular (MC) No. 14-2018, *Philippine Interpretation Committee Question and Answer (PIC Q&A) No. 2018-12 Implementation Issues Affecting Real Estate Industry*, MC No. 3-2019, *PIC Q&A Nos. 2018-12-H and 2018-14*, MC No. 4-2020, *Deferment of the Implementation of IFRS Interpretations Committee (IFRIC) Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23, Borrowing Costs) for Real Estate Industry*, and MC 34-2020, *Deferral of PIC Q&A No. 2018-12 and IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23) for Real Estate Industry for another period of three years or until 2023*, relating to several implementation issues of PFRS 15, *Revenue from Contracts with Customers*, affecting the real estate industry.

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

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

Relief	Description and Implication	Deferral Period
IFRIC Decision on Over Time Transfer of Constructed Goods (PAS 23) for Real Estate Industry	<p>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.</p> <p>Generally, an entity that capitalized borrowings costs and elected not to defer the IFRIC Agenda Decision would have the following impact in its financial statements:</p> <ul style="list-style-type: none"> • interest expense would have been higher; • cost of real estate inventories would have been lower; • total net profit and 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. 	Until December 31, 2023

Relief	Description and Implication	Deferral Period
PIC Q&A No. 2018-12-D, <i>Concept of the significant financing component in the contract to sell</i> and PIC Q&A No. 2020-04, <i>Addendum to PIC Q&A 2018-12-D: Significant Financing Component Arising from Mismatch between the Percentage of Completion and</i>	<p>PFRS 15 requires that in determining the transaction price, an entity shall adjust the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the parties to the contract (either explicitly or implicitly) provides the customer or the entity with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component.</p> <p>There is no significant financing component if the difference between the promised consideration and the cash selling price of the good or service arises for reasons other than the provision of finance to either the customer or</p>	Until December 31, 2023

<p><i>Schedule of Payments</i> <i>(continued)</i></p>	<p>the entity, and the difference between those amounts is proportional to the reason for the difference. Further, the Group does not need to adjust the promised amount of consideration for the effects of a significant financing component if the entity expects, at contract inception that the timing difference of the receipt of full payment of the contract price and that of the completion of the project, are expected within one year and significant financing component is not expected to be significant.</p> <p>Had the Group elected not to defer this provision of the standard, it would have an impact in the consolidated financial statements as there would have been a significant financing component when there is a difference between the POC of the real estate project and the right to the consideration based on the payment schedule stated in the contract. The Group would have recognized an interest income when the POC of the real estate project is greater than the right to the consideration and interest expense when lesser. Both interest income and expense will be calculated using the effective interest rate method. This will impact the retained earnings, real estate sales, and profit or loss in the year of adoption and comparative periods presented.</p>	
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Relief	Description and Implication	Deferral Period
PIC Q&A No. 2018-12-E, <i>Treatment of land in the determination of POC</i>	<p>Land on which the real estate development will be constructed shall also be excluded in the assessment of POC.</p> <p>Had the Company elected not to defer this provision of the standard, it would have the following impact on the consolidated financial statements:</p> <ul style="list-style-type: none"> • real estate sales and cost of real estate sales would have been higher; • total comprehensive income would have been higher; and, • retained earnings would have been higher. 	Exclusion of land in the assessment of progress is deferred until December 31, 2023

(c) *Presentation of Consolidated Financial Statements*

The consolidated financial statements are presented in accordance with PAS 1, *Presentation of Financial Statements*. The Group presents the consolidated statements of comprehensive income separate from the consolidated statements 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.

(d) *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.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The Group's consolidated interim 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, 2022.

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) *Rentals* – refers to leasing of real estate properties, including land and building and other structures.
- (b) *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.
- (c) *Sale of Land and Condominium Units* – involve the development and sale of industrial and other parcels of land and residential condominium units.

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, 2023 and 2022 (in thousands):

	<u>Rentals</u>		<u>Construction</u>		<u>Sale of Land and Condominium Units</u>		<u>Total</u>	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
REVENUES								
Sales to external customers	P 600,880	P 560,345	P 68,630	P -	P 427,240	P 1,020,603	P 1,096,750	P 1,580,948
Intersegment sales	<u>39,663</u>	<u>39,367</u>	<u>4,172</u>	<u>167,205</u>	<u>-</u>	<u>-</u>	<u>43,835</u>	<u>206,572</u>
Total revenues	<u>1,712,256</u>	<u>599,711</u>	<u>72,802</u>	<u>167,205</u>	<u>427,240</u>	<u>1,020,603</u>	<u>1,140,585</u>	<u>1,787,520</u>
COSTS AND OTHER OPERATING EXPENSES								
Cost of sales and services excluding depreciation and amortization	53,855	42,913	48,892	-	175,679	156,067	278,426	198,980
Depreciation and amortization	53,893	31,066	-	-	-	-	53,893	31,066
Other expenses (income) – net	<u>40,321</u>	<u>37,475</u>	<u>5,967</u>	<u>9,587</u>	<u>31,694</u>	<u>36,706</u>	<u>77,982</u>	<u>83,769</u>
	<u>148,070</u>	<u>111,455</u>	<u>54,859</u>	<u>9,587</u>	<u>207,373</u>	<u>192,774</u>	<u>410,302</u>	<u>313,817</u>
SEGMENT OPERATING PROFIT	<u>P 492,473</u>	<u>P 488,257</u>	<u>P 17,943</u>	<u>P 157,618</u>	<u>P 219,866</u>	<u>P 827,828</u>	<u>P 730,283</u>	<u>P 1,473,703</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, 2023	P 30,914,128	P 12,976,461	P 6,077,917	P 644,988	P 8,714,129	P 3,153,654	P 45,706,174	P 16,775,103
December 31, 2022	30,343,341	12,364,600	6,082,372	589,529	8,363,181	3,043,255	44,788,894	15,997,384

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 16.74% and 11.06% of the consolidated revenues for the three months ended March 31, 2023 and 2022, 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, 2023 (Unaudited)	March 31 2022 (Unaudited)
Revenues		
Total segment revenues	P 1,140,585	P 1,787,519
Elimination of intersegment revenues	(43,835)	(206,572)
Revenues as reported in the condensed consolidated statements of comprehensive income	<u>P 1,096,750</u>	<u>P 1,580,947</u>
Profit or loss		
Segment operating profit	P 730,284	P 1,473,703
Elimination of intersegment revenues	(43,835)	(206,572)
Other unallocated expenses	(45,194)	(49,599)
Operating profit as reported in the condensed consolidated statements of comprehensive income	P 641,255	P 1,217,532
Finance costs	(12,515)	(14,599)
Finance income	25,228	3,968
Share in net income of associates and joint ventures	3,557	9,005
Dividend income	<u>735</u>	<u>215</u>
Profit before tax as reported in the condensed consolidated statements of comprehensive income	<u>P 658,260</u>	<u>P 1,216,161</u>

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Assets		
Segment assets	P 45,706,174	P 44,788,894
Deferred tax assets – net	9	573
Other unallocated assets**	6,594,254	6,359,150
Elimination of intercompany accounts	(12,704,820)	(12,504,084)
 Total assets reported in the condensed consolidated statements of financial position	 <u>P 39,595,617</u>	 <u>P 38,644,533</u>
Liabilities		
Segment liabilities	P 16,775,103	P 15,997,384
Deferred tax liabilities – net	1,169,810	1,113,471
Other unallocated liabilities**	660,377	587,274
Elimination of intercompany accounts	(5,459,526)	(5,226,812)
 Total liabilities as reported in the condensed consolidated statements of financial position	 <u>P 13,145,764</u>	 <u>P 12,471,317</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, 2022.

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, 2023 and December 31, 2022, the Group's financial assets measured at FVOCI amounted to P42.5 million (see Note 16).

The Group has no financial liabilities measured at fair value as of March 31, 2023 and December 31, 2022.

There were no 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.

	Notes	March 31, 2023 (Unaudited)			
		Level 1	Level 2	Level 3	Total
Financial Assets					
Cash and cash equivalents	7	P 5,350,176,783	P -	P -	P 5,350,176,783
Receivables – net	8	-	-	6,867,171,699	6,867,171,699
Refundable deposits (presented as part of Other Non-current Assets)	16	-	-	34,582,099	34,582,099
		<u>P 5,350,176,783</u>	<u>P -</u>	<u>P 6,901,753,798</u>	<u>P 12,251,930,581</u>
Financial Liabilities					
Loans and borrowings	17	P -	P -	P 3,151,777,590	P 3,151,777,590
Trade and other payables	18	-	-	1,649,860,418	1,649,860,418
Advances from and due to related parties	23.2	-	-	4,067,996,249	4,067,996,249
Rental deposits	19	-	-	288,896,332	288,896,332
Construction bond	19	-	-	46,788,446	46,788,446
Lease liability	15.2	-	-	524,118,951	524,118,951
		<u>P -</u>	<u>P -</u>	<u>P 9,729,437,986</u>	<u>P 9,729,437,986</u>
December 31, 2022 (Audited)					
		Level 1	Level 2	Level 3	Total
Financial Assets					
Cash and cash equivalents	7	P 5,594,474,547	P -	P -	P 5,594,474,547
Receivables – net		-	-	6,455,657,604	6,455,657,604
Refundable deposits (presented as part of Other Non-current Assets)	16	-	-	35,844,973	35,844,973
		<u>P 5,594,474,547</u>	<u>P -</u>	<u>P 6,491,502,577</u>	<u>P 12,085,977,124</u>
Financial Liabilities					
Loans and borrowings	17	P -	P -	P 3,169,534,196	P 3,169,534,196
Trade and other payables	18	-	-	1,303,728,134	1,303,728,134
Advances from and due to related parties	23.2	-	-	4,060,258,654	4,060,258,654
Rental deposits	19	-	-	281,805,271	281,805,271
Construction bond	19	-	-	57,434,383	57,434,383
Lease liabilities	15.2	-	-	524,528,916	524,528,916
		<u>P -</u>	<u>P -</u>	<u>P 9,397,289,554</u>	<u>P 9,397,289,554</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, 2023 and December 31, 2022.

	Note	Level 1	Level 2	Level 3	Total
March 31, 2023 and December 31, 2022					
Land	P	-	P141,775,555,640	P -	P141,775,555,640
Buildings and improvements		-	-	10,629,893,244	10,629,893,244
Construction in progress		-	-	3,339,151,573	3,339,151,573
	15	P -	P141,775,555,640	P 13,969,044,817	P155,744,546,458

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, 2023 (Unaudited)	December 31, 2022 (Audited)
Cash on hand and in banks	P 2,616,787,089	P 2,661,084,860
Short-term placements	2,733,389,694	2,933,389,687
	P 5,350,176,783	P 5,594,474,547

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 5.25% to 5.5% during the three months ended March 31, 2023 and 0.5% to 1.3% during the three months ended March 31, 2022. Interest income from cash in banks and short-term placements amounting to P25.2 million and P3.4 million in 2023 and 2022, respectively, are included as part of Finance Income in the consolidated statements of comprehensive income (see Note 21.3).

8. RECEIVABLES

This account is composed of the following:

	Note	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Current:			
Rental receivables		P 1,092,486,527	P 843,440,913
Advances to:			
Related parties	23.1	771,930,952	770,362,674
Suppliers		414,151,413	400,159,593
Officers and employees		14,414,030	11,216,332
Contracts receivables		666,516,752	643,515,626
Land sale receivable		-	49,255,000
Retention receivables		10,939,193	7,005,678
Others		3,590,430	4,759,191
		2,974,029,297	2,729,715,007
Allowance for impairment		(72,383,911)	(81,010,599)
		<u>2,901,645,386</u>	<u>2,648,704,408</u>
Non-current:			
Rental receivables		<u>4,379,677,726</u>	<u>4,365,970,639</u>
		<u>P 7,281,323,112</u>	<u>P 7,014,675,047</u>

Receivables that are past due but not impaired as at the end of the three months reporting period are shown below:

	March 31, 2023	December 31, 2022
Not more than three months	P 244,623,897	P 201,128,183
More than three months but not more than one year	202,750,909	202,922,906
More than one year	<u>759,955,812</u>	<u>741,826,281</u>
	<u>P 1,207,330,618</u>	<u>P 1,145,877,369</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”, “MidPark Towers” and “One Parq Suites”, all of which are 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 as follows:

	March 31, 2023	December 31, 2022
	<u>(Unaudited)</u>	<u>(Audited)</u>
MidPark Residences	P 1,463,866,200	P 1,364,448,198
Raw Land	397,831,294	397,831,294
Pixel	4,641,100	4,607,253
One Parq Suites	<u>54,251,277</u>	<u>53,716,368</u>
	<u>P 1,920,589,871</u>	<u>P 1,820,603,113</u>

Cost of condominium units sold amounted to P175.7 million and P100.8 million for the three months ended March 31, 2023 and 2022, respectively (see Note 20.3).

Percentage of completion of Pixel Residences as at March 31, 2023 and 2022 is 100%. Percentage of completion of MidPark Residences as at March 31, 2023 and 2022 is 58.58% and 36.23%, respectively.

10. 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 Lunzurán Heights Subdivision, Zamboanga City with a total lot area of 222,323 as of March 31, 2023 and December 31, 2022.

The analysis of the movements of the balance of Land and Land Development Costs is as follows:

	Note	March 31, 2023	December 31, 2022
		<u>(Unaudited)</u>	<u>(Audited)</u>
Balance at beginning of year		P 1,703,931,615	P 2,080,156,703
Development costs during the year		29,608,350	107,610,053
Sales during the period	22	-	(55,212,604)
Reclassification		<u>-</u>	<u>(428,622,537)</u>
Balance at end of period		<u>P 1,733,539,965</u>	<u>P 1,703,931,615</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, 2023 and December 31, 2022. As of March 31, 2023 and December 31, 2022, certain portion of the parcels of land owned by the Group with a total lot area of 2,777 and carrying amount of P52.9 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, 2023 (Unaudited)	December 31, 2022 (Audited)
Input VAT	P 713,572,516	P 657,242,285
Deferred input value added tax (VAT)	668,094,069	655,345,025
Prepayments	155,330,976	138,072,948
Contract acquisition costs	64,471,644	66,793,889
Financial assets at FVTPL	58,615,788	58,615,790
Creditable withholding tax	<u>36,677,281</u>	<u>29,063,876</u>
	<u>P 1,696,762,274</u>	<u>P 1,605,133,813</u>

12. INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

This account consists of the following:

	<u>Note</u>	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Investments in:			
Associates	12.1	P 48,737,685	P 48,784,245
Joint ventures	12.2	<u>83,446,830</u>	<u>79,844,766</u>
		<u>132,184,515</u>	<u>P 128,629,011</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, 2023 (Unaudited)	December 31, 2022 (Audited)
Acquisition costs	<u>P 56,913,213</u>	<u>P 56,913,213</u>
Accumulated share in net losses:		
Balance at beginning of period	(8,128,968)	(8,022,285)
Share in net losses	<u>(46,560)</u>	<u>(106,683)</u>
Balance at end of period	<u>(8,175,528)</u>	<u>(8,128,968)</u>
	<u>P 48,737,685</u>	<u>P 48,784,245</u>

12.2 Investments in Joint Venture

The movements in the carrying amount of investments in BRADCO, which is accounted for under the equity method in the condensed consolidated financial statements of the Group, are shown below.

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Acquisition costs	P 2,000,000	P 2,000,000
Accumulated share in net income:		
Balance at beginning of period	77,844,766	66,715,066
Share in net income	<u>3,602,064</u>	<u>11,129,700</u>
Balance at end of period	<u>81,446,830</u>	<u>77,844,766</u>
	<u>P 83,446,830</u>	<u>P 79,844,766</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, 2023 and the year ended December 31, 2022 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, 2023									
Cost	P 9,291,800	P 4,034,354	P 38,370,564	P 510,981,995	P 91,356,861	P 168,194,229	P 25,247,008	P 239,649,209	P 1,087,126,020
Accumulated depreciation and amortization	<u>-</u>	<u>(3,766,799)</u>	<u>(34,872,811)</u>	<u>(481,724,242)</u>	<u>(57,598,292)</u>	<u>(128,386,989)</u>	<u>(22,925,502)</u>	<u>(39,941,535)</u>	<u>(769,216,170)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 267,555</u>	<u>P 3,497,753</u>	<u>P 29,257,753</u>	<u>P 33,758,569</u>	<u>P 39,807,240</u>	<u>P 2,321,506</u>	<u>P 199,707,674</u>	<u>P 317,909,850</u>
December 31, 2022									
Cost	P 9,291,800	P 4,034,354	P 38,370,564	P 510,482,441	P 89,867,504	P 167,504,485	P 25,247,008	P 239,649,209	P 1,084,447,365
Accumulated depreciation and amortization	<u>-</u>	<u>(3,700,608)</u>	<u>(34,489,711)</u>	<u>(479,114,861)</u>	<u>(54,568,932)</u>	<u>(121,550,844)</u>	<u>(22,841,379)</u>	<u>(37,944,458)</u>	<u>(754,210,793)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 333,746</u>	<u>P 3,880,853</u>	<u>P 31,367,580</u>	<u>P 35,298,572</u>	<u>P 45,953,641</u>	<u>P 2,405,629</u>	<u>P 201,704,751</u>	<u>P 330,236,572</u>
January 1, 2022									
Cost	P 9,291,800	P 4,034,354	P 38,370,564	P 473,492,206	P 60,284,558	P 161,761,337	P 14,587,506	P 239,649,209	P 1,001,471,534
Accumulated depreciation and amortization	<u>-</u>	<u>(3,435,845)</u>	<u>(32,957,310)</u>	<u>(449,863,681)</u>	<u>(44,815,376)</u>	<u>(103,738,934)</u>	<u>(14,062,186)</u>	<u>(29,956,151)</u>	<u>(678,829,483)</u>
Net carrying amount	<u>P 9,291,800</u>	<u>P 598,509</u>	<u>P 5,413,254</u>	<u>P 23,628,525</u>	<u>P 15,469,182</u>	<u>P 58,022,403</u>	<u>P 525,320</u>	<u>P 209,693,058</u>	<u>P 322,642,051</u>

A reconciliation of the carrying amounts at the beginning and end of the three months ended March 31, 2023 and the year ended December 31, 2023 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, 2023, net of accumulated depreciation and amortization	P 9,291,800	P 333,746	P 3,880,853	P 31,367,580	P 35,298,572	P 45,953,641	P 2,405,629	P 201,704,751	P 330,236,572
Additions	-	-	-	499,554	1,489,357	689,744	-	-	2,678,653
Depreciation and amortization charges for the period	-	(66,191)	(383,100)	(2,609,381)	(3,029,360)	(6,836,145)	(84,123)	(1,997,077)	(15,005,377)
Balance at March 31, 2023, net of accumulated depreciation and amortization	<u>P 9,291,800</u>	<u>P 267,555</u>	<u>P 3,497,753</u>	<u>P 29,257,753</u>	<u>P 33,758,569</u>	<u>P 39,807,240</u>	<u>P 2,321,506</u>	<u>P 199,707,674</u>	<u>P 317,909,850</u>
Balance at January 1, 2022, net of accumulated depreciation and amortization	P 9,291,800	P 598,509	P 5,413,254	P 23,628,525	P 15,469,182	P 58,022,403	P 525,320	P 209,693,058	P 322,642,051
Additions	-	-	-	36,990,235	29,582,946	5,743,148	10,659,503	-	82,975,832
Depreciation and amortization charges for the year	-	(264,762)	(1,532,401)	(29,251,180)	(9,753,556)	(17,811,910)	(8,779,194)	(7,988,307)	(75,381,311)
Balance at December 31, 2022, net of accumulated depreciation and amortization	<u>P 9,291,800</u>	<u>P 333,746</u>	<u>P 3,880,853</u>	<u>P 31,367,580</u>	<u>P 35,298,572</u>	<u>P 45,953,641</u>	<u>P 2,405,629</u>	<u>P 201,704,751</u>	<u>P 330,236,572</u>

The amount of depreciation and amortization is allocated as follows:

	Note	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
General and administrative expense	22	P 12,364,745	P 62,260,192
Capitalized as part of land and land development costs		<u>2,640,631</u>	<u>13,121,115</u>
		<u>P 15,005,377</u>	<u>P 75,381,307</u>

14. INVESTMENT PROPERTIES

The carrying amount of this account is composed of the following:

	Note	2023	2022
Investment properties – net		P 19,039,497,135	P 18,516,389,761
Right-of-use asset – net	15.1	<u>472,895,079</u>	<u>478,590,552</u>
		<u>P 19,512,392,214</u>	<u>18,994,980,313</u>

The gross amounts and the accumulated depreciation of investment properties at the beginning and end of the three months ended March 31, 2023 and the year ended December 31, 2022 are shown below.

	Land	Building and Improvements	Condominium Units	Construction in Progress	Total
March 31, 2023					
Cost	P 10,629,111,234	P 5,512,964,352	P 25,228,650	P 3,856,271,532	P 20,023,575,768
Accumulated depreciation	-	(976,282,324)	(7,796,309)	-	(984,078,633)
Net carrying amount	<u>P 10,629,111,234</u>	<u>P 4,536,682,028</u>	<u>P 17,432,341</u>	<u>P 3,856,271,532</u>	<u>P 19,039,497,135</u>
December 31, 2022					
Cost	P 10,573,292,926	P 5,512,964,352	P 25,228,650	P 3,339,151,573	P 19,450,637,501
Accumulated depreciation	-	(926,703,718)	(7,544,022)	-	(934,247,740)
Net carrying amount	<u>P 10,573,292,926</u>	<u>P 4,586,260,634</u>	<u>P 17,684,628</u>	<u>P 3,339,151,573</u>	<u>P 18,516,389,761</u>
January 1, 2022					
Cost	P 10,001,795,507	P 2,995,351,909	P 25,228,650	P 4,791,919,186	P 17,814,295,252
Accumulated depreciation	-	(750,852,239)	(6,534,876)	-	(757,387,115)
Net carrying amount	<u>P 10,001,795,507</u>	<u>P 2,244,499,670</u>	<u>P 18,693,774</u>	<u>P 4,791,919,186</u>	<u>P 17,056,908,137</u>

The reconciliation of the carrying amounts of investment properties at the beginning and end of the three months ended March 31, 2023 and the year ended December 31, 2022 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, 2023, net of accumulated depreciation	P 10,573,292,926	P 4,586,260,634	P 17,684,628	P 3,339,151,573	P 18,516,389,761
Additions	55,818,308	-	-	517,119,959	572,938,267
Depreciation charges for the period	-	(49,578,606)	(252,287)	-	(49,830,893)
Balance at March 30, 2023, net of accumulated depreciation	<u>P 10,629,111,234</u>	<u>P 4,536,682,028</u>	<u>P 17,432,341</u>	<u>P 3,856,271,532</u>	<u>P 19,039,497,135</u>
Balance at January 1, 2022, net of accumulated depreciation	P 10,001,795,507	P 2,244,499,670	P 18,693,774	P 4,791,919,186	P 17,056,908,137
Additions	142,874,882	-	-	1,064,844,830	1,207,719,712
Reclassifications	428,622,537	2,517,612,443	-	(2,517,612,443)	428,622,537
Depreciation charges for the year	-	(175,851,479)	(1,009,146)	-	(176,860,625)
Balance at December 31, 2022, net of accumulated depreciation	<u>P 10,573,292,926</u>	<u>P 4,586,260,634</u>	<u>P 17,684,628</u>	<u>P 3,339,151,573</u>	<u>P 18,516,389,761</u>

The amount of depreciation is allocated as follows:

	<u>Notes</u>	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Cost of rentals	20.2	P 49,578,606	P 175,851,479
General and administrative expense	22	<u>252,287</u>	<u>1,009,146</u>
		<u>P 49,830,893</u>	<u>P 176,860,625</u>

Land and building rental revenues recognized from investment properties amounted to P519.9 million and P461.7 million for the three months ended March 31, 2023 and 2022, 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 2023 and 2022.

Certain investment properties with carrying amount of P1,578.6 million as of March 31, 2023 and December 31, 2022, are used as collateral for certain loans with local banks (see Note 17).

The fair value of investment properties amounted to P155,744.5 million as of March 31, 2023 and December 31, 2022 (see Note 6.4).

15. LEASES

The Group leases certain parcels of land from WHI where the Group's certain investment properties are situated. Such leases have original term up to 30 years, and subject to escalation rate of 3% and enforceable renewal or extension options. The leases with WHI are reflected in the 2023 condensed consolidated statement of financial position as a right-of-use asset under Investment Properties (see Note 14) and lease liability.

15.1 Right-of-use Asset

The carrying amount of the Group's right-of-use asset as at March 31, 2023 and December 31, 2022 and the movements during the period are shown below.

	<u>Note</u>	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Balance at beginning of period		P 478,590,552	P 509,377,480
Lease Modification		-	(9,665,472)
Depreciation and amortization	20.2	(5,695,473)	(21,121,456)
Balance at end of period		<u>P 472,895,079</u>	<u>P 478,590,552</u>

The amount of depreciation is allocated as follows:

	<u>Notes</u>	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Capitalized as part of property development cost		P 1,380,781	P 5,523,128
Cost of rentals	20.2	<u>4,314,692</u>	<u>15,598,328</u>
		<u>P 5,695,473</u>	<u>P 21,121,456</u>

15.2 Lease Liabilities

Lease liabilities are secured by the related underlying assets. Such liabilities are presented in the condensed consolidated statement of financial position as at March 31, 2023 and December 31, 2022 as follows:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Current	P 41,991,183	P 42,581,242
Non-Current	<u>482,127,768</u>	<u>481,947,674</u>
	<u>P 524,118,951</u>	<u>P 524,528,916</u>

Interest expense in relation to lease liabilities amounted to P10.2 and P11.5 million as of March 31, 2023 and 2022, respectively, and is presented as part of Finance Costs in the condensed consolidated statements of comprehensive income (see Note 21.2).

As of March 31, 2023, the Group has no commitments for leases (as lessee) entered into but which had not commenced.

16. OTHER NON-CURRENT ASSETS

This account includes the following:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Advances to suppliers	P 266,110,892	P 367,804,209
Project advances	119,070,674	119,070,674
Deposits for future investment	54,026,935	54,026,935
Financial assets at FVOCI	42,520,190	42,520,190
Refundable deposits	34,582,099	35,844,973
Others	<u>30,707,444</u>	<u>11,695,851</u>
	<u>P 547,018,234</u>	<u>P 630,962,832</u>

The reconciliation of the carrying amounts of financial assets at FVOCI is as follows:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Balance at beginning of period	P 42,520,190	P 42,178,662
Unrealized fair value gain	<u>-</u>	<u>341,528</u>
Balance at end of period	<u>P 42,520,190</u>	<u>P 42,520,190</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, 2023 (Unaudited)	December 31, 2022 (Audited)
Current	P 1,269,444,444	P 1,269,444,444
Non-current	<u>1,893,305,556</u>	<u>1,912,055,556</u>
	<u>P 3,162,750,000</u>	<u>P 3,181,500,000</u>

Bank loans represent partially secured and unsecured loans from local commercial banks. These loans bear annual interest rates ranging from 2.25% to 4.75% per annum in 2023 and 2022 and are subject to monthly repricing based on prevailing market rate.

In 2023 and 2022, interest costs related to bank loans amounted to P2.3 million and P3.0 million, respectively, and were recognized as part of Finance costs account in the condensed consolidated statements of comprehensive income (see Note 21.2).

Certain bank loans are partially secured by investment properties amounting to P1,578.6 million as of March 31, 2023 and December 31, 2022, respectively, and land and land development costs amounting to P52.9 million as of March 31, 2023 and December 31, 2022 (see Notes 10 and 14).

18. TRADE AND OTHER PAYABLES

This account consists of the following:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Deferred output VAT payable	P 950,576,847	P 777,085,624
Trade payables	581,330,611	308,983,535
Accrued expenses	513,031,609	541,508,849
Retention payable	431,007,518	356,412,832
Other payables	124,490,531	109,517,506
	<u>P 2,600,437,116</u>	<u>P 2,093,508,346</u>

19. DEPOSITS AND ADVANCES

This account consists of:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Current:		
Reservation deposits	P 297,226,484	P 258,627,160
Advance rentals	282,367,868	207,498,651
Construction bond	46,788,446	57,434,383
Unearned rent income	25,728,465	20,952,148
Rental deposits	5,523,563	5,523,562
Buyers' deposits	1,009,196	1,009,196
Others	4,208,042	3,970,187
	<u>662,852,064</u>	<u>555,015,287</u>

Non-current:		
Rental deposits	283,372,769	276,281,709
Retention payable	110,765,630	110,765,630
Unearned rent income	79,181,891	79,181,891
Advance rentals	48,378,238	48,378,239
Buyers' deposits	<u>5,807,833</u>	<u>5,827,833</u>
	<u>527,506,361</u>	<u>520,435,301</u>
	<u>P 1,190,358,425</u>	<u>P 1,075,450,588</u>

20. COSTS OF SERVICES

20.1 Cost of Construction Contracts

The cost of construction contracts pertains to cost of subcontract amounting to P48.9 million in 2023 and nil in 2022.

20.2 Cost of Rentals

The following are the details of direct costs and expenses of rentals, including common usage and service area charges:

	Notes	2023	2022
Depreciation	14, 15.1	P 53,893,298	P 31,066,207
Outside services		12,384,195	11,391,833
Taxes and licenses		17,934,313	10,631,282
Utilities		10,590,053	8,440,846
Repairs and maintenance		4,450,642	2,908,286
Office supplies		3,447,383	2,191,287
Professional fees		663,058	3,956,464
Others		<u>4,874,883</u>	<u>3,593,380</u>
		<u>P 108,237,825</u>	<u>P 74,179,585</u>

Others include cost of janitorial services, garbage fees, and other incidental fees.

20.3 Cost of Sale of Condominium Units

The following are the details of direct costs and expenses of condominium units sold:

	2023	2022
Development costs	P 137,020,974	P 78,124,878
Land cost	16,842,715	9,370,408
Capitalized interest cost	11,295,826	7,123,218
Others	<u>10,519,194</u>	<u>6,236,274</u>
	<u>P 175,678,709</u>	<u>P 100,854,777</u>

Development costs pertain to work done by third party contractors relating to planning, design, architectural, and general construction of the condominium units.

Others include permits and licenses, development changes, surveying, monumenting, titling fees, project management, contingencies and interest cost.

21. OTHER OPERATING AND NON-OPERATING INCOME (CHARGES)

21.1 Other Operating Income

	<u>2023</u>	<u>2022</u>
Income from rendering of administrative and other services	P 10,497,449	P 9,734,542
Penalty Income	2,897,369	15,975,209
Others	<u>3,790,438</u>	<u>159,509</u>
	<u>P 17,185,256</u>	<u>P 25,869,260</u>

Others include parking fee income, vetting fee, and signage rental.

21.2 Finance Costs

	<u>Note</u>	<u>2023</u>	<u>2022</u>
Interest expense on:			
Lease liabilities	15.2	P 10,220,844	P 11,482,813
Bank loans	17	2,276,794	3,052,274
Others		<u>16,961</u>	<u>23,850</u>
		<u>P 12,514,599</u>	<u>P 14,558,937</u>

21.3 Finance Income

	<u>Note</u>	<u>2023</u>	<u>2022</u>
Interest income	7	P 25,228,346	P 3,408,996
Foreign currency gains		<u>-</u>	<u>558,592</u>
		<u>P 25,228,346</u>	<u>P 3,967,588</u>

22. OPERATING EXPENSES BY NATURE

The details of operating expenses by nature are shown below.

	<u>Notes</u>	<u>2023</u>	<u>2022</u>
Development costs		P 137,020,974	P 78,124,877
Depreciation and amortization	13,14,15	66,510,330	39,957,830
Salaries and employee benefits		40,613,389	40,134,100
Taxes and licenses		40,299,874	30,095,180
Subcontract		35,461,307	
Commission		22,902,595	53,053,074
Cost of sale of land		-	55,212,604
Land cost		16,842,715	9,370,408
Outside services		13,973,451	13,406,804
Association dues		11,759,125	11,485,219
Utilities		11,631,227	9,383,801
Representation and entertainment		11,550,300	3,531,022
Bond and insurance		7,909,252	5,412,332
Professional fees		7,089,153	8,612,914
Repairs and maintenance		5,140,147	3,507,549
Office supplies		4,896,411	3,515,331
Others		39,079,994	24,481,104
		<u>P 472,680,244</u>	<u>P 389,284,149</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 condensed consolidated statements of comprehensive income as follows:

	<u>Notes</u>	<u>2023</u>	<u>2022</u>
Cost of rentals	20.2	P 108,237,825	P 74,179,585
Cost of sale of land	10	-	55,212,604
Cost of sale of condominium units	20.3	175,678,709	100,854,777
Cost of construction contracts	20.1	48,891,697	-
General and administrative expenses		115,169,420	105,265,386
Selling expenses		24,702,593	53,771,797
		<u>P 472,680,244</u>	<u>P 389,284,149</u>

The details of general and administrative expenses are shown below.

	Notes	2023	2022
Salaries and employee benefits		P 40,613,389	P 40,134,100
Taxes and licenses		22,365,561	19,463,898
Depreciation and amortization	13, 14	12,617,032	8,891,623
Association dues		11,759,125	11,485,219
Representation and entertainment		11,550,300	3,531,022
Professional fees		6,426,095	4,656,450
Bond and insurance		3,034,369	1,818,952
Outside services		1,589,256	2,014,971
Office supplies		1,449,028	1,324,044
Utilities		1,041,174	942,955
Repairs and maintenance		689,505	599,263
Others		2,034,586	10,402,889
		<u>P 115,169,420</u>	<u>P 105,265,386</u>

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 2023 and 2022 with its related parties and the outstanding balances as of March 31, 2023 and December 31, 2022 are presented below:

Related Party Category	Notes	Outstanding Balances		Amount of Transactions	
		March 31, 2023 (Unaudited)	December 31, 2022 (Audited)	2023	2022
Ultimate parent company:					
Cash advances granted	23.1	P 486,770,269	P 485,006,512	P 13,559,056	P 11,795,299
Advances from purchase of land	23.2	(3,990,607,907)	(3,990,125,076)	(482,838)	
Cash advances paid (obtained)	23.2	(72,923,379)	(70,133,585)	(28,179,503)	(25,389,709)
Right-of-use assets		472,895,079	478,950,552	(36,482,401)	(30,786,928)
Lease liability		(524,118,951)	(524,528,916)	9,916,961	9,506,966
Management Fee		54,610,140	21,844,058	10,922,028	43,688,115
Interest expense		-	-	10,220,844	42,129,716
Associates:					
Cash advances granted	23.1	7,659,701	7,555,729	101,966	1,797
Joint ventures:					
Cash advances granted	23.1	37,583,941	37,583,941	-	-
Construction contracts		-	8,331,867	-	(36,796,790)
Related parties under common ownership and management:					
Cash advances granted (collected)	23.1	135,729,693	138,574,233	(45,128,657)	(54,318,216)
Association dues		62,098,065	62,098,065	39,137,699	39,137,699
Contracts of services		-	-	-	2,047,386
Other income		-	-	26,677,578	26,677,578
Stockholders:					
Cash advances granted (collected)	23.1	104,187,348	101,638,463	7,073,878	4,524,993
Key management personnel –					
Compensation		-	-	15,238,489	59,365,577
Retirement Fund		-	37,424,937	-	(823,282)

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, 2023 (Unaudited)	December 31, 2022 (Audited)
Ultimate parent company	P 486,770,269	P 485,006,512
Related parties under common ownership and management	135,729,693	138,574,233
Stockholders	104,187,348	101,638,463
Joint ventures	37,583,941	37,583,941
Associates	<u>7,659,701</u>	<u>7,559,525</u>
	<u>P 771,930,952</u>	<u>P 770,362,674</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.

24. EARNINGS PER SHARE

Basic and diluted earnings per share were computed as follows:

	2023 (Unaudited)	2022 (Unaudited)
Net profit attributable to the equity holders of the Parent Company	P 525,655,769	P 966,115,678
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 0.15</u>	<u>P 0.28</u>

*The Group has no potential dilutive common shares as of March 31, 2023 and 2022.

25. CAPITAL STOCK

The Parent Company has an authorized capital stock of P4,000,000,000 divided into 4,000,000,000 shares with a par value of P1 per share, of which 3,395,864,100 shares or P3,395,864,100 are issued and outstanding as of March 31, 2023 and December 31, 2022.

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 P6.80 per share and P6.70 per share as of March 31, 2023 and December 31, 2022, respectively.

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.

On May 14, 2020, the Parent Company's BOD unanimously approved a P1,000.0 million buyback program of the Parent Company's shares through the open market on the PSE subject to applicable SEC and PSE rules, for a period of two years or upon full utilization of the appropriated amount, whichever comes first. The Parent Company acknowledges that the share buyback program shall have an effect on the Parent Company's Minimum Public Ownership (MPO), and that it commits to bringing the MPO to the required percentage within a period of twelve months. As of the date of issuance of the 2021 consolidated financial statements, the SEC is yet to approve the Parent Company's buyback program and management has projected that the approved amount may only reach to P300.0 million.

As of March 31, 2023 and December 31, 2022, there are 25 and 29 holders, respectively, 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.

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. 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 period is as follows:

	March 31, 2023	December 31, 2022
	<u>(Unaudited)</u>	<u>(Audited)</u>
Within one year	P 1,378,524,297	P 1,226,485,449
After one year but not more than two years	1,265,420,692	1,110,266,789
After one year but not more than three years	1,149,660,946	992,856,921
After one year but not more than four years	1,081,520,052	921,502,544
After one year but not more than five years	845,848,350	733,241,663
More than five years	<u>36,986,591,524</u>	<u>36,932,416,756</u>
	<u>P 42,707,565,861</u>	<u>P 41,916,770,122</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 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 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, 2023, 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.

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, 2023, 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, 2023 and December 31, 2022, the Group's ratios of net interest-bearing loans to total capital are as follows:

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Total loans and borrowings	P 3,162,750,000	P 3,181,500,000
Less: Cash and cash equivalents and short-term placements	(5,350,176,783)	(5,594,474,547)
Net loans and borrowings (a)	(2,187,426,783)	(2,412,974,547)
Total equity	<u>26,449,852,372</u>	<u>26,173,216,027</u>
Net loans and borrowings and equity (b)	<u>P 24,262,425,589</u>	<u>P23,760,241,480</u>
Gearing ratio (a/b)	<u>-9%</u>	<u>-10%</u>

28. CASH DIVIDENDS

On March 15, 2023, the Parent Company's BOD in the special meeting held approved the declaration of dividends amounting to P 0.07497358 per share to shareholders as of the record dated March 30, 2023. The dividends were made payable on April 5, 2023.

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, 2023 and 2022
(Amounts in Philippine Pesos)

		<u>March 31, 2023</u>	<u>December 31, 2022</u>
I.	Current/liquidity ratios		
a.	Current Ratio		
	$\frac{\text{Total Current Assets}}{\text{Total Current Liabilities}}$	1.58	1.63
b.	Quick Ratio		
	$\frac{\text{[Cash and Cash Equivalents + Receivables - net]}}{\text{Total Current Liabilities}}$	0.92	0.99
II.	Solvency ratios		
a.	Solvency Ratio		
	$\frac{\text{Total Assets}}{\text{Total Liabilities}}$	3.01	3.10
b.	Debt Ratio		
	$\frac{\text{Total Loans and Borrowings}}{\text{Total Assets}}$	8%	8%
c.	Debt-to-Equity Ratio		
	$\frac{\text{Total Loans and Borrowings}}{\text{Total Equity Attributable to Owners of Parent Company}}$	12%	12%
III.	Asset-to-equity ratio		
	$\frac{\text{Total Assets}}{\text{Total Equity Attributable to Owners of Parent Company}}$	1.53	1.51
IV.	Interest Coverage Ratio	<u>March 31, 2023</u>	<u>March 31, 2022</u>
	$\frac{\text{Earnings Before Interest and Taxes}}{\text{Interest Costs}}$	23.1	31.7
V.	Profitability Ratios		
a.	Net Profit Margin		
	$\frac{\text{Net profit Attributable to Owners of the Parent Company}}{\text{Revenues}}$	47.9%	60.8%
b.	Gross Profit Margin		
	$\frac{\text{Gross Profit}}{\text{Revenues}}$	69.7%	85.4%
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%	17.0%

d.	Return on Assets (Annualized)		
	Net profit Attributable to Owners of the Parent Company		
	<hr/>	4.1%	12.6%
	Average Total Assets		
e.	Recurring income		
	Rental revenue		
	<hr/>	54.8%	38.3%
	Total revenue		

D. M. WENCESLAO & ASSOCIATES, INCORPORATED
15th Floor Aseana 3, D. Macapagal Blvd.
corner Asean Ave., Aseana City, Paranaque City

Reconciliation of Retained Earnings Available for Dividend Declaration
As of March 31, 2023

Unappropriated Retained Earnings Available for Dividend Declaration at Beginning of Year	<u>P 10,862,747,853</u>
Prior Year's Outstanding Reconciling Items	
Rent income based on	
Philippine Accounting Standard (PAS) 17, <i>Leases</i>	(4,930,098,036)
Deferred tax income from deferred tax assets	(15,262,780)
Remeasurement of deferred tax assets	
as an effect of change in income tax rate	17,665,749
Revaluation increment on land	<u>(19,047,893)</u>
Unappropriated Retained Earnings Available for Dividend Declaration at Beginning of Year, as Adjusted	<u>5,916,004,893</u>
Net Profit Realized During the Year	
Net profit per audited financial statements	255,905,234
Non-actual/unrealized income	
Accrued rent income based on PFRS 16, <i>Leases</i>	(151,215,442)
Deferred tax expense from deferred tax assets	<u>14,625,381</u>
	<u>119,315,173</u>
Other Transactions During the Year	
Cash dividends declared	<u>(254,600,089)</u>
Unappropriated Retained Earnings Available for Dividend Declaration at End of Period	<u><u>P 5,780,719,977</u></u>

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS

DMW's 1Q2023 Net Income Reaches ₱526 Million

Financial and Operational Highlights

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

	Three months ended March 31 (UNAUDITED)				
	2023	% to Revenues	2022	% to Revenues	% Change
Profit & Loss Data					
Revenues	1,097	100%	1,581	100%	-31%
Cost of services and sales	333	30%	230	15%	45%
Gross profit	764	70%	1,351	85%	-43%
Other operating expenses – net	123	11%	133	8%	-7%
Net income	526	48%	961	61%	-45%
	Mar 31, 2023		Dec 31, 2022		% Change
	Amount	% to Total Assets	Amount	% to Total Assets	
	(UNAUDITED)		(AUDITED)		
Balance Sheet Data					
Total Assets	39,596	100%	38,644	100%	2%
Total Liabilities	13,146	33%	12,471	32%	5%
Total Equity attributable to owners of the Parent company	25,823	65%	25,552	66%	1%
Other Key Financial Ratios	As of the period ended				
	March 31, 2023	December 31, 2022			
Current Ratio	1.58	1.63			
Debt to Equity	12%	12%			
	March 31, 2023	December 31, 2022			
Return on Equity	8%	8%			
*Net income ratio	48%	50%			
Recurring Income Contribution	55%	52%			

**Attributable to parent*

Revenue

Total consolidated revenue decreased by P484.2 million or 30.6%, from P1,580.9 million for the three months ended March 31, 2022 to P1,096.7 million for the same period in 2023, primarily due to the following:

Land sales

The parent Company sold a certain parcel of land amounting to P787.6 million in January 2022 with a land area of 1,790 sqm. No sale was recorded for the same period in 2023.

Sale of Condominium Units

The revenue from sale of condominium units increased by P194.2 million or 83.3%, from P233.0 million for the three months ended March 31, 2022 to P427.2 million on same period in 2023. This increase was primarily attributable to the increase in incremental percentage of completion for Midpark in 2023 compared to the incremental percentage of completion for the same period in 2022. Also, higher number of units of Midpark was qualified for revenue recognition as it reaches the revenue threshold.

Rentals

The total rental revenue increased by P40.6 million or 7.2%, from P560.3 million for the three months ended March 31, 2022 to P600.9 million on the same period in 2023 . The increase was attributable to the increase in parking income and the new leases the company has secured.

Construction Contracts

The total construction contracts increased by P68.6 million or 100%, for the three months ended March 31 in 2023 . The increase was attributable to construction activities rendered to external parties.

Cost of Services and Sales

Total consolidated cost of services and sales increased by P102.6 million or 44.6%, from P230.2 million for the three months ended March 31, 2022 to P332.8 million for the same period in 2023 primarily due to the following:

Sale of Condominium Units

Cost of sale of condominium units increased by P74.9 million or 74.3%, from P100.8 million for the three months ended March 31, 2022 to P175.7 million for the same period in 2023. As discussed above, increase was primarily attributable to the increase in incremental percentage of completion for Midpark in 2023 compared to the incremental percentage of completion on the same period in 2022. Also, higher number of units of Midpark was qualified for revenue recognition.

Construction Contracts

Cost of construction contracts increased by P48.9 million or 100%, for the three months ended March 31, 2023. As discussed above, increase was primarily attributable to the increase in construction activities rendered to external parties.

Land Sales

Cost of land sales decreased by P55.2 million or 100% from 2022. As discussed above, there is no land sale for the same period in 2022.

Operating expenses – net

Operating expenses – net decreased by P10.5 million or 7.9% from P133.2 million for the period ended March 31, 2022 to P122.7 million for the same period in 2023 primarily due to decrease in selling expense related to the land sale and decrease in recognized penalty income from forfeited payments of buyers.

Tax Expense

Tax expense decreased by P123.0 million or 49.2%, from P250.0 million in 2022 to P127.0 million in 2023 significantly due to the decrease in current tax expense as a result of the transacted land sale during the first quarter of 2022.

Net Profit Attributable to Parent

Net profit attributable to parent company decreased by P434.9 million or 45.3%, from P960.5 million in 2022 to P525.6 million in 2023, as discussed in details in the revenue, cost of services and sales, operating expenses and taxes portions of this report.

Balance Sheet Accounts

Total Assets

The Company's total assets increased by P951.1 million or 2.5%, from P38,644.5 million as of December 31, 2022 to P39,595.6 million as of March 31, 2023 due to the following:

- Contract Asset increased by P283.4 million or 34.5%, from P820.3 million to P1,103.7 million as of December 31, 2022 and March 31, 2023, respectively, primarily due to the increase in number of units that qualified for revenue recognition.
- Investment properties - net increased by P517.4 million or 2.7%, from P18,995.0 million to P19,512.4 million as of December 31, 2022 and March 31, 2023, respectively, because of the cost incurred for the construction of Parqal.

- Receivables increased by P266.6 million or 3.8%, from P7,014.7 million to P7,281.3 million as of December 31, 2022 and March 31, 2023, respectively, primarily due to the recognition of rental receivable based on PAS17.

Total Liabilities

Total liabilities increased by P674.4 million or 5.4%, from P12,471.3 million to P13,145.8 million from December 31, 2022 and March 31, 2023, respectively, due to the following:

- Deferred tax liabilities increased by P56.3 million or 5.1%, from P1,113.5 million to P1,169.8 million as of December 31, 2022 and March 31, 2023, respectively, mainly due to PAS 17 adjustments.
- Trade and other payables increased by P506.9 million or 24.2%, from P2,093.5 million to P2,600.4 million as of December 31, 2022 and March 31, 2023, respectively, significantly due to the billings received from subcontractors of pipeline projects.
- Contract liability decreased by P43.1 million or 11.1%, from P387.2 million to P344.1 million as of December 31, 2022 and March 31, 2023, respectively, because of the decrease in the amount received from real estate customers in excess of the amount that the Group has rights to receive based on the progress of the real estate development.
- Deposit and advances increased by P114.9 million or 10.7%, from P1,075.4 million to P1,190.3 million as of December 31, 2022 and March 31, 2023, respectively, mainly due to additional deposits received.

Total Equity

Total equity increased by P276.6 million or 1.1%, from P26,173.2 million to P26,449.8 million as of December 31, 2022 and March 31, 2023, respectively, primarily due to the results of operation for the three months ended March 31, 2023, net of declaration of cash dividends of P254.6 million.

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 1.58 from 1.63 as of March 31, 2023 and December 31, 2022, respectively, mainly due to the increase in capital expenditures thus, decrease in cash and cash equivalents.

Debt to equity ratio remains at 12% as of March 31, 2023 and December 31, 2022.

Return on equity decreased to 8% from 9% as of March 31, 2023 and December 31, 2022, mainly due to the decrease in results of operation for the current year.

Net income margin decreased to 48% from 62% as of March 31, 2023 and 2022, mainly due to the land sale transacted during 2022.

Recurring income ratio increased to 55% from 51% as of March 31, 2023 and December 31, 2022 mainly due to the land sale in the first quarter of 2022 which diluted the recurring income ratio.

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 statements of financial position. 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

DMW's total leasable commercial space stood at 162,351sq.m. in the 1Q2023. The Company's flagship mixed-use project – the over 70,000sq.m. Parqal is already at 91% completion as of March 2023. Parqal is a mixed-use project that stretches from Diokno Ave. to Macapagal Ave.; it features a climate protected and walkable development composed of nine independent 4-storey buildings. Around 60% of Parqal's lot area is dedicated to lush green landscapes and recreational facilities.

On the residential segment, MidPark Towers' percentage of completion reached 61% as of end-1Q2023. All four towers of MidPark have already been topped-off since September last year.

On land leasing, total leased out land reached 174,102 sq.m. as of March 2023 from 150,999 sq.m. in March 2022 due to additional land leases in 2H2022 and in 1Q2023, including the 1.4-hectare land lease of St. Luke's Medical Center.

No land sale was transacted during 1Q2023 whereas a 1,790sq.m. land sale was closed in January 2022. DMW has ~4,200sq.m. of land available for sale.

Mobility continued to surge during the period, with malls and public spaces in Metro Manila enjoying higher-than-pre-pandemic foot-traffic. We expect our upcoming ~70,000 sq.m. GLA Parqal to benefit from the surge in mobility.

Impact of COVID-19 Pandemic on the Group's Business

The COVID-19 pandemic started to become widespread in the Philippines in early March 2020 and its impact has been continuing until the date of the approval of these financial statements. In 2022, the country's economic status improved because of reopening of local and international travels and loosening of health and safety protocols and restrictions. Demand and supply of products are slowly returning to pre-pandemic levels. As a result, overall continuing impact of the COVID-19 pandemic to the Group is continuously improving and Group's operations is slowly going back to its pre-pandemic levels.

Management will continue to take actions to continually improve the operations as the need arises. Based on the foregoing improvements, management projects that the Group would continue to report positive results of operations and would remain liquid to meet current obligations as they fall due. Accordingly, management has not determined material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern due to the effects of the pandemic.

Project and Capital Expenditure

As of the period ended March 31, 2023, the Company already spent P7,132.4 million from the IPO proceeds. The Group expects to incur capital expenditures of approximately P3.4 billion which will be funded through internally generated funds or external borrowings.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer: **D.M. WENCESLAO & ASSOCIATES, INC.**

By:


DELFIN ANGELO C. WENCESLAO
Chief Executive Officer


BENIGNO A. TATUNAY
Chief Finance Officer

Date: May 12, 2023

D.M. WENCESLAO & ASSOCIATES, INCORPORATED

Minutes of the Annual Stockholders’ Meeting

June 23, 2022, 9:00 AM

Remote Communication

PRESENT:

Dra. Sylvia C. Wenceslao	- Chairman of the Board
Delfin Angelo C. Wenceslao	- Director and Chief Executive Officer
Paolo Vincent C. Wenceslao	- Director and Chief Operating Officer
Edwin Michael C. Wenceslao	- Director
Carlos Delfine C. Wenceslao	- Director
Oscar Reyes	- Independent Director
Dr. Albert P. Fenix, Jr.	- Independent Director
Atty. Paul Mar M. Quinto	- Corporate Secretary and Chief Legal Officer
Atty. Herson M. Asiddao	- Chief Finance Officer
Atty. Mark S. Gorriceta	- Chief Information Officer

I. CALL TO ORDER

At about 9:00 AM, after the Philippine National Anthem was played, Mr. Julius M. Guevara – VP for Corporate Planning and Host for the event welcomed the participants of the Meeting through remote communication. The Host introduced the attendees thereof who included the Chairman of the Board of the Directors, Directors and Officers of DMWAI, representatives from the external auditor of the company, Punongbayan and Araullo, and representatives from the company’s Stock and Transfer Agent, RCBC.

The Chairman of the Board of Directors, Dra. Sylvia C. Wenceslao, thereafter made her welcome address. She then appointed Delfin Angelo C. Wenceslao, as the company’s Chief Executive Officer as the Chairman and Presiding Officer for the Company’s 2022 Annual Stockholders’ Meeting.

The Chairman and Presiding Officer then called the meeting to Order.

II. NOTICE OF MEETING CERTIFICATION OF QUORUM

The Corporate Secretary, upon query by the Chairman and Presiding Officer, certified that the written notice of the time, date, place, and purpose of the meeting was sent by courier to all stockholders on record in accordance with the provisions of the Revised Corporation Code, By-Laws of the company and applicable rules and that notice was also made available to all stockholders on record through the company’s website, by disclosure to the Philippine Stock

Exchange (PSE) and was also published in two (2) newspapers of general circulation. Further, based on the tabulation and validation issued by the company's Stock and Transfer Agent, RCBC, stockholders owning **2,715,364,327*** or **79.96%** of the **3,395,864,100** total outstanding shares of the company, as of June 16, 2022, are present or duly represented either in person, or through voting in abstentia or proxy.

Therefore, there is a quorum for the meeting.

III. PROCEDURES FOR DISCUSSION AND VOTING

Before proceeding on the first item for discussion, the Corporate Secretary read the procedure for the discussion and voting for the orderly conduct of the meeting via remote communication (as also appearing in the notice).

IV. APPROVAL OF THE MINUTES OF THE 2021 ANNUAL STOCKHOLDERS' MEETING

The Chairman and Presiding Officer proceeded with the approval of the minutes of the 2021 Annual Stockholders' Meeting held on June 24, 2021. An electronic copy of which is available at the company's website.

The Corporate Secretary reported that the Resolution, as shown on the screen, had been approved by the stockholders owning 2,715,364,327* or **79.96%** of the **3,395,864,100** total outstanding shares of the company, as of June 16, 2022. Therefore:

Resolution No. 01, Series of 2022: "RESOLVED, to approve the Minutes of last year's Annual Stockholders' Meeting held on June 24, 2021."

	For	Against	Abstain
No. of Shares Voted	2,715,364,327	0	0
% of Shareholders	79.96%		

V. ANNUAL REPORT OF THE CHIEF EXECUTIVE OFFICER

The company's CEO, Mr. Delfin Angelo C. Wenceslao gave his report for this year which is also available at dmwai.com and the Annual Report posted on the Investor Relations segment of the company's website.

VI. ELECTION OF DIRECTORS FOR 2022-2023

The Corporate Secretary read out the process for the nomination and election of the company's directors in accordance with the Company's Manual on Corporate Governance and By-Laws, and pertinent Rules of the PSE and read out the names of the following persons as nominees:

1. Dra. Sylvia C. Wenceslao
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

The Corporate Secretary reported that all the nominees for Director 2022-2023 each garnered at least 2,715,364,327* or 79.96% of the 3,395,864,100 total outstanding shares of the company, as of June 16, 2022.

Thus, the Corporate Secretary certified that all of the nominees have garnered enough votes and are elected as Directors for the company for the year 2022-2023.

As tabulated and validated by the company's Stock and Transfer Agent, RCBC, below are the final votes cast for each of the nominee-directors as of June 16, 2022:

Directors	For	%
Dra. Sylvia C. Wenceslao	2,715,364,327	79.96
Delfin Angelo C. Wenceslao	2,715,364,327	79.96
Paolo Vincent C. Wenceslao	2,715,364,327	79.96
Carlos Delfin C. Wenceslao	2,715,364,327	79.96
Edwin Michael C. Wenceslao	2,715,364,327	79.96
Alberto P. Fenix, Jr.	2,715,364,327	79.96
Oscar S. Reyes	2,715,364,327	79.96

VII. APPOINTMENT OF PUNONGBAYAN & ARAULLO AS THE EXTERNAL AUDITOR FOR 2022

The Chairman and the Presiding Officer moved on to the next item on the Agenda which is the appointment of Punongbayan & Araullo as the External Auditor of the company for 2022. Punongbayan & Araullo's performance was evaluated, and its appointment was recommended by the Audit and Risk Committee.

The Corporate Secretary reported that the Resolution had been approved by the stockholders owning 2,715,364,327* or 79.96% of the 3,395,864,100 total outstanding shares of the company, as of June 16, 2022. Therefore:

Resolution No. 02 Series of 2022: "RESOLVED, to approve the Appointment of Punongbayan & Araullo as External Auditor for 2022."

As tabulated and validated by the company’s Stock and Transfer Agent, RCBC, below are the final votes cast for the Resolution as of June 16, 2022:

	For	Against	Abstain
No. of Shares Voted	2,715,364,327	0	0
% of Shareholders	79.96%		

VIII. RATIFICATION OF ALL PREVIOUS ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, MANAGEMENT AND ALL COMMITTEES.

The Chairman and Presiding Officer moved on to the next item on the Agenda which is to ratify all previous acts and resolutions of the boards of directors, management, and all committees from June 25, 2021 until the date of this year’s meeting. Some major resolutions of the board were then shown on the screen.

The Corporate Secretary reported that the Resolution, as shown on the screen, had been approved by the stockholders owning 2,715,364,327* or 79.96% of the 3,395,864,100 total outstanding shares of the company, as of June 16, 2022. Therefore:

Resolution No. 3 Series of 2022: “RESOLVED, to approve all previous Acts and Resolutions of the Board of Directors, Management and All Committees from June 25, 2021 up to June 23, 2022.”

As tabulated and validated by the company’s Stock and Transfer Agent, RCBC, below are the final votes cast for the Resolution as of June 16, 2022:

	For	Against	Abstain
No. of Shares Voted	2,715,364,327	0	0
% of Shareholders	79.96%		

IX. QUESTIONS AND ANSWER

The company’s CEO, Mr. Delfin Angelo C. Wenceslao gave his responses to some of the questions or comments submitted prior to the Meeting.

Questions not addressed during the Meeting shall be answered by Management thru email thereafter.

X. ADJOURNMENT

There being no other matters to discuss, the company’s annual stockholders’ meeting was adjourned at around 9:45 A.M.

Note: *As tabulated by RCBC Stock Transfer Department

Atty. Paul Mar M. Quinto
Corporate Secretary



DMW_845

04 May 2023

SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters, 7907 Makati Avenue
Bel-Air, Makati City 1209 Metro Manila

Attention: **Mr. Vicente Graciano P. Felizmenio, Jr.**
Director, Markets and Securities Regulation Department

Gentlemen:

In connection with the Annual Stockholders' Meeting of D.M. WENCESLAO & ASSOCIATES, INCORPORATED (the "Corporation"), I hereby certify that none of the Corporation's directors or key officers holds any position in the Philippine government or in any government agency.

We hope the Commission finds everything in order. Thank you.

Very truly yours,

ATTY. PATRICK I. PENACHOS
Acting Compliance Officer

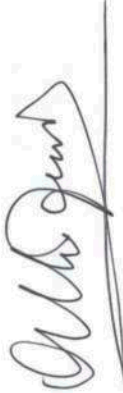


CERTIFICATION OF INDEPENDENT DIRECTOR

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 Securities and Exchange Commission (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,

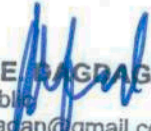
Executed this MAY 05 2023.


ALBERTO P. FENIX JR.
Affiant

MAKATI CITY

SUBSCRIBED AND SWORN to before me this MAY 05 2023 2023 affiant exhibiting to me his _____ issued on _____ issued at _____ as competent evidence of his identity.

Doc. No. 1 ;
Page No. 33 ;
Book No. 4 ;
Series of 2023.


ATTY. MA FILIPINAS E. PIADAGDAGAN
Notary Public
Email Add: atty.piadagdagan@gmail.com
6105 Garcia St., South Combo, Makati City
IBP No. 286224, January 12, 2023, Makati City
PTR No. 9564651, January 8, 2023, Makati City
Roll No. 60631
MCLE Certificate of Exemption No. VII-BEP003717
Appointment No. M-2018 until December 31, 2024

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **OSCAR S. REYES**, Filipino, of legal age and a resident of 58 Mckinley Road Forbes Park, Makati City 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 July 29, 2019.
2. I am/was affiliated with the following companies:

COMPANY/ORGANIZATION	POSITION/ RELATIONSHIP	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 Council	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	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 2048 Inc.	Independent Director	2018-present

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

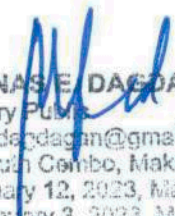
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities and Regulation Code, its Implementing Rules and Regulations and other Securities and Exchange Commission (SEC) issuances.
4. I 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 MAY 05 2023.


OSCAR S. REYES
Affiant

SUBSCRIBED AND SWORN to before me this MAY 05 2023 MAKATI CITY 2023 affiant exhibiting to me his _____ issued on _____ issued at _____ as competent evidence of his identity.

Doc. No. 2 ;
Page No. 53 ;
Book No. 4 ;
Series of 2023.


ATTY. MA FILIPINAS E. DAGDAGAN
Notary Public
Email Add: atty.piadagdagan@gmail.com
6105 Garcia St., South Conbo, Makati City
IBP No. 286224, January 12, 2023, Makati City
PTR No. 9564651, January 3, 2023, Makati City
Roll No. 60891
MCLE Certificate of Exemption No. VII-BEP003717
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